

# MOBI Antitrust Policy

## Version 1.2

MOBI and its participants are committed to (1) fostering a competitive market in the development of new products and services and (2) enhancing competition when interacting within the scope of the intended cooperation.

Each party acknowledges the intention to individually compete in this area. The parties agree to encourage and enhance competition, avoiding any violation of any applicable state, federal, or international antitrust laws, regulations, or applicable orders. The parties will adhere to relevant antitrust policies, procedures, and the code of conduct described herein.

### **Policy**

Antitrust laws are designed to protect and promote a competitive, free-market economy. These laws specifically prohibit certain conduct that may result in price-fixing, division of markets, boycotts, and other anti-competitive behavior.

As a general rule, discussions and information shared between Participants are limited to the scope described in the MOBI Participation Agreement.

To avoid even the appearance of conduct that is prohibited by law, the Participants agree not to discuss product pricing, common suppliers, future products, marketing programs, and other potential joint activities, such as market or customer divisions, boycotts, and, of course, price-fixing. Participants will not engage in any informal discussions of these topics with competitors during breaks, social events, or at any other time.

If a Participant is not sure whether a topic would be prohibited, one indication is whether the company considers confidential the information the Participant wishes to share. If there is any question as to whether a topic may legally be discussed, consult your company's counsel before opening the discussion.

The parties shall disclose to each other only the information that is necessary for the scope defined in the Participation Agreement and for which the party has a legitimate interest.

The parties will agree in advance on an agenda for each personal meeting and each conference call between the parties with substantive discussions, which shall start off with a reminder of the Antitrust and Compliance Law requirements.

### **Procedures**

1. Meeting hosts and facilitators are responsible for documenting the purposes of the meeting.
2. Meeting hosts and facilitators are also responsible for making Antitrust guidelines available to all attendees for meetings with substantive discussions where multiple members are present.
3. When and if antitrust concerns arise for any member, they are responsible for immediately notifying the Participants, meeting hosts, and facilitators of their concern. Discussions on the topic are then to cease immediately and to be referred to the executive board for disposition.
4. Minutes shall be kept for all of these occasions.

**Review Statement Template**

The following statement shall be made available or read at all MOBI meetings with substantive discussions and multiple members present.

Federal and state antitrust laws are designed to protect and promote a competitive, free-market economy. These laws specifically prohibit certain conduct that may result in price-fixing, division of markets, boycotts, and other anti-competitive behavior.

As a general rule, discussions and information shared between Participants are limited to this scope.

To avoid even the appearance of conduct that is prohibited by law, the Participants agree not to discuss pricing, common suppliers, future product and marketing program plans, and other potential joint activities, such as market or customer divisions, boycotts, and, of course, price-fixing.

Participants will not engage in any informal discussions of these topics with competitors during breaks, social events, or at any other time.

If a Participant is not sure whether a topic would be prohibited, one indication is whether the company considers confidential the information the Participant wishes to share. If there is any question as to whether a topic may legally be discussed, consult your company's counsel before opening the discussion.



**Antitrust Reference Card**

DO NOT	DO
<p>Do not discuss or exchange information not in conformity with antitrust law, including for example on:</p> <p>Price, including</p> <ul style="list-style-type: none"> <li>• Prices, price changes, price differentials, discounts, allowances, credit terms, etc</li> <li>• Individual company elements that relate to pricing on costs, production, inventories, sales, etc</li> <li>• Rates or rate policies for individual shipments, including basing point systems, zone prices, freight, etc</li> <li>• Other commercially sensitive terms and conditions (costs or marketing plans, product, regional, or customer strategies)</li> </ul> <p>Production, including</p> <ul style="list-style-type: none"> <li>• Plans of individual member companies, concerning the design, production, distribution, or marketing of particular products, including proposed territories or customers</li> <li>• Changes in details of production capacity or inventories, etc</li> </ul> <p>Market procedures, including</p> <ul style="list-style-type: none"> <li>• Company bids on contracts for particular products, company procedures for responding to bid invitations</li> <li>• Approach of customers or suppliers in a way that you would not engage in as competitors</li> <li>• Exercise control over, or attempt to influence, the conduct of the other party</li> <li>• Matters relating to actual or potential individual suppliers or customers that might have the effect of excluding them from any market or influencing the business conduct of firms toward them, etc</li> </ul>	<p>Ensure strict performance in the following areas:</p> <p>Record-keeping</p> <ul style="list-style-type: none"> <li>• Have an agenda for every physical or telephone meeting</li> <li>• Record meeting minutes</li> <li>• Ensure the review of minutes, and other important legal documents</li> </ul> <p>Oversight &amp; Supervision</p> <ul style="list-style-type: none"> <li>• Consult with appropriate legal counsel on all questions which might be related to antitrust law</li> <li>• Limit discussions in meetings to pre-cleared agenda topics</li> <li>• Provide each attendee with a copy of this checklist and have a copy available for reference at all meetings</li> </ul> <p>Vigilance</p> <ul style="list-style-type: none"> <li>• Protest any discussion or meeting activities that appear to violate the checklist; ask for those activities to be stopped so that appropriate legal check can be made by counsel, disassociate yourself from any such discussion or activities and for the attendees, leave any meeting in which they continue (and have it documented in meeting minute)</li> <li>• Report any violations to the Legal Department</li> </ul> <p>Continue to be competitive</p> <ul style="list-style-type: none"> <li>• DO continue to compete vigorously with the other party of the transaction</li> <li>• DO continue to make unilateral decisions in the best interests of your company alone</li> </ul>



