

## **BioCeuticals United States Resale Policy**

**(Effective: January 1, 2016)**

BioCeuticals branded products (the "Products") are sold exclusively through licensed healthcare professionals and authorized domestic and international distributors (collectively referred to as "Resellers"). BioCeuticals products are sold under the following conditions:

### **Internet Resale**

BioCeuticals has unilaterally adopted an Online Reseller Policy ("Online Policy"), which shall apply to all U.S. internet resellers, who resell BioCeuticals products to end users via the Internet. BioCeuticals is adopting this Online Policy to help preserve its standard for providing licensed healthcare professionals with high quality products, ongoing educational and technical support, and best in class patient value (referred to herein as the "BioCeuticals Archetype"). One aspect of meeting the BioCeuticals Archetype is to sell such products online at or above suggested retail prices. Any advertisements, discounts, coupons, special offers, sales, promotions, etc. must explicitly state "Offer not valid on BioCeuticals products" and products must be displayed with and check-out at or above suggested retail pricing.

This Online Policy does not apply to Resellers who sell BioCeuticals products via a web page that is protected by customer account logins or passwords. For example, private patients being treated by the qualified healthcare practitioner may be given a private patient code to be entered upon checkout to replicate the discount provided to patients in the practitioner's office. This code must be provided on an individual basis to the practitioner's private patients and must not be made available via broadcast email nor be shown publically on the web site. BioCeuticals reserves the right not to sell or supply any products to any Reseller that is affiliated with a web site that violates this Online Policy. Any Reseller reference or inference at all to discounts, price reductions, special call-in pricing, coupons, and price matching policies or any other special promotion or offer on BioCeuticals products will be deemed to be violations of this policy and grounds for immediate suspension of affiliated Reseller's account(s).

Sale of BioCeuticals products through 3<sup>rd</sup> party sites, i.e. Amazon.com, ebay.com, jet.com, etc.) is not authorized or permitted. BioCeuticals reserves the right to not sell or supply any products to any Reseller that is found to be selling BioCeuticals products on third party-facilitated sites.

### **Violations of Policy**

Resellers must be in compliance with this Policy by March 1, 2016. If BioCeuticals determines, to its sole satisfaction, that a Reseller has taken any action that does not preserve the BioCeuticals Archetype, the Reseller will receive seven (7) days advance written notice from BioCeuticals that they are in violation of the Policy and therefore will no longer be able to purchase the products after the end of the seven (7) day notice period. After the notice period, Reseller will be required to immediately cease all use of BioCeuticals associated Trademarks on Reseller's web site or in any other manner on the Internet. Resellers that correct their web site to bring it into compliance with this Policy should promptly notify BioCeuticals. BioCeuticals will then review Reseller's web site to determine whether or not the Reseller has brought his/her site into compliance with this Policy. Upon confirmation from BioCeuticals that the Reseller's site is in compliance with this Policy, the Reseller's account will be reactivated and product purchases and BioCeuticals associated trademark and content use will resume. Reseller acknowledges that upon any subsequent breach of any provision of this Agreement, BioCeuticals may terminate Reseller's account without notice.

**Pharmacy and Retail Store Sales**

BioCeuticals products may not be resold in retail store locations, consumer-direct catalogs, or pharmacies except as stated below. BioCeuticals products may be resold through a pharmacy or retail location staffed by a Qualified Healthcare Professional upon prior approval by BioCeuticals management and under the condition that products are sold under the guidance of a licensed healthcare professional, i.e. Pharmacist, Nutritionist, Naturopath, etc., and space-permitting that products are not displayed on open store shelves but remain behind the counter.

**Direct-to-Patient Sales**

Authorized distributors of BioCeuticals branded products may accept orders from patients who have been provided appropriate guidance on the use of the products by their healthcare provider. The practitioner must provide the patient with an authorization code or password supplied by the distributor. This code can then be used to purchase from the distributor by phone or internet as described herein.

**Miscellaneous**

BioCeuticals may, in its sole discretion, revise or eliminate this Policy at any time. Any failure or delay by BioCeuticals to enforce any provisions of this Policy shall in no way be considered a waiver of such provisions or rights and shall in no way prevent BioCeuticals from enforcing the same at a later date.