


NORTH AMERICAN RETAILER POLICY
FOR BATTLE FOR VEDROS RANGE

EFFECTIVE: October 3, 2015

ISSUED BY: GAMES WORKSHOP RETAIL INC (hereinafter collectively “GAMES WORKSHOP”)

This North American Retailer Policy for the Battle for Vedros Range (the “**Policy**”) applies to all Retailers (as defined below) located in the United States or Canada, who desire to resell to consumers GAMES WORKSHOP’S Battle for Vedros range of products (“**BV Products**”). For the purposes of this Policy, the term “Retailers” includes: (i) trade accounts supplied directly by GAMES WORKSHOP, with or without the involvement of an independent Sales Agent (“**Trade Accounts**”) and (ii) indirectly-supplied retailers who purchase from an authorized distributor of GAMES WORKSHOP.

This Policy applies **only** to BV Products, and does not apply to any other products manufactured, marketed or sold by GAMES WORKSHOP in North America. All other such products remain subject to the terms of GAMES WORKSHOP’S 2013 North American Retailer Policy.

This Policy reflects the unilateral decision of GAMES WORKSHOP after a careful review designed to assess and pursue the best interests of GAMES WORKSHOP’S business and its brand. In issuing this Policy, GAMES WORKSHOP is not seeking your agreement to the requirements outlined below. The decision to comply with this Policy is left to each individual Retailer. However, GAMES WORKSHOP does reserve the right, pursuant to this Policy, to terminate sales of GAMES WORKSHOP products to any Trade Account who chooses to violate this Policy or any authorized distributor supplying a Retailer that chooses to resell in violation of this Policy.

This Policy shall become effective on October 3, 2015 and may be changed at any time by GAMES WORKSHOP, in the exercise of its sole discretion.

I. General Requirements

All Retailers who seek to carry BV Products must meet the following general requirements:

- United States Retailers must be (i) incorporated, organized and/or licensed to do business in the United States; (ii) have a brick-and-mortar retail presence in the United States; and (iii) must operate their businesses in accordance with all applicable state and federal laws of the United States.
- Canadian Retailers must be (i) incorporated, organized and/or licensed to do business in Canada; (ii) have a brick-and-mortar retail presence in Canada; and (iii) must operate their businesses in accordance with all applicable provincial and federal laws of Canada.
- Retailers are permitted to resell the BV Products to consumers **only**. Retailers are prohibited from reselling the BV Products to other Retailers, distributors or any other non-consumer customers.
- GAMES WORKSHOP does not operate a franchise and Retailers are not franchisees. Retailers are not permitted to represent themselves (directly or indirectly) as a franchise of GAMES WORKSHOP.
- Retailers must comply with the applicable In-Store Retail Requirements set forth Section II below.
- Retailers must comply with the specific Retailer Policies set forth in Section III below.

GAMES WORKSHOP may conduct unannounced, anonymous surveys and/or spot checks to assess compliance with these requirements. GAMES WORKSHOP may refuse to supply BV Products to any Trade Account (or distributor supplying a Retailer) who fails to comply with this Policy.

II. In-Store Retail Requirements

Minimum In-Store Requirements for all Retailers.

To qualify as a Retailer of the BV Products, a Retailer must meet the following Minimum In-Store Requirements:

- United States Retailers must operate at least one brick-and-mortar retail store location in the United States where the BV Products are displayed and sold to consumers.
- Canadian Retailers must operate at least one brick-and-mortar retail store location in Canada where the BV Products are displayed and sold to consumers.
- All brick-and-mortar retail locations must be located in commercial zoned areas.
- Retailers must provide clearly-marked GAMES WORKSHOP shelf-space. The BV Products (along with any other GAMES WORKSHOP products carried by the Retailer) should be segregated in the store and not intermingled with other product brands.
- The BV Products should not be displayed in stores where other products deemed obscene or inappropriate for customers under 18 years of age are displayed or sold.
- The BV Products should never be sold in a location physically unsafe for consumers to visit or shop. GAMES WORKSHOP accepts no liability in association with Retailer store locations.

III. Specific Policies

A. POLICY REGARDING ONLINE SALES AND ADVERTISING OF GAMES WORKSHOP BV PRODUCTS

1. Online Sales Reserved To Games Workshop:

GAMES WORKSHOP does not permit the online retail sale of BV Products by Retailers located in the United States or Canada. Retailers are not permitted to sell BV Products on any website, web-portal, third-party web-portal or other Internet-based platform of any kind. This prohibition includes any form of online shopping cart that would enable a consumer to order or purchase BV Products on-line.

2. Permitted Online Advertising by Retailers

GAMES WORKSHOP does not preclude its Retailers from advertising on the Internet that they carry and sell BV Products, provided, however, that: (1) any such advertising by a Retailer clearly states that BV Products are available for purchase at the Retailer's brick-and-mortar store location; (2) the advertising is consistent with the GAMES WORKSHOP brand image and does not dilute or infringe upon GAMES WORKSHOP'S intellectual property rights; (3) such advertisements use only approved product descriptions, artwork, imagery, insignia, logos and marks supplied by GAMES WORKSHOP and which are found at battleforvedros.com and (4) Retailers comply with any intellectual property license terms as provided by GAMES WORKSHOP from time to time.

B. POLICY REGARDING ORIGINAL PACKAGING AND LABELING

BV Products are only to be resold in their original packaging. Retailers are not permitted to remove BV Products from their original packaging or otherwise break BV Products into components prior to resale.