

**STIEBEL ELTRON
UNITED STATES UNILATERAL PRICE POLICY**

Stiebel Eltron, Inc. (“Stiebel Eltron”) recognizes that its high-quality resellers invest time and resources to deliver an extraordinary customer experience through knowledgeable staff and compelling vendor presentation. To support its resellers’ efforts, Stiebel Eltron wishes to establish policies that allow resellers to earn the profits necessary to maintain the high level of customer excellence people have come to expect from Stiebel Eltron resellers.

In order to successfully compete in the marketplace and to maintain its premium brand image, Stiebel Eltron has announced this Unilateral Policy. Hereafter, all sales from Stiebel Eltron resellers to end-users and installation professionals of products set forth in Stiebel Eltron’s *Unilateral Price Grid* (the “Product(s)”) inside the United States shall be subject to this Unilateral Policy.

Stiebel Eltron Products covered and their coordinating minimum advertised prices are set forth in the *Unilateral Price Grid* and shall be delivered or otherwise made available by Stiebel Eltron to the reseller. Stiebel Eltron reserves the right from time to time to alter, modify, suspend, or cancel this Unilateral Policy, the Products covered, and/or the minimum advertised prices.

This Unilateral Policy does not restrict a reseller’s right to establish independent advertised and/or resale prices of Stiebel Eltron Products. Stiebel Eltron reserves the right to determine whether a reseller has advertised Stiebel Eltron’s Products at a net advertised price less than the minimum advertised price established in this Unilateral Policy. Upon such determination, Stiebel Eltron may, without assuming any liability, cancel all orders and may indefinitely refuse to accept new orders from the reseller. ***Please note that following the actions of another reseller is not an exception to this Unilateral Policy and will be considered non-acquiescence.***

This Unilateral Policy has been unilaterally adopted by Stiebel Eltron. Stiebel Eltron neither solicits nor will it accept assurances by any reseller of acquiescence with this Unilateral Policy. Nothing in this Unilateral Policy shall constitute an agreement between Stiebel Eltron and any reseller of compliance with this Unilateral Policy. The reseller within its own discretion can choose to acquiesce or not acquiesce with this Unilateral Policy. Stiebel Eltron will not discuss conditions of acceptance related to this Unilateral Policy. This Unilateral Policy is non-negotiable and will not be altered, modified, or amended for any reseller.

The following are actions that constitute acquiescence with Stiebel Eltron’s Unilateral Policy:

- The offer of free shipping or financing on Product(s) listed in the *Unilateral Price Grid*
- The offer of a gift card redeemable for value on a future purchase with the purchase of Product(s) listed in the *Unilateral Price Grid*
- Stiebel Eltron, from time to time within its sole discretion, may announce promotional prices and bundles of Product(s) listed in the *Unilateral Price Grid*
- Advertising products without any price or to call for a price
- Store-wide discounts and coupon codes if: (i) the discount code is non-brand specific; (ii) the product display page does not include or show a net effective price below the price set forth in the *Unilateral Price Grid* after the application of any discount or coupon code; and (iii) the price in the cart is no more than 10% lower than the price set forth in the *Unilateral Price Grid*.
- Mail in Rebates that are (i) non-brand specific; and (ii) are no more than 11% than the price set forth in the *Unilateral Price Grid*.

The following are actions that do not constitute acquiescence with Stiebel Eltron's Unilateral Policy:

- The issuance of other non-Stiebel Eltron announced discounts or rebates (in any form, including coupon codes) on Product(s) listed in the *Unilateral Price Grid*
- Combining a Product from the Unilateral Price Grid with any other product for a combined price lower than the combined price of what the two (2) products could be advertised independent of each other as set forth in the *Unilateral Price Grid*
- Activities or practices that are inconsistent with the objectives of this Unilateral Policy.

Stiebel Eltron's sales personnel have no authority to modify or grant exceptions to this Unilateral Policy. All questions regarding interpretation of this Unilateral Policy should be directed to the Unilateral Policy Committee at policy@stiebel-eltron-usa.com.