



## **Transformation Enzyme Corporation**

### *MSRP Policy*

CONFIDENTIAL

The continued investment of Transformation Enzyme Corporation (TEC) in its Transformation™ product lines and brand image has resulted in increased public awareness and enhanced market position. With respect to all the Transformation™ product lines, TEC has created a strict Minimum Advertised Pricing (MAP) Policy that will be enforced to the fullest.

In order to bolster the strong brand image associated with Transformation™ and its products, and to enhance our market position and ability to introduce new products, we recommend that all retail resellers of Transformation™ products sell at Manufacturer Suggested Retail Prices (MSRP) as published by TEC. Substantial consideration is given to our brand image and overall market position in the adoption of our MSRP for Transformation™ products.

In contrast, we believe an excessive discount on Transformation™ products, whether at the wholesale or retail level, threatens the Transformation™ brand image and overall sales. We believe that excessive discounting discourages our distributors as a whole from investing in the growth of the Transformation™ product line and from providing the best possible service and support to our diverse clients. As a supplier who invests in clinical research, education, and training over high dollar advertising, TEC relies on its distributors to fulfill critical sales and service functions central to customer satisfaction and continued success.

After careful review, TEC has instituted the following Policy:

Although resellers remain free to establish their own resale price, TEC will, without assuming any liability, cancel certain or all orders and will indefinitely refuse to accept certain or all new orders from any reseller immediately following TEC's verification that such reseller has:

1. Advertised any Transformation™ products on Amazon.com, eBay.com, or Google Shopping—these 3rd party sellers are strictly prohibited;

2. Advertised any Transformation™ products at a net sales price below the current MSRP for the product as published by TEC, and/or;
3. Supplied any Transformation™ product, directly or indirectly, to any other reseller which advertises such Transformation™ product at a net sales price below the current MSRP for the product as published by TEC.

A current list of Transformation™ products is set forth on Schedule A of this Policy. TEC reserves the right to add, delete or otherwise amend the list of Transformation™ products subject to Schedule A under this Policy. TEC will publish amendments to Schedule A and the applicable MSRP from time to time, either through mailings, online publication, or other means, which shall then be incorporated into and be subject to this Policy.

**The Effective Date of this Policy is April 1, 2015.**

Except as otherwise set forth herein, this Policy applies to all products supplied by TEC, including professional and consumer products.

This Policy applies to all domestic and international customers of TEC reselling Transformation™ products including all wholesalers, distributors, dealers, or other resellers. Indirect supply includes all downstream supply flowing from a TEC customer.

This Policy applies to all forms of published advertising media including, without limitation, the following:

- Internet websites, web pages, or other advertising on the worldwide web, including Internet auction sites such as eBay and social media venues (i.e., Facebook and Twitter) as well as pricing reflecting in metadata or other code/text searchable online;
- Catalogs, newspapers, magazines, fliers, brochures, mass mailings, coupons, or handouts, and;
- Broadcasting, including television and radio

Coupons, discounts, or other incentives or offerings shall be deemed a violation of this Policy if resulting in an advertisement of any Transformation™ product at a new sales price (or stated value) of less than the current MSRP for the Transformation™ product and the value of the accompanying incentive.

Any non-conforming advertising will be considered a violation of this Policy except promotions or incentives initiated and approved in writing by TEC.

This Policy does not in any way restrict resale prices as to any Transformation™ products. Resellers remain free to establish their own resale prices for all products. Resellers also remain free to advertise a telephone numbers where customers and prospective customers may call the reseller

for pricing information. Resellers may provide quotations for Transformation™ products without restriction as to resale price; provided that the advertising of any such prices complies with this Policy. Resellers remain free to advertise any price via point of purchase displays at physical clinic locations.

Through the Effective Date of this Policy and thereafter, TEC reserves the right in its sole discretion to decline any order, including any order which exceeds customer purchasing patterns, or establish credit for any account. All sales by TEC are at its exclusive discretion and may be continued or discontinued by TEC on an at-will basis.

TEC may at any time modify, suspend, or discontinue this Policy, in whole or in part, including modifying the products, distribution channels, and /or MSRPs covered by this Policy, in its sole discretion.

TEC will not discuss any conditions of acceptance related to this Policy, as it is non-negotiable and will not be altered for any reseller. In addition, TEC neither solicits, nor will it accept, any assurance of compliance with this Policy.

This Policy, its contents, and all of its Schedules and amendments are to be maintained as strictly confidential and not disclosed to third parties. Distributors shall advise their respective dealers of this obligation of confidentiality.

TEC sales personnel have no authority to modify or grant exceptions to this Policy. All questions regarding the interpretation of this Policy must be directed to Suzanne Espinoza at Suzanne@tecenzymes.com or 713-266-2117. All questions and issues regarding interpretation of this Policy shall be resolved by TEC in its sole discretion.

I have read and agree to follow TEC's MAP Policy.

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Schedule A

<b>PROFESSIONAL PROTOCOL™</b>		
<b>Item</b>	<b>Product (size)</b>	<b>MSRP</b>
30161	Adrenal Complex (60)	\$34.50
40024	Carbo-G (90)	\$55.50
40025	Carbo-G (180)	\$99.50
40031	Digest (60)	\$43.50
40033	Digest (90)	\$60.00
40035	Digest (120)	\$74.50
40110	EFA 1200mg (60)	\$32.00
40041	Gastro (60)	\$38.00
40043	Gastro (90)	\$52.50
30251	Immune AV (60)	\$31.50
40123	Joint Health (30)	\$55.26
30191	Liver Support (60)	\$22.50
40061	Lypo (60)	\$42.00
40073	Probiotic (30)	\$20.00
40071	Probiotic (60)	\$36.00
40072	Probiotic (120)	\$64.00
40075	Probiotic 42.5 (30)	\$56.00
40076	Probiotic 42.5 (60)	\$105.50
40081	Protease (60)	\$43.00
40085	Protease (120)	\$78.00
40091	Protease 375K (60)	\$40.00
40095	Protease 375K (120)	\$73.00
40051	Protease IFC (60)	\$39.00
40055	Protease IFC (120)	\$68.00
30211	Thyroid Complex (60)	\$31.50
40078	Transbiotic™ (30)	\$34.50
<b>ZYMES 4 KIDZ™</b>		
70011	Kidz Digest Powder (47 gm)	\$48.00
70023	Kidz Digest Chewable (90 tablets)	\$36.50
70025	Kidz Digest Chewable (180 tablets)	\$64.00

<b>THE GENESIS OF GOOD HEALTH®</b>		
<b>Item</b>	<b>Product (size)</b>	<b>MSRP</b>
10021	BalanceZyme Plus (90)	\$44.00
10031	CalmZyme (100)	\$28.50
10051	DigestZyme (120)	\$36.00
10055	DigestZyme (240)	\$64.00
10057	DigestZyme (360)	\$88.00
10071	GastroZyme (100)	\$31.50
10073	GastroZyme (270)	\$74.00
10081	LypoZyme (60)	\$30.00
10085	LypoZyme (120)	\$50.00
10091	MasterZyme (100)	\$52.00
10101	Plantadophilus (90)	\$32.00
10121	PureZyme (120)	\$46.00
10123	PureZyme (200)	\$69.00
10131	ReleaseZyme (100)	\$31.00
10141	RepairZyme (60)	\$30.00
10145	RepairZyme (120)	\$49.00
10161	Super CellZyme (90)	\$36.00
<b>TRANSCENDENCE™</b>		
80011	ReZEN (90)	\$42.00
<b>PRODUCT PACKAGES</b>		
45555	Healthy Gut Program (TPP)	\$130.00
15555	Healthy Gut Program (Zyme)	\$150.00
45563	Thrive in 63 Phase 1	\$280.00
45565	Thrive in 63 Phase 2	\$260.00
45567	Thrive in 63 Phase 3	\$260.00
45566	Kidz Health Bundle (Children)	\$173.00
45564	Kidz Health Bundle (Toddlers)	\$139.00
45560	Kidz Health Bundle (Infants)	\$75.50
45568	Skin Health Bundle	\$114.30