



SENT VIA ELECTRONIC MAIL

RE: 5.11 TACTICAL® RESALE POLICIES

Dear 5.11 Tactical Reseller:

Thank you for your interest in 5.11 Tactical products and for acquiring our products from an authorized distributor. In connection with your resale of these products, we wish to remind you of the following policies that we apply to all authorized resellers of 5.11 Tactical products.

First, we permit our authorized resellers to sell 5.11 Tactical products only to end users, i.e., not distribute the products to other resellers or retailers for resale. In addition, our dealers are prohibited from selling 5.11 Tactical products on all websites hosted or operated by third parties such as Amazon, Amazon Marketplace, eBay, Google Shopping, WalMart.com, and similar sites, or through other means of third-party distribution. In connection with permitted manners of resale, you may use our trademarks and copyrighted images, subject to the terms of use then in effect for such intellectual property.

Second, we have had in place for many years a minimum advertised price policy, a current copy of which is enclosed ("MAP Policy"), that has helped us build and support our expanding network of authorized resellers. The MAP Policy states our unilateral policy regarding the advertisement of resale prices by dealers. In view of this policy, we do not supply 5.11 Tactical products to resellers who violate its terms. A copy of our minimum advertised price list can be obtained from an authorized 5.11 Tactical distributor.

Third, it is our policy that we limit the participation in formal bids let by federal, state, county or local governmental agencies only to selected resellers who are subject to our formal Dealer of Record policy and, as a result, we do not supply 5.11 Tactical products to resellers who violate this policy.

In order to continue to support our brand for the benefit of all of our dealers and authorized resellers, we reserve all rights and remedies available to us to enforce these policies, which exist with this purpose. If you have any questions, we ask that you please contact the undersigned at your earliest convenience to discuss this matter in more detail. Thank you again for your interest in and support of our products.

Very truly yours,

Frank Cappelletti
Vice President
Public Safety Division
5.11 Tactical®
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Enclosure: MAP Policy

5.11® DEV CENTER

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5.11® OPS CENTER

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Modesto, CA 95356
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MINIMUM ADVERTISED PRICE POLICY

5.11 Tactical Minimum Advertised Retail Pricing Policy

What is it?

5.11, Inc., doing business as 5.11 Tactical (“5.11”), designs, distributes, and markets high-quality products for tactical customers and government agencies and these products are marketed through a network of approved retailers. Effective May 1, 2002, 5.11 instituted a minimum advertised retail pricing policy (the “MAP Policy”) relating to its line of products.

Significantly, the MAP Policy does not affect a retailer’s actual resale price and it does not require, nor is it intended to discourage retailers from selling products at, above, or below 5.11’s suggested retail price; each retailer is expected to independently determine the price at which it sells 5.11 products. The MAP Policy is simply a unilateral statement that has been adopted by 5.11 with regard to the advertising of the prices for 5.11’s products. From time to time, 5.11 will identify minimum advertised prices (“MAP”) for its products in the Price List provided to retailers. Thereafter, all prices advertised by retailers must be at or above MAP. The MAP Policy applies to advertised prices at physical retail locations, in catalogs and other printed materials, via electronic mail, on broadcast media, and on Internet websites.

With respect to the Internet and websites, all information regarding products prior to the point of sale is considered advertising and subject to the terms of the MAP Policy. For the purpose of the MAP Policy, the “point of sale” is defined as that level or page at which the product can be purchased by placing it in the shopping cart or equivalent. Any pricing information displayed at or after such point is excluded from the provisions of the MAP Policy. Resellers are responsible for ensuring that their advertised prices on Internet search engines are at or above MAP.

In connection with the promotion of store-wide, category-wide, or other general discounts that have the effect of promoting 5.11 products below MAP, 5.11 products must be explicitly excluded.

Close-out, discontinued, and/or blemished products are exempted from the MAP Policy; provided, however, that such products must be clearly identified as such in all advertisements.

What if I Don’t Comply?

The failure of a retailer to adhere to the MAP Policy might result in one or more of the following:

1. the revocation of all product discounts and marketing support for a 30-day period;
2. the revocation of all product discounts and marketing support for a 90-day period; and/or
3. the discontinuation of supply of affected products and/or the discontinuation of retailer’s status as an authorized reseller of 5.11 products.

All determinations will be made unilaterally by 5.11 in its sole discretion. No employee of 5.11 is authorized or permitted to request, demand, or accept any assurances of compliance from any account with regard to the MAP Policy.

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