



VERTIV PARTNER PORTAL

Vertiv Minimum Advertised Price Policy

Dear Vertiv Partners,

This document lists Vertiv Minimum Advertised Price Policy guidelines that are binding on you as a Vertiv Partner (the "Reseller") under your Vertiv Partner Program agreement.

Vertiv and its affiliated businesses believe that the growth and competitiveness of its catalog of products is dependent upon a number of elements. Among these is the need for its premium products to be sold at a price that represents fair value to the consumer. This price also needs to be based on a reasonable markup that enables Vertiv's resellers and distributors to obtain a fair return on the substantial investment they make in promoting and selling Vertiv affiliated products. In order to better compete against existing premium manufacturers of similar products, properly position Vertiv affiliated products in the market and protect Vertiv's reputation for superior technology and quality products, Vertiv has adopted a Minimum Advertised Price Policy (the "Policy") for selected products.

This Policy applies to all forms of advertising including mailings, catalogs, exhibition displays and any and all other forms of advertising media, including, without limitation, the Internet and any other electronic media, internet banner ads, broadcast emails and third-party websites. Any price information relating to Vertiv affiliated products on an Internet website which can be accessed directly through any hypertext link or by any other method which uses the hypertext transfer protocol (*http*) is considered to be advertising for purposes of this Policy. Electronic mail sent in direct response to a customer inquiry is not considered to be advertising.

This Policy only relates to advertised prices and does not apply to the price at which the products are actually sold or offered for sale to an individual customer in person or over the telephone. The Policy and the Price Lists are subject to change at any time by Vertiv. The Price Lists indicate the lowest price at which Vertiv affiliated products should be advertised or promoted (in any form) for sale to the end-use consumer. The Price Lists only serve to disclose the price at which Vertiv affiliated products can be advertised or offered for purchase. In no way does this Policy mandate the price for which Vertiv's products may actually be sold by a reseller or limit in any way what a reseller may charge for a Vertiv affiliated product. This Policy does not set any maximum advertised price for any Vertiv affiliated product. Resellers are free to advertise Vertiv affiliated products for any amount that exceeds that set forth on the Price Lists. Vertiv reserves the right to terminate its relationship with any party whose conduct, in Vertiv's sole discretion, is inconsistent with this unilateral Policy. The inclusion in advertising of free or discounted products (whether manufactured by a Vertiv affiliated business or another manufacturer) with a product covered by the Policy would be contrary to the policy if it has the effect of discounting the advertised price of the covered product below the amount set forth on the Price List.

This Policy is non-negotiable and will not be altered for any reseller or distributor. Vertiv associates are not permitted to discuss any conditions of acceptance related to this Policy or influence pricing policies with resellers or distributors. Vertiv associates have no authority to modify or grant exceptions to this Policy and are instructed to limit their activities with respect to this Policy to distributing a copy of the Policy and providing information regarding the current items covered under this Policy.

The terms of this Policy are confidential and a reseller or distributor shall not disclose the Policy or Price Lists to any other party. All questions regarding this Policy and its enforcement should be referred to appropriate personnel at Vertiv in writing and no action shall be taken without prior consultation with Vertiv's Legal Department. Correspondence can be addressed to the "Global Partner Marketing Director."

The Price Lists can be found in the Sales section of the Partner Portal which can be accessed from <https://vertiv.com/>.