

BEST MASTERKEY CODE AND MASTERKEY SERVICE POLICY

MAY 2018

I. DISTRIBUTOR MASTERKEY SERVICES

All dormakaba USA Inc. (“dormakaba USA”) Authorized Distributors, Aftermarket Wholesalers, and Locksmiths (“Authorized Distributors”) can create, modify or extend masterkey codes for the benefit of their end user customers (“End Users”) for Best non-patented masterkey systems; provided, however, the services must be performed in line with industry standards. With the express written permission of dormakaba USA, select Authorized Distributors can create, modify or extend masterkey codes for the benefit of End Users for a Best Patented Masterkey System (pursuant to the terms and conditions of Section C below). Authorized Distributor’s failure to comply with the terms of this policy could result in dormakaba USA’s termination of its Distributor Agreement as well as dormakaba USA’s pursuit of any remedies available at law.

A. END USER INFORMATION AND CODE RELEASE

All masterkey codes (both patented and non-patented) previously generated by dormakaba USA are available for distribution to End Users (and/or their designated Authorized Distributor, if applicable) via the End User Web Portal at <http://masterkeycodeportal.bestaccess.com/Login.aspx>. For a hard copy of the End User Information and Code Release Form, please contact your dormakaba USA End User Consultant. End user codes will be distributed solely to those Authorized Distributors (a) identified by the End User on a fully executed End User Information and Code Release Form received by Best, and (b) for the release of Best Patented Masterkey Codes, the Authorized Distributor is authorized by dormakaba USA to receive and process Best Patented Masterkey Codes (as more fully described in Section C below.) No exceptions will be made to this policy.

B. BEST NON-PATENTED MASTERKEY SYSTEM

As of September 4, 2012, dormakaba USA no longer requires a Security Authorization Form to be signed by the End User prior to dormakaba USA and/or its Authorized Distributor accepting core and key orders for non-patented keying systems. All valid End User communications for orders related to non-patented keying systems will be fulfilled at the End User’s liability.

C. BEST PATENTED MASTERKEY SYSTEM

The Best Patented Masterkey System provides a higher level of protection against unauthorized key duplication and crossovers and, in order to maintain the quality of a Best Patented Masterkey System, the following terms and conditions of this policy shall apply to any and all Authorized Distributors with access to Best Patented Masterkey Systems. For the purpose of this policy, “Best Patented Product” shall mean the Best Cormax (including cores and keys), as well as any and all future product dormakaba USA designates as patented product for the purpose of this policy. “Best Patented Masterkey Systems” and “Best Patented Masterkey Codes” shall mean the respective masterkey system or codes of any Best Patented Masterkey Product.

Sale of Best Patented Product: As further described in this Section C, only those Authorized Distributors meeting certain necessary qualifications and standards shall be selected by dormakaba USA to sell Best Patented Product. Selection shall be at the sole discretion of dormakaba USA and shall be evidenced in writing via the Distributor Agreement or its select addendums.

Best Patented Security Authorization Form: It is a responsibility of the Authorized Distributor to ensure that Best Patented Product does not end up in the possession of unauthorized individuals or entities. The Authorized Distributor must ensure that the End User completes a Best Patented Masterkey System Security Authorization Form (the “Security Authorization Form”) as outlined in this Section C. The Security Authorization Form designates those individuals

within the End User's organization that are authorized to place orders with the Authorized Distributor for Best Patented Product. The Security Authorization Form must be completed and signed by the End User.

It is the Authorized Distributor's full responsibility to validate the End User's signature as identified on the Security Authorization Form prior to accepting any orders for Best Patented Product.

In certain circumstances the Authorized Distributor selling the Best Patented Product will not contract directly with the End User. In these circumstances, the Authorized Distributor is required to work with its reseller to ultimately ensure that the End User submits a signed Security Authorization Form to dormakaba USA.

Best shall have the right to audit all Security Authorization Forms maintained by the Authorized Distributors for completeness, accuracy and compliance with this Policy.

Sale of Combined Best Patented Product through Distributor: dormakaba USA may authorize select Authorized Distributor to purchase and resell to an End User Best Patented Product that has been combined by dormakaba USA Personnel. In this instance, a Security Authorization Form must be completed and signed by the End User and provided by the Authorized Distributor to dormakaba USA with each Best Patented Product order.

Stocking and Sale of Best Patented Product: dormakaba USA may authorize select Authorized Distributors to purchase and stock Best Patented Product and have access to Best Patented Masterkey Codes by entering into a Best Patented Masterkey System Distributor Agreement Addendum (the "Authorized Stocking Distributor") As a condition to the Authorized Stocking Distributor's continued access to Best Patented Masterkey Codes, it must comply at all times with the Best Patented Key Systems Security Procedure. In addition, it is the responsibility of the Authorized Stocking Distributor to ensure that they have a completed Security Authorization Form on file for each End User that places an order with the Authorized Stocking Distributor for Best Patented product and that the Authorized Stocking Distributor authenticates the signature of each Best Patented Product order utilizing the Security Authorization Form.

Best Patented Masterkey Code Generation: To assist in reducing the possibility of duplication within a keying system and ensure security, all Best Patented Masterkey Codes must be created, modified and/or extended by Best's masterkey personnel and/or an Authorized Stocking Distributor. The unauthorized duplication or release of Best Patented Masterkey Codes to non-authorized people or organizations, including, but not limited to, unauthorized distributors, wholesalers, private locksmiths, other lock manufacturers, architects, or contractors, is a violation of this policy as well as the infringement of patent rights and other intellectual property rights of dormakaba USA. In addition to any other recourse available under law, the unauthorized release of Best Patented Masterkey Codes by any Authorized Stocking Distributor shall result in immediate termination.

Best Patented Masterkey System Exclusive Keyways: Upon request from an End User to release Best Patented Masterkey Codes previously generated by dormakaba USA that are on an exclusive keyway, dormakaba USA will send a notification to the End User reminding them that their patented codes are on an exclusive keyway. dormakaba USA will provide a copy of this notice to the Authorized Stocking Distributor. To assist in reducing the possibility of duplication within an End User exclusive keying system and ensure security, all exclusive Best Patented Masterkey Codes must be created, modified and/or extended and recorded in dormakaba USA's BESTCode masterkey code management tool.

Should dormakaba USA approve an Authorized Stocking Distributor to establish a Best Patented Masterkey System on an exclusive keyway, the Authorized Stocking Distributor shall be required to sign a Best Patented Masterkey System Exclusive Keyway Addendum. To assist in reducing the possibility of duplication within a Distributor exclusive keying system and ensure security, all exclusive Best Patented Masterkey Codes must be created, modified and/or extended and recorded in dormakaba USA's BESTCode masterkey code management tool.

Copies of Best Patented Masterkey Codes: dormakaba USA shall have a right to a copy of all Best Patented Masterkey Codes that have been originated, modified, extended or otherwise maintained by the Authorized Stocking

Distributor in the dormakaba USA BESTCode system in order for dormakaba USA to be able to provide continued support either directly, or indirectly, to the End User.

II. BEST MASTERKEY SERVICES

A. BEST MASTERKEY SERVICES PROVIDED TO DISTRIBUTOR:

dormakaba USA, upon request and at its sole discretion, may provide select masterkey services to an Authorized Distributor for both non-patented masterkey systems and Best Patented Masterkey Systems. In order for an Authorized Distributor to place an order for the extension of, or modification to, a masterkey system previously created or maintained by dormakaba USA, the End User must have selected that Authorized Distributor as its authorized designee in the End User Information & Code Release Form received by dormakaba USA. Complete keying instructions must be given before a Best order can be properly acknowledged with an estimated delivery date. dormakaba USA reserves the right to charge for the service of a customized masterkey security solution with the purchase of a Best product. A masterkey service charge will be assessed for each order for cylinders or cores for use in non-Best manufactured locks for which Best has an equivalent product. Best Patented Masterkey System products shall not be provided without the associated masterkey services being provided by dormakaba USA. All Masterkey Services provided by dormakaba USA shall be subject to the terms and conditions of the Best Masterkey Service Order Acknowledgment which shall be provided upon acceptance of the order for Masterkey Services.

B. BEST BESTCODE:

dormakaba USA may, in its sole discretion, make available its BESTCode masterkey code management tool to select Authorized Distributors that meet certain training and certification requirements. If offered, BESTCode will be made available for an annual subscription fee as outlined in the Best pricing catalog. All codes made available to Authorized Distributors in the BESTCode system shall be subject to the BESTCode User License Agreement and will be provided in accordance with this Policy. The BESTCode masterkey code management tool is not available for use with Stanley Commercial Hardware products.

III. FORMS

For a copy of the following forms please contact the dormakaba USA End User Consultant.

- End User Information and Code Release Agreement
- Best Patented Masterkey System Distributor Agreement Addendum (Exhibit B)
- Best Patented Masterkey System Security Authorization Form
- Best Patented Key Systems Security Procedure
- Best Patented Masterkey System Exclusive Keyway Addendum
- Best Patented Masterkey System End User Specific Distributor Agreement Addendum (Exhibit D)

dormakaba USA reserves the right to change, modify or update this Policy at any time, in its sole discretion.