

Authorized Retailer Policy for Enesco, LLC Specialty Retail and E-Commerce Retailers in the United States

Effective January 1, 2024

Enesco, LLC and its divisions or affiliates ("**Enesco**") has established this Retailer Policy to build the reputation and brand equity of the Covered Brands in the United States. This Authorized Retailer Policy (the "**Retailer Policy**") shall apply to all Enesco's retailers of "Covered Brands" (as defined below) selling in the specialty retail sales channel through e-commerce ("**Retailers**"), including, without limitation, brick and mortar retailers with an active URL that is marketing, advertising or selling Covered Brands or any retailer selling Covered Brands on any third-party internet retail platform or marketplace ("**Third-party Marketplace**").

This policy applies to Retailers of the "**Covered Brands**" owned or licensed, produced and distributed by Enesco as defined below:

- Jim Shore / Enesco products
- Department 56® Core Villages
- Allen Designs® Clocks

In order to purchase or sell any Covered Brands, Retailers must obtain Enesco's prior written approval to be an "**Authorized Covered Brand Retailer**" by meeting with its authorized Enesco sales representative. The Enesco sales representative will assist the Retailer with account setup and serve as the point of contact for ordering any Covered Brands. All advertised sales transactions, including, but not limited to, in-store, telephone, fax, e-mail and internet transactions, made by an Authorized Covered Brand Retailer for the Covered Brands must comply with this Retailer Policy. Retailer may not amend this Retailer Policy.

Each Authorized Covered Brand Retailer is free to establish its own prices for the Covered Brands; provided, however, that such Retailer must advertise and sell the Covered Brands at or above Enesco's keystone price (defined as 2x wholesale list price) for such Covered Brands. Notwithstanding the foregoing, an Authorized Covered Brand Retailer may advertise, offer for sell and sell Covered Brands below the keystone price only under the following two specific circumstances:

1. During seasonal, ordinary course, time-bounded sales events which are standard in the industry and which have been specifically approved in writing by Enesco, provided, that:
 - Retailer may not provide a discount greater than 20% off MSRP of the Covered Brands; and
 - In the event that the discount is offered as part of a site-wide sale, Retailer may not specifically call out the Covered Brands as part of its marketing or advertising of the site-wide sale;

or

2. To sell Covered Brands designated by Enesco as discontinued or retired; provided, however, that Retailer must clearly mark all such products as "discontinued" or "retired" on any advertisement or marketing materials and on any point of sale signage.

In the event an Authorized Covered Brand Retailer breaches this Retailer Policy, Enesco, in its sole and absolute discretion, may exercise its remediation options, including, without limitation, the following:

- (1) Temporarily suspend the Retailer's approval as an Authorized Covered Brand Retailer until such Retailer addresses the breach;
- (2) Eliminate any preferential terms/allowances with respect to Covered Brands for such Retailer; and/or
- (3) Terminate such Retailer as an approved Authorized Covered Brand Retailer.

RETAILERS ARE STRICTLY PROHIBITED FROM LISTING, ADVERTISING, MARKETING, OFFERING FOR SALE OR SELLING (EITHER DIRECTLY OR INDIRECTLY) ANY COVERED BRANDS ON ANY THIRD PARTY MARKETPLACE, WITHOUT FIRST OBTAINING ENESCO'S WRITTEN AUTHORIZATION. Such authorization may be obtained by submitting the 2024 Online Marketplace Approval Application to the assigned Enesco Sales representative. Examples of a "Third-party Marketplace" include, without limitation: Amazon, eBay, Wal-Mart, Michaels, Target, Alibaba, Tik Tok, Facebook, and Etsy. Covered Brands may not be introduced or launched for initial sale on any Third-party Marketplace.

This Retailer Policy shall replace all former or existing policies of Enesco related to the Covered Brands. Retailer questions concerning this Retailer Policy shall be addressed to Enesco at SalesAdministration@enesco.com. Enesco sales representatives are not authorized to engage in discussions with Retailers on any aspect of this policy or any decision made in connection with this policy, and Enesco will not respond to questions or comments from one retailer about the activities of another.

To inquire about becoming an Authorized Covered Brand Dealer, please contact your Enesco sales representative. To find your sales representative, please contact Enesco Customer Service at 1-800-4-ENESCO (1-800-436-3726).



1/1/2024

2024 Online Marketplace Approval Application

Enesco, LLC and its divisions or affiliates ("Enesco") has established a Retailer Policy, effective January 1, 2024, to build the reputation and brand equity of the Covered Brands in the United States. The Authorized Retailer Policy (the "**Retailer Policy**") is attached for your review. All capitalized terms not otherwise defined herein shall have the meaning set forth in the Retailer Policy.

The Retailer identified below ("**Applicant Retailer**") hereby submits this application to become an Authorized Covered Brand Retailer. The only authorized Third-party Marketplace shall be Amazon.com, and shall be subject to the following **online marketplace restrictions** in addition to those restrictions set forth in the Retailer Policy:

- Retailers must receive prior written approval from Enesco to sell Covered Brands on **Amazon.com** to end-user consumers. Enesco's approval of this application shall constitute such written approval for the calendar year in which the approval was provided.
- Retailer may not sell Covered Brands to persons or entities who then intend to resell such Covered Products.
- Retailers may not LIST OR SELL **new launch Covered Brands shipping in 2024**; provided, however, that Retailer is authorized to sell, but shall not list, any Covered Brands launched in 2023 or prior.
- Retailer is authorized to sell only within the United States.

Please submit the following information to your Enesco sales representative for approval as an Authorized Covered Brand Retailer for Amazon.com:

Retailer:	
Retailer Bill to #:	
Retailer email address:	
Amazon seller name:	
Amazon seller link:	
Amazon business address:	

Any updates/changes should be reported to the Enesco sales rep and/or customer service.

Enesco will review submitted information requesting Amazon.com approval and approve or disapprove the application in its sole and absolute discretion. Enesco shall respond to requests via the Retailer email provided above.