

## DOLBY ADVERTISING POLICY (U.S.A.)

EFFECTIVE APRIL 2016

### OVERVIEW

Dolby's Advertising policy (referred sometimes herein as "DAP Policy" and "Policy") establishes minimum prices that may be advertised by Authorized Resellers (as defined below) for specific Dolby products ("DAP Products").

This Policy applies to any and all advertising of DAP Products by authorized resellers, including without limitation, authorized resellers, authorized conferencing service providers, and all other authorized channel partners (collectively, "Authorized Resellers").

### GENERAL GUIDELINES

1. This Policy applies to advertised prices.
2. DAP Products subject to this Policy are identified at <https://voicepartner.dolby.com/fileManagement/FileGet.cfm?fileID=179> or upon request.
3. Dolby recognizes that Authorized Resellers are free to make their own decisions to advertise any DAP Product at any price they choose, without consulting or advising Dolby.
4. Dolby will make its own decisions regarding the Dolby Authorized Reseller Program, supplemental marketing materials, new product availability, or future promotional, or joint marketing programs
5. This Policy does not apply to the price at which an Authorized Reseller actually sells any DAP Product to an end user customer.
6. Dolby recognizes that Authorized Resellers are free to make their own decisions to sell any authorized DAP Product at any price they choose, without consulting or advising Dolby.
7. To enable conformity with a reseller's pricing convention (e.g., "\$999.99" rather than "\$1,000"), the advertised price of a DAP Product may be up to US\$1.00 below the DAP Policy price for the DAP Product or bundle.
8. Advertisements may include category, percentage or specific dollar amount discounts. If such discounts result in a net price lower than the DAP Policy price for a DAP Product, then such advertisement will be a violation of this Policy. See also Bundling Guidelines, below
9. Dolby has the unilateral right, in its sole discretion, to modify this Policy from time to time, including but not limited to, adjustments in DAP Policy prices and in DAP Products.

### ADVERTISING GUIDELINES

This Policy applies to any and all activities that picture or otherwise describe a DAP Product, including but not limited to, the following forms of advertising:

- Advertising in any and all physical media, including but not limited to newsletters, flyers, posters, faxes, coupons, mailers, inserts, newspapers, magazines, catalogs, public signage;
- Broadcast-based advertising including television and radio ads;
- Internet advertising such as banner, splash page, pop-up and pop-under ads, as well as Internet sites, social media sites, apps, or any other electronic media;
- Electronic mail (e-mail) advertising, including any web pages that link to or from an e-mail;
- Any web site accessible to the public including the reseller's own website, club membership sites, e-tailers, vendors, portals, shopping sites, auction sites, etc. Any "level" of a web site above the "shopping cart" is considered an advertisement per this Policy; and
- Website features such as "click for price," automated "bounce-back" pricing e-mails, pre-formatted e-mail responses, forms, and automatic price display for any items prior to being placed in a customer's shopping cart, and other similar features. See also "Advertisements Not Covered by DAP Policy" below.

## ADDITIONAL ACTIVITIES COVERED BY THIS POLICY

This Policy also applies to any activity which Dolby determines, in its sole discretion, is designed or intended to circumvent the intent of this DAP Policy.

## ADVERTISEMENTS NOT COVERED BY THIS POLICY

The following types of advertising are not covered by this Policy:

- In-store merchandising;
- Requests for Proposal (RFP);
- A web site shopping cart as long as the product was placed by an end customer who clicked or selected
- “Order” or “Add to Cart” or a comparable command;
- Direct mail, e-mail, or web sites that support limited access programs are not covered by this Policy provided that access to the promotions and pricing is restricted by a customer unique identification such as a username/password and is not accessible to the general public;
- Prices negotiated between the reseller and a unique customer;
- On premise or in-store advertising that is not distributed to customers; and
- “Call for price” or “email for price” or other similar functionality specifically with respect to Dolby Products, so long as no price, or the MAP Policy price, is listed.

## AUTHORIZED EXEMPTIONS

- From time to time, Dolby may permit Authorized Resellers to advertise DAP Products at prices lower than the DAP Policy price. In such events, Dolby reserves the right to modify or suspend the DAP Policy price with respect to the DAP Products for a specified period of time by providing advance notice to all Authorized Resellers of such changes.
- From time to time Dolby may offer a direct manufacturer’s rebate to customers. In such events, it shall not be a violation of this DAP Policy to advertise the availability of the manufacturer's rebate, provided that the advertisement includes in the same type size and style:
  - i. a DAP-Policy-compliant price;
  - ii. the rebate amount; and
  - iii. the net price, specifying that this net price is after the manufacturer's rebate.

## BUNDLING GUIDELINES

Bundling may not be used to “camouflage” advertising of DAP Products in violation of the DAP Policy. All bundles must be advertised at or above the DAP Policy price for the applicable DAP Product. If a DAP Product is bundled with a Non-DAP Product, the advertised bundle price must be greater than or equal to the DAP Policy price of the DAP Product. If a DAP Product is bundled with a gift card or similar item with a specific dollar value, the advertised bundle price must be greater than or equal to the DAP Policy price of the DAP Product plus the value of the other item.

## POLICY ENFORCEMENT

- Dolby is solely and unilaterally responsible for enforcing this Policy.
- Dolby's designated Policy Administrator is solely responsible for determining whether a DAP Policy violation has occurred, as well as determining appropriate sanctions.
- Dolby's designated DAP Policy Administrator is the only person authorized by Dolby to communicate DAP Policy updates, changes, or decisions.
- No Dolby representative or agent other than Dolby's designated DAP Policy Administrator is authorized to confirm compliance with, discuss, or amend this Policy.
- Dolby will not communicate with any reseller regarding another reseller’s advertising practices.

- Dolby does not entertain complaints from Authorized Resellers regarding other Authorized Reseller's pricing practices.

If Dolby reasonably believes that an Authorized Reseller has violated, or intends to violate, this Policy, Dolby may do any and all of the following, in its sole discretion:

1. Withhold promotional funds otherwise due such Authorized Reseller in an amount up to the full value of the promotional funds associated with the DAP Product that was advertised in contravention of this Policy.
  - If the Authorized Reseller has already received promotional funds from Dolby in connection with advertising that violates this Policy, Dolby may unilaterally deduct up to an equivalent amount of future promotional funds that would otherwise be due the Authorized Reseller.
2. Suspend and/or cancel any pending orders, restrict future orders, and/or suspend such Authorized Resellers' account.
3. Terminate such Authorized Reseller's ability to purchase products from Dolby under a resale program.

In the event of any violations of this Policy, if requested by Dolby, a management representative from Authorized Reseller shall meet with a management representative of Dolby to review such violation(s) of this Policy and the Authorized Reseller's status as an authorized reseller of Dolby products.

Dolby may monitor the advertised prices of resellers, either directly, or via the use of 3rd party agencies or tools. Authorized Resellers shall cooperate in any Dolby investigations regarding possible DAP Policy violations. Hindering, obstructing, delaying, or otherwise failing to cooperate with a Dolby DAP Policy investigation is a violation of this Policy.

## **CONTACT INFORMATION**

Any questions regarding this Policy should be sent to the Dolby DAP Policy Administrator at [VoicePartner.Support@Dolby.com](mailto:VoicePartner.Support@Dolby.com) or to the following address:

Dolby Laboratories, Inc.  
Attn: Communications Group Sales, VP  
1275 Market Street  
San Francisco, CA 94103

## MAP FREQUENTLY ASKED QUESTIONS

- **How does this Policy affect my actual resale price?**

This Policy does not affect your actual resale price in any way. You are free to charge whatever resale price you want.

- **Can I advertise as having the lowest price?**

Yes. It is not a violation of Dolby's DAP Policy to advertise in general that a reseller has "the lowest prices" or will match or beat its competitors' prices, or to use similar phrases, so long as the reseller does not include any advertised price below the DAP Policy price and otherwise complies with the DAP Policy.

- **Would advertising that states "Call for price" or "Too low to print" or promises to beat any advertised price be a violation of the Policy?**

No.

- **Would advertising that states "See shopping cart for price" violate the Policy**

No.

- **May I appeal Dolby's decision regarding a Policy violation?**

No.

- **What if an employee or media supplier makes a mistake that results in a violation?**

It is the reseller's responsibility to monitor its own advertising. Dolby will not differentiate between intentional and accidental violations when enforcing the Policy.

- **Can I submit my ads in advance to be approved for Policy compliance?**

**No.** Each Authorized Reseller is solely responsible for its ad's compliance with the DAP Policy. Although Dolby may review ads for a variety of reasons, including use of Dolby trademarks, Dolby does not review or approve ads for Policy compliance. Therefore, Dolby's approval of an ad for purposes other than DAP Policy - such as for use of Dolby trademarks - does not mean that the ad complies with the DAP Policy.

- **Does the MAP Policy apply to advertisements for used or refurbished products?**

Dolby does not allow the sale of used or refurbished products.

- **What is the result of MAP Policy violation?**

At its sole discretion, Dolby may withhold any amount up to the full value of the promotional funds associated with the DAP Product that was advertised. If the reseller has already received promotional funds from Dolby in connection with advertising that violates the DAP Policy, Dolby may unilaterally deduct up to an equivalent amount of future promotional funds. Additionally, Dolby reserves the right to cancel any pending orders, restrict future orders, or suspend resellers' account, or to discontinue doing business with any reseller that violates the DAP Policy.