



VERVANA, LLC MINIMUM ADVERTISED PRICE POLICIES FOR AUTHORIZED DEALERS OF AGELESS PAWS PRODUCTS

Effective June 01, 2020, Vervana, LLC (“Vervana”) has adopted this unilateral **Internet Minimum Advertised Price (“IMAP”) Policy** in order to establish a desired level of advertised prices for its Ageless Paws division of pet products.

The overarching purpose of this IMAP Policy is to protect the integrity and longevity of the Ageless Paws brand of premium-quality pet treats and supplements, as well as the investments made by authorized dealers who sell Ageless Paws products. We work diligently with, and rely upon, a growing number of authorized dealers to help educate consumers about how the ingredients in, and outstanding quality of, our products support optimum health in pets.

VERVANA INTERNET MINIMUM ADVERTISED PRICE (IMAP) E-COMMERCE POLICY

Our IMAP Policy applies to all forms of advertising for Ageless Paws products that are offered for sale through e-commerce sites owned by authorized dealers or third parties (like Amazon, eBay, Walmart and other similar sites).

Advertising includes, but is not limited to:

- Internet media, such as web banner/display ads, e-commerce product pages, blogs, email blasts, social media platforms (Facebook, Twitter, Instagram, etc.), affiliate sites, Search Engine Marketing, SMS or text messages, or in-app advertising.
- Print media, like coupons, mailers, flyers, inserts, newspapers, posters, catalogs, magazines, and public signage; and
- Television and radio.

PRIOR AUTHORIZATION IS REQUIRED TO SELL VIA THIRD-PARTY E-COMMERCE SITES

As of July 28, 2021, all authorized dealers must receive written authorization from Vervana prior to selling Ageless Paws products on a third-party e-commerce site like Amazon, eBay, or Walmart. Failure to do so will be considered a direct violation of this IMAP Policy.

To apply for such 3rd Party eCommerce Site authorization, please fill out and submit our 3rd Party eCommerce Site Application, available for download at <https://agelesspaws.com/wholesale/>.

VERVANA INTERNET MINIMUM ADVERTISED PRICES (IMAP)

In the attached wholesale pricing sheet are Suggested Retail Prices (SRP) for each product, as well as the minimum prices at which these products may be advertised (IMAP). Vervana reserves the right to amend these Price Lists from time to time, and alter, update or terminate IMAPs, for any reason, at any time, and in its sole discretion, after providing authorized dealers with reasonable notification.

USE OF DR. SINATRA INTELLECTUAL PROPERTY

Ageless Paws Founder Dr. Stephen Sinatra's name, likeness, signature, photograph, credentials, or biography are not to be used by authorized dealers to promote, market, and/or sell Ageless Paws products. Exceptions include images and videos with Ageless Paws product labels/packaging, promotional materials provided to you by Vervana, or prior written consent from Vervana. Any unauthorized use of Dr. Sinatra's intellectual property rights, including right of publicity, will be considered a direct violation of this IMAP Policy.

VIOLATIONS OF VERVANA'S IMAP POLICY

Listing an Ageless Paws product at a price that is below the applicable IMAP in any advertisement is considered a violation of this policy. Likewise, advertising below the IMAP through a combination of advertisements would also be a violation. For example, a violation would occur if an authorized dealer advertises an Ageless Paws product at a price that is the same or above the IMAP, but also advertises another offer or promotion (like a coupon code) which, when applied to the advertised price, effectively lowers the final net advertised price to an amount that is below the IMAP. Such ancillary offers or promotions include, but are not limited to, percentage discounts, maximum dollars off, and absolute price point minimums.

An authorized dealer which advertises the price of a product for an online purchase that is below the IMAP on multiple e-commerce sites will be deemed as having violated the IMAP Policy on all e-commerce sites.

In the event of violation(s) by an authorized dealer, Vervana may take any or all of the actions specified in the Enforcement section below.

EXCEPTIONS TO VERVANA'S IMAP POLICY

This IMAP policy applies only to advertised prices. It does not set minimum prices at which products are actually sold to individual consumers; such are within the complete discretion of authorized dealers. Authorized dealers are free to charge actual sales prices that are lower than the applicable IMAPs established per this Policy as long as those prices are not made available to the consumer until intent to purchase has been demonstrated.

On an e-commerce site, consumer intent to purchase is demonstrated through the addition of the product(s) to the shopping cart or by calling the retail establishment. Hence, authorized dealers are free to sell products below the IMAPs without being in violation of this Policy as long as they utilize online features such as "Add to Cart to See Price," "To View Price, Add to Shopping Cart," "Call for Pricing," "See Price in Cart," "Price Unavailable-Click to See More," or any similar features which do not reveal actual sales price(s) until the consumer has demonstrated intent to purchase.

Similarly, this Policy does not restrict authorized dealers from advertising "price matching" or "lowest available price," as long as pricing communicated through advertisements is not below the applicable IMAPs.

Authorized dealers who sell on e-commerce sites are also permitted to advertise prices up to 5% below IMAP prices via Autoship and other loyalty programs through which a discount is applied when the consumer agrees to a subscription or automatically recurring purchases.

Vervana reserves the right to, at its sole discretion, temporarily suspend this IMAP Policy on select Stock Keeping Units ("SKU") in order to initiate and manage Ageless Paws promotions that may individually or collectively advertise products below IMAPs.

These Policies also apply only to minimum advertised prices, and do not specify maximum advertised prices.

ENFORCEMENT OF VERVANA'S IMAP POLICY

Vervana has unilaterally adopted this non-negotiable IMAP Policy, and shall uniformly interpret and enforce it in accordance with all applicable laws. Enforcement measures are within Vervana's sole discretion, and may include, but are not limited to, any or all of the following actions:

- Reduction or cessation of trade funding
- Reduction or cessation of promotional buying
- Increasing prices of SKU(s)
- Discontinuing wholesale sales
- Placing the authorized dealer on a "Do Not Sell" list issued to distributors of Ageless Paws products, as well as ordering websites and wholesale ordering websites.
- Termination of relationship between authorized dealer and Vervana

The types and durations of enforcement actions Vervana may take shall be proportionate to the severity and frequency of violations. Enforcement in response to a first violation, for example, will generally be less stringent than for subsequent violations. For every SKU with an IMAP specified on a wholesale price list, each violation of this Policy will be considered a distinct and separate violation.

Unauthorized use of Dr. Sinatra Intellectual Property (as detailed above) is considered a very serious violation of this Policy; in addition to the enforcement actions listed above, legal action via a court of law may also be taken, if necessary.

Our IMAP Policy will not be modified for any authorized dealer. As an authorized dealer, you are free to decide whether to follow this IMAP policy and to establish your own resale prices. Vervana does not seek, nor will it accept, any response or assurance of compliance with this IMAP Policies from you. However, if Vervana determines that you have violated the Policy, it may unilaterally take enforcement actions without assuming any liability and without providing any further notice or warning (other than the issuance of this Policy). Any subsequent communication from an authorized dealer which addresses the violation(s) and/or assures willingness to bring advertised prices into compliance with this Policy will not be accepted by Vervana.

ADDITIONAL INFORMATION

Any and all questions or concerns regarding this IMAP Policy should be put forth in writing, and emailed to:

Ageless Paws IMAP Policy Administrator
mapadmin@agelesspaws.com

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