



Vendor Agreement



— CONFIDENTIAL INFORMATION —



REBATES:

1.1 Vendor agrees to pay (a) to TSO Corporate, a rebate 1% of Net Dollar Sales of Vendor Product to TSO Members, and (b) 3% on 15% Growth over 2019 Sales, 5% on 20% Growth over 2019 Sales. Rebate will be paid to TSO corporate in February of 2021. Growth sales rebates will be paid on only one growth tier. Example: 20% growth achieves 5% rebate, not 5% plus the additional 3% from the 15% growth tier. The 1% rebate of net sales will be paid regardless of growth.

1.2 Beginning 2021: Vendor agrees to pay (a) to TSO Corporate, a rebate 1% of Net Dollar Sales of Vendor Product to TSO Members, and (b) 3% on 15% Growth over 2020 Sales, 5% on 20% Growth over 2020 Sales. Rebate will be paid to TSO corporate in February of 2022. Growth sales rebates will be paid on only one growth tier. Example: 20% growth achieves 5% rebate, not 5% plus the additional 3% from the 15% growth tier. The 1% rebate of net sales will be paid regardless of growth

1.3 For purposes of this Agreement, "Net Dollar Sales" shall mean gross Vendor Product sales to Members less actual returns of Vendor Product by such Members.

1.4 Payment of Rebates will be made to individual TSO Members on the following conditions:

- 5% Rebate paid on \$5,000 in sales for calendar year
- 7% Rebate paid on \$7500 in sales for calendar year
- 10% Rebate paid on 10,000 in sales for calendar year
- TSO Member must be under 20% return rate to qualify for Rebates.

TSO Member must purchase a one time 36 frame buy in (excluding New globes) to activate discounts, shipping programs and rebates for offices new to A&A. For office that has an account with A&A, would need to order 36 frames at one time. Ex. Office currently have 48 frames. Office can deplete supplies down to 12 frames, then order 36 frames at one. Common ownership offices will be one entity.

1.5 Rebates will be paid to TSO Members in the form of an account credit in January of 2021

In the event that a Member of either TSO or has failed to pay Vendor for Vendor Product beyond a period of ninety (90) days after Vendor has invoiced such Member for the Vendor Product, then Vendor will not have to pay the Rebate for such purchases of Vendor Product by the Member.

DISCOUNTS:

Exhibit A

SHIPPING CHARGES:

Free shipping on 3 or more premium frames or 15 or more New Globes.

TSO Member must purchase a one time 36 frame buy in (excluding New globes) to activate discounts, shipping programs and rebates for offices new to A&A. For office that has an account with A&A, would need to order 36 frames at one time. Ex. Office currently have 48 frames. Office can deplete supplies down to 12 frames, then order 36 frames at one. Common ownership offices will be one entity.

NEW OFFICE PROGRAM:

60% off opening order of 50 or more frames for new offices

PROMPT PAY DISCOUNTS:

1% Prompt Pay discount, credit card accepted National Meeting Requirements Vendor agrees to attend TSO national meeting for the duration of this agreement.



Vendor Agreement



TERM OF CONTRACT

The initial period of this Agreement is one (2) years, beginning on the Effective Date (January 1, 2020).

CONFIDENTIALITY

Each party will maintain in confidence and safeguard all confidential and proprietary information of the other party, including without limitation the terms and conditions of this Agreement, customer and Member lists, cost information, marketing plans and any other business and

EXHIBIT A: TSO and A&A Optical Discount Structure and Shipping Offers

TSO Preferred Pricing

Recurring Discount

Collection	List Price(Avg)	Discount	Doctor's Net Pricing
CREMIEUX	\$ 74.00	20%	\$ 59.20
Rachel Roy	\$ 67.00	20%	\$ 53.60
XXL	\$ 59.95	40%	\$ 35.97
XXL Titanium	\$ 72.95	40%	\$ 43.77
Cruz	\$ 57.95	40%	\$ 34.77
Cruz Titanium	\$ 64.95	40%	\$ 38.97
Seventy One	\$ 57.95	40%	\$ 34.77
Alexander	\$ 54.95	40%	\$ 32.97
Jalapenos	\$ 39.95	40%	\$ 23.97
Pez	\$ 39.95	40%	\$ 23.97
Jimmy Crystal (Avg Best Seller Price)	\$ 95.95	20%	\$ 76.76
Crocs	\$ 54.95	30%	\$ 38.47
Crocs Kids	\$ 44.95	30%	\$ 31.47
New Globe Premium (-P Models)	\$ 44.95	87%	\$ 5.95 Billed at Net Pricing
New Globe Premium (-P Models)	\$ 44.95	82%	\$ 7.95 Billed at Net Pricing

Rebate Program:	Net Sales	Rebate
	\$ 5,000.00	5%
	\$ 7,500.00	7%
	\$ 10,000.00	10%

**Return Percentage must be under 20% to qualify for rebates.*

***ONE TIME, 36 Frame Buy In (Excludes New Globes) must be purchased to activate discounts, shipping programs and rebates for offices new to A&A. For office that has an account with A&A would need to order 36pcs at one time.**

Ex: office currently have 48 pcs. Office can deplete supplies down to 12 pcs, then order 36pcs at one time. Common ownership offices will be one entity.

***Rebates will be paid in January 2021 for the previous year as an account credit. Group Rebates will be paid in form of a check to TSO corporate**

