

Mitsubishi Electric US, Inc. — Cooling & Heating Division **Online Reseller Guidelines**

Policy Statement

MEUS-HVAC is unilaterally implementing these Online Reseller Guidelines so that it may more effectively monitor the online resale of its M-Series and P-Series HVAC Products (the “Products”). Given the highly specialized nature of its Products, the training and education needed to communicate Product features, the benefits of professional installation by a licensed HVAC contractor, and the need for strong pre- and post-sales support, MEUS-HVAC believes that its network of independent distributors and contractors are best suited to serve customer needs through in-person transactions. However, MEUS recognizes that certain customers may wish to supplement their business activities by offering Products for sale through the Internet. By establishing minimum reseller requirements for such online sales, MEUS-HVAC seeks to protect its brand name, preserve its reputation for high quality products and customer support, and enhance its overall competitiveness in the industry.

Guidelines & Requirements

These Guidelines apply to anyone who wishes to sell MEUS-HVAC M-Series or P-Series Products through Internet websites or other online transactions (“Online Resellers”). These Guidelines also apply to distributors who supply Products to such Online Resellers. Only certain Products may be resold through the Internet (the “Online Eligible Products”). The current list of Online Eligible Products can be obtained through a local distributor. Online Resellers are expected to monitor for changes to these Guidelines and the Online Eligible Product list. Online resale of any other Products not included in the Online Eligible Product list is prohibited.

All Online Resellers must comply with these Guidelines and any other current MEUS-HVAC policies, including but not limited to the Unilateral Minimum Advertised Price (“UMAP”) Policy for online advertising. In addition to complying with the UMAP Policy, all Online Resellers must:

- Disclose, in writing, to their local distributor all URLs that the Online Reseller operates for purposes of Product resale, and provide five days’ advance written notice to the distributor of all new or different URLs.
- Provide each Purchaser with a list of MEUS-HVAC installers in the Purchaser’s geographic area or a link to the MEUS-HVAC Dealer Locator website.
- Provide each Purchaser with clear and conspicuous notice of all Product warranty terms and conditions, including a copy of the Limited Product Warranty or instructions on how to access the Limited Product Warranty.
- Provide live support to Purchasers via telephone or online chat during normal business hours.

- Sell, market, and/or deliver Products only to Purchasers within the United States.
- Fulfill standard Product orders in 10 calendar days or less.
- Provide secure shopping cart and SSL certification for the complete online transaction with each Purchaser.
- Use only the current MEUS-authorized Product images, marketing and service materials, and advertising copy, including current Product titles, descriptions, model numbers, and technical data. The Online Reseller must update its website within five business days of notice by MEUS-HVAC of any changes to these Product materials or information.
- Comply with all applicable laws and observe the highest standards of professionalism, industry standards, ethics, and fair dealing, positively contribute to maintaining MEUS-HVAC's reputation, and refrain from any unlawful, unfair, misleading, or deceptive practices including but not limited to: false advertising, aggressive sales tactics, or misrepresentation, exaggeration, or misstatement of Product features, consumer benefits, or operational characteristics.
- Not engage in "bait and switch" practices, such as advertising Products that are not available in sufficient quantities or not available at the stated price with the intent or effect of switching potential purchasers to another manufacturer's product.
- Not use the words "Mitsubishi", "Mitsubishi Electric", "MEUS", "Three Diamonds", or any Mitsubishi Electric brand name or similar words within a root URL, email address, or any other identifier associated with the Online Reseller.
- Not use the MEUS-HVAC brand name, logo, trademark, trade dress, or any other intellectual property without adhering to MEUS-HVAC's guidelines for such usage.

Violations

MEUS-HVAC has the right in its sole discretion to choose with whom it wishes to do business or not do business. If an Online Reseller fails to comply with these Guidelines or any other MEUS-HVAC policy, MEUS may choose to no longer do business with that Online Reseller. Additionally, MEUS-HVAC may unilaterally impose sanctions against distributors who knowingly supply Products to non-compliant Online Resellers.

MEUS-HVAC will independently monitor and enforce compliance with these Guidelines. Upon discovering a violation, MEUS-HVAC will first issue a warning letter to both the Online Reseller and the distributor(s) who supplied the Products. Any subsequent violation of these Guidelines will result in MEUS-HVAC imposing sanctions of its choosing, which may include but are not limited to cease-and-desist action, reducing or eliminating cooperative advertising funding to the supplying distributor(s), and/or temporary or permanent termination of distributorship. MEUS-HVAC will provide written notice to the Online Reseller and the supplying distributor(s) of all sanctions.

MEUS-HVAC reserves the right in its sole discretion to modify these Guidelines and/or the Online Eligible Product list, as well as to discontinue or suspend the online resale of its Products entirely at any time as it sees fit. In the event that any provision of these Guidelines is found to be in violation of local, state or federal law, the remaining provisions shall continue in effect.

Contact Information

All questions or comments regarding these Guidelines are to be directed to umapinfo@hvac.me.com. No MEUS-HVAC sales representative or other employee is authorized to modify these Guidelines, to discuss any Online Reseller's or distributor's compliance or non-compliance with the Guidelines, or to waive any non-compliance. MEUS does not seek and will not entertain any complaints or reports about any reseller's compliance with these Guidelines. All such complaints or inquiries will be directed to the MEUS Legal Department for written response.

We look forward to your continued support and promotional efforts on behalf of MEUS-HVAC Products.

<u>Effective Date:</u>	September 2016
<u>Related Documents:</u>	MEUS-HVAC Unilateral Minimum Advertised Price Policy