



Unilateral Price Policy

Effective Immediately

In order to successfully compete in the marketplace and to ensure that Ultra Pet Company, Inc's ("ULTRA PET") high-quality products are adequately promoted and supported, ULTRA PET has announced this Unilateral Price Policy ("UPP"). This UPP is intended to level the playing field for all Resellers and ensure fair competition. Hereafter, all sales to End-Users of Products set forth in ULTRA PET's Unilateral Price Grid (attached) inside the United States shall be subject to this UPP.

The terms of the UPP are as follows:

- 1) Resellers shall not advertise Products at prices below the Minimum Advertised Price ("MAP") set forth by ULTRA PET, and as reflected in the applicable Unilateral Price Grid. Note: A price advertised even one cent below the MAP is considered non-acquiescence. ULTRA PET reserves the right from time to time to alter, modify, suspend, or cancel this UPP, the Products covered and/or the minimum advertised price, in its sole and absolute discretion at any time. ULTRA PET is the sole arbiter of such decisions and reserves the right to make any such decision unilaterally.
- 2) The UPP applies to all advertised prices for the Products. The UPP is not, and is not intended to be, an agreement or understanding of any kind, express or implied, regarding the price at which the Reseller may sell the Products (or any ULTRA PET products). A Reseller may sell the Products (and all ULTRA PET products) at any price it chooses. No officer, employee, representative or agent of ULTRA PET has authority to (i) enter into any agreement or understanding with respect to the price at which the Reseller sells the Products; or (ii) coerce or otherwise force the Reseller to price the Products at any level other than that unilaterally determined by the Reseller. The Reseller within its own discretion can choose to acquiesce or not acquiesce with this policy. ULTRA PET will not discuss conditions of acceptance related to this policy. This policy is non-negotiable and will not be altered, modified or amended for any Reseller.
- 3) The UPP applies to all advertisements and marketing of Products in any and all media, including and without limitation: newspapers, direct mail flyers or circulars, catalogs, television, radio, online/electronic media, and all other media. The UPP does not apply to in-store banners, displays, or price tags or other in-store advertising that is not distributed externally to End-Users. The UPP, however, prohibits the use of phrases or graphical representations that are intended to suggest, or that would allow an End-User to infer, that a lower price than the Minimum Advertised Price may apply.

Acts in acquiescence with this UPP:

- a) Offering free shipping or financing on Product(s) shall constitute acquiescence with the UPP.
- b) Offering a gift card, redeemable for value on a future purchase, along with the purchase of Product(s) shall constitute acquiescence with the UPP.

Acts NOT in acquiescence with this UPP:

- a) Website features such as "click for price," "see price in cart," "add to cart for best price," automated "bounce-back" pricing emails, pre-formatted email responses, forms, and automatic price display for any items prior to checkout, and other similar features are considered to be communications initiated by the dealer (rather than by the End-User), constitute advertisements and shall not constitute acquiescence with the UPP.
- b) Any statement or language that allows a recalculation of the advertised price to be made, such as "20% off prices shown everyday" or "call for \$50 off this price," shall not constitute acquiescence with this UPP



if such recalculated advertised price is below the Minimum Advertised Price for that Product unless the statement or language is pursuant to a ULTRA PET -sponsored promotional pricing is reflected in a Promotional Unilateral Price Grid.

c) Including free or otherwise discounted products (whether ULTRA PET products or another's products) along with the sale of Products shall not constitute acquiescence with this UPP if such inclusion has the effect of discounting the advertised price of the Product below the Minimum Advertised Price for that Product.

4) If ULTRA PET determines that any Reseller has violated this UPP, then ULTRA PET may within its sole discretion and without assuming any liability, cancel pending orders and may indefinitely refuse to accept new orders for Products.

5) ULTRA PET may engage in monitoring of advertised prices for the Products sales in all channels, either directly or via the use of third parties. Third parties retained by ULTRA PET may engage in the monitoring of product sales by the Resellers to verify that the terms of this UPP are being enforced.

6) Any questions regarding the UPP should be directed in writing via e-mail to BrandProtection@UltraPet.com.



UNILATERAL PRICE GRID

Include the following:

	Item	Item Lb	Unit UPC	Item Number	MSRP	IMAP
1	Ultra Fresh Crystals	3.5 lb	6-33843-85140-1	85140	\$13.99	\$12.99
2	Ultra Pearls	5 lb	6-33843-85065-7	85065	\$16.99	\$14.99
3	Ultra Micro Crystals	5 lb	6-33843-85050-3	85050	\$16.99	\$14.99
4	Ultra Clumping Crystals -	5 lb	6-33843-85300-9	85300	\$16.99	\$14.99
5	Ultra Fresh Micro Crystals	5 lb	6-33843-85045-9	85045	\$16.99	\$14.99
6	Ultra Monthly Monitor	16oz	6-33843-10718-8	10718	\$7.99	\$6.99
7	EcoKitty ECOCrystals	7 lb	6-33843-60110-5	60110	\$24.99	\$21.99
8	EcoKitty with real Lavender	7 lb	6-33843-60130-3	60130	\$24.99	\$21.99
9	EcoKitty with real Green Tea	7 lb	6-33843-60140-2	60140	\$24.99	\$21.99
10	EcoKitty Millet	7 lb	6-33843-60150-1	60150	\$24.99	\$21.99
11	NEON PINK	4 lb	6-33843-70041-9	70041	\$15.99	\$13.99
12	NEON GREEN	4 lb	6-33843-70043-3	70043	\$15.99	\$13.99
13	NEON PURPLE	4 lb	6-33843-70044-0	70044	\$15.99	\$13.99
14	NEON BLUE	4 lb	6-33843-70047-1	70045	\$15.99	\$13.99
15	NEON ORANGE	4 lb	6-33843-70042-6	70042	\$15.99	\$13.99
16	Litter Pearls Tracksless	3.5 lb	6-33843-30035-0	30035	\$14.99	\$12.99
17	Litter Pearls Tracksless	7 lb	6-33843-30070-1	30070	\$24.99	\$21.99
18	Litter Pearls Tracksless	10.5 lb	6-33843-33010-4	33010	\$36.99	\$32.99
19	Litter Pearls Tracksless	20 lb	6-33843-30022-0	30022	\$55.99	\$49.99
20	Litter Pearls Crystal Clear	7 lb	6-33843-10070-7	10070	\$24.99	\$21.99
21	Litter Pearls Micro Fresh Crystals	7 lb	6-33843-10609-9	10609	\$24.99	\$21.99
22	Litter Pearls Micro Crystals	3.5 lb	6-33843-10604-4	10604	\$14.99	\$12.99
23	Litter Pearls Micro Crystals	7 lb	6-33843-10608-2	10608	\$24.99	\$21.99
24	Litter Pearls Micro Crystals	10.5 lb	6-33843-10610-5	10610	\$36.99	\$32.99
25	Litter Pearls Ultra Clump	8 lb	6-33843-10580-1	10580	\$25.99	\$22.99
26	EcoPetBox 3pk case of 12	3 pk	4742023780014	78001	\$14.99	\$12.99
27	ECO Pet EcoLitter 3kg	6.6 lb	4742023780199	78019	\$12.99	\$9.99
28	ECO Pet EcoLitter 5kg	11 lb	4-742023-78005-2	78005	\$16.99	\$14.99