

MINIMUM ADVERTISED PRICE POLICY

Effective Date: January 1, 2019

PetGuard Holdings LLC has determined that advertising its products at prices below certain levels undermines PetGuard Holdings LLC reputation and brand and discourages PetGuard Holdings LLC retailers from investing in the growth of PetGuard Holdings LLC product lines, generating a sustainable profit margin for retailers providing the best possible service and support to consumers. Therefore, PetGuard Holdings LLC has adopted this Minimum Advertised Price (“MAP”) policy (the “Policy”), which applies to all Advertisements (as defined below) of PetGuard Holdings LLC products by all distributors, retailers, dealers and other resellers of PetGuard Holdings LLC products (hereinafter, “Resellers”).

MINIMUM ADVERTISED PRICE

MAP is established solely by PetGuard Holdings LLC and will be communicated to all Resellers. The products, Suggested Retail Prices (“SRPs”), and MAP may be changed from time to time at PetGuard Holdings LLC products in any and all media as well as any advertising within brick and mortar retail stores or other selling venues.

The MAP pricing as of the Effective Date is 15% off of SRP

An “Advertisement” includes any and all promotional or pricing information accessible to consumers via any type of media, marketing, or promotional materials, including without limitation:

- Flyers, posters, coupons, mailers, inserts, newspapers, magazines, catalogs, mail order catalogues, internet or similar electronic media including web sites, email and email solicitations, newsletters, television, radio, public signage, trade shows, billboards; and
- all forms of internet advertising, including, without limitation, all websites and website pages and banners, social media, emails, blogs, portal sites, and search engines (including but not limited to Google, Google Shopping, Yahoo, etc.) whether or not products are sold from those sites. This includes prices listed in emails, search engines or placement of ads on any other website, including natural or paid search engine listings, shopping sites, marketplaces and auction sites. Internet sites that ask customers to utilize their shopping cart as a way of displacing pricing are in violation of the Policy. At no time may the Reseller make any statement on its website or other sites in connection with any product that indicates or implies that a display a lower price than the MAP and offering a link your website or to display a lower price than MAP is prohibited.

Direct or indirect attempts to circumvent this Policy will be considered a violation of the Policy. Such attempts may include, but not limited to:

- The use of any discount, gift card, coupon, giveaway, rebate offer or incentive (whether in the form of a special event, promotion, condition to doing business or otherwise) in any advertising by a Reseller where the cumulative effect is to reduce the advertised price of any product(s).
- Advertisements that bundle or include free or discounted PetGuard Holdings LLC products with other products or services (whether or not manufactured by PetGuard Holdings LLC) if such bundling has the effect of discounting the advertised price of the PETGUARD HOLDINGS LLC product below the MAP. In case of bundles, the advertised price of the bundle must be equal to or greater than the total of the MAP of

each product (from PetGuard Holdings LLC or from other manufactures) in such bundle. If other manufacturer products in the bundle do not have a MAP, then retail prices must be used. Other manufacturer products may be advertised as giveaways with the purchase of any PetGuard Holdings LLC plus the MAP or SRP of the other product.

- For multipack offers the MAP of the multipack is quantity of product in the multipack multiplied by the respective MAP of the products that comprise said multipack.

An “Advertisement” shall not include any in-store advertising that is displayed only in the store and not distributed to any customer. In-store displays, point-of-sale signs, hangtags or bar codes or similar marks on products or product packaging that merely states the related product’s price are not considered “advertising”. Discontinued merchandised approved by PetGuard Holdings LLC are excluded from the MAP policy. This Policy does not establish maximum advertised prices. All Resellers may offer products at any price in excess of the respective product MAP.

POLICY VIOLATIONS

PetGuard Holdings LLC will monitor and review Resellers’ Advertisements for violations of the Policy. Violations of the Policy shall be determined by PetGuard Holdings LLC in its sole discretion. Resellers have no right to enforce the Policy shall be determined by PetGuard Holdings LLC will not communicate with any Reseller or third-party regarding violations of this Policy by others. PetGuard Holdings LLC reserves the right to impose the following if PetGuard Holdings LLC believes that:

- i. A Reseller has violated the provisions of the Policy; or
- ii. A Reseller has engaged in any activity that PetGuard Holdings LLC determines, in its sole discretion, is designed or intended to circumvent the intent of this policy.

Specifically, PetGuard Holdings LLC will take the following actions, which apply to all Resellers, should a Reseller fail to comply with the policy:

- First Violation:* Warning only. Request to abide by Policy within 48 hours. Reseller will be restricted from ordering until compliant.
- Second Violation:* PetGuard Holdings LLC will block Reseller’s account for 30 days after sending notice of the violation.
- Third Violation:* PetGuard Holdings LLC will cease doing business with Reseller.

However, PetGuard Holdings LLC reserves the right to not provide prior notice before taking action under this policy.

POLICY MODIFICATIONS

PetGuard Holdings LLC reserves the right at any time to modify, suspend, or discontinue this MAP Policy, in whole or in part, or to designate promotional periods during which the terms of the Policy change or are not applicable. PetGuard Holdings LLC will provide notice of any such actions to all Resellers and post it at PetGuard.com. No PetGuard Holdings LLC employee or agent is authorized to modify, interpret, or grant exceptions to this Policy for any Reseller. No person has authorization to modify this Policy or to solicit or obtain agreement of any person to this Policy, and any such modification or agreement is invalid. Any questions about this Policy

should be submitted in writing and directed to PetGuard Holdings LLC MAP Liaison at Anthony.scarpino@petguard.com

UNILATERAL ACTION

This Policy does not constitute an agreement between any Reseller or other party and PetGuard Holdings LLC. PetGuard Holdings LLC is not seeking, and will not accept, any agreement or other assurance of compliance from any Reseller or other party to adhere to this MAP Policy. It is entirely within the discretion of the Reseller whether to comply or not comply. This Policy is non-negotiable and will not be modified for any Reseller. The Policy is not intended to control, influence, determine, limit, or affect in any way the actual prices at which Resellers ultimately sell PetGuard Holdings LLC products to its consumers. The Policy is strictly limited to restrictions on advertised prices. Each Reseller remains free to determine its own resale price for PetGuard Holdings LLC Product.

UPC CODE	PRODUCT DESCRIPTION	SIZE	CASE PACK	MAP PRICE	SUG RETAIL UNIT
PetGuard® Premium Canned Food for Cats (3-oz.)					
0 35883-05007 1	Savory Seafood Dinner	3-oz.	24	1.69	1.69
0 35883-05009 5	Premium Feast Dinner	3-oz.	24	1.69	1.69
0 35883-05015 6	Chicken Stew Dinner <i>Weight Management</i>	3-oz.	24	1.69	1.69
0 35883-05017 0	Turkey and Barley Dinner <i>Weight Management</i>	3-oz.	24	1.69	1.69
0 35883-05019 4	Coleman Natural Beef and Barley Dinner	3-oz.	24	1.69	1.69
0 35883-05021 7	Chicken and Beef Dinner	3-oz.	24	1.69	1.69
PetGuard® Premium Canned Food for Cats (5.5-oz.)					
0 35883-00501 9	Fish, Chicken & Liver Dinner	5.5-oz.	24	2.19	2.19
0 35883-00503 3	Chicken & Wheat Germ Dinner	5.5-oz.	24	2.19	2.19
0 35883-00507 1	Savory Seafood Dinner	5.5-oz.	24	2.19	2.19
0 35883-00509 5	Premium Feast Dinner	5.5-oz.	24	2.19	2.19
0 35883-00533 0	Turkey and Rice Dinner	5.5-oz.	24	2.19	2.19
0 35883-00535 4	Chicken and Beef Dinner	5.5-oz.	24	2.19	2.19
0 35883-00539 2	**USDA Certified Organic Chicken & Vegetable Entrée	5.5-oz.	24	2.49	2.49
PetGuard® Premium Canned Food for Cats (13.2-oz. & 12.7-oz.)					
0 35883-00502 6	Fish, Chicken & Liver Dinner	3.2-oz.	12	3.29	3.29
0 35883-00504 0	Chicken & Wheat Germ Dinner	3.2-oz.	12	3.29	3.29
0 35883-00506 4	Tender Beef & Wheat Germ Dinner	3.2-oz.	12	3.29	3.29
0 35883-00508 8	Savory Seafood Dinner	3.2-oz.	12	3.29	3.29
0 35883-00510 1	Premium Feast Dinner	3.2-oz.	12	3.29	3.29
0 35883-00512 5	Chicken and Beef Dinner	3.2-oz.	12	3.29	3.29
0 35883-00534 7	Turkey and Rice Dinner	3.2-oz.	12	3.29	3.29
0 35883-00540 8	**USDA Certified Organic Chicken & Vegetable Entrée	2.7-oz.	12	3.49	3.49
PetGuard® Super Premium Dry Food for Cats					
0 35883-04001 0	Premium Dry Cat and Kitten (<i>Fresh Chicken</i>)	4-lb.	10/4	17.99	17.99
0 35883-04003 4	Premium Dry Cat and Kitten (<i>Fresh Chicken</i>)	8-lb.	5/8	29.99	29.99
0 35883-04018 8	Premium Dry Cat and Kitten (<i>Fresh Chicken</i>)	17-lb.	Each	49.99	49.99
UPC CODE	PRODUCT DESCRIPTION	SIZE	CASE PACK	MAP PRICE	SUG RETAIL UNIT
PetGuard® Premium Canned Food for Dogs (13.2-oz. & 12.7-oz.)					
0 35883-00412 8	Chicken, Liver & Vegetables Dinner - Senior/Less Active	3.2-oz.	12	2.99	2.99
0 35883-00421 0	Chicken, Brown Rice & Herbs Dinner - Adult	3.2-oz.	12	2.99	2.99
0 35883-00422 7	Liver, Vegetables & Wheat Germ Dinner - Adult	3.2-oz.	12	2.99	2.99
0 35883-00423 4	Beef, Vegetables & Wheat Germ Dinner - Adult	3.2-oz.	12	2.99	2.99
0 35883-00425 8	Lamb & Brown Rice Dinner - Adult	3.2-oz.	12	2.99	2.99
0 35883-00426 5	Vegetarian Feast Dinner - Adult	3.2-oz.	12	2.99	2.99
0 35883-00434 0	Turkey and Barley Dinner - Adult	3.2-oz.	12	2.99	2.99
0 35883-00436 4	Chicken Stew in Gravy Dinner - All Stage	3.2-oz.	12	2.99	2.99
0 35883-00450 0	Turkey & Sweet Potato in Gravy Dinner - All Stage	3.2-oz.	12	2.99	2.99
0 35883-00438 8	**USDA Certified Organic Chicken & Vegetable Entrée - Adult	2.7-oz.	12	3.49	3.49
0 35883-00439 5	**USDA Certified Organic Vegetarian Entrée - Adult - VEGAN	2.7-oz.	12	3.49	3.49
PetGuard® Super Premium Dry Food for Dogs					
0 35883-05004 0	LifeSpan Dry Dog (<i>Fresh Chicken</i>)	4-lb.	10/4	16.99	16.99
0 35883-05008 8	LifeSpan Dry Dog (<i>Fresh Chicken</i>)	8-lb.	5/8	27.99	27.99
0 35883-05018 7	LifeSpan Dry Dog (<i>Fresh Chicken</i>)	17-lb.	Each	47.99	47.99
0 35883-05038 5	LifeSpan Dry Dog (<i>Fresh Chicken</i>)	36-lb.	Each	79.99	79.99
PetGuard® **USDA Certified Organic Dry Food for Dogs					
0 35883-05044 6	**USDA Certified Organic Vegetarian Dry Dog - Adult	4.4-lb.	6/4.4	24.99	24.99
0 35883-05022 4	Organic LifePath Dry Dog - All Stage **USDA	2.2-lb.	6/2.2		13.98
PetGuard® Super Premium Snacks for Dogs					
0 35883-00301 5	Mr. Barky's Vegetarian Dog Biscuits	12-oz.	6	7.99	7.99
PetGuard® **USDA Certified Organic Treats for Dogs					
0 35883-02205 4	**USDA Certified Organic Chicken Jerky	3-oz.	6	14.99	14.99