

Antitrust Compliance

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A. SUMMARY

The Corporation and its employees will strictly comply with all applicable antitrust laws (known in some countries as competition laws) wherever the Corporation does business. These laws are designed to promote competition and protect consumers from unfair business arrangements and practices. Violations of antitrust laws can result in severe penalties, including large fines and business restrictions for the Corporation, as well as fines and jail sentences for individual employees. In addition to government suits, private parties can sue, and damage awards can be massive, as can the legal fees incurred to defend the suits even where the Corporation ultimately prevails. Accordingly, every person, no matter what position he or she holds in the Corporation, is responsible for compliance with the applicable antitrust laws.

B. APPLICABILITY

This Policy applies to all employees and activities of the Corporation and all of its subsidiaries, divisions and other business entities controlled by it worldwide.

C. POLICY

The Corporation and its employees will strictly comply with all applicable antitrust laws. Every employee must comply with the Corporation's antitrust policies and procedures, including any business unit specific policies. The Corporation and its business units will periodically conduct antitrust educational programs (including programs offered electronically through the internet) as well as antitrust compliance reviews to ensure that its officers and employees conduct the Corporation's business in a lawful manner. This training is particularly important where employees' duties bring them into contact with competitors or involve pricing, pricing policies, terms of sale or other marketing responsibilities.

Activities outside of the United States may be subject to the antitrust laws of the United States and other countries. Accordingly, those entities doing business outside the United States must be aware of and comply with all applicable antitrust laws, including those of the local jurisdiction, the United States, as well as any other countries that are affected by the business conduct at issue. For region specific antitrust guidance, see the references in **Section E. - REFERENCES**.

The antitrust laws are complex and their application to a business or a transaction depends on a variety of factors. As issues arise, you should review this policy and consult your Legal Department. To prevent even the appearance of improper conduct, however, you must adhere to the following guidelines:



1. *Interactions with Competitors.* Do not agree, discuss or communicate (whether orally, in writing or electronically) with any competitor (defined as any company seeking to win business against the Corporation) or potential competitor concerning:
 - Prices and price related information;
 - Pricing policies or proposed or planned price changes;
 - Discounts, allowances, credits or other terms or conditions of sale;
 - Costs, profits, profit margins, capacity, or capacity utilization;
 - Past or future plans to bid or not to bid on particular business;
 - Ongoing or planned research, development, new product introduction, improvement or marketing approaches;
 - Refusing to deal with any third parties (customers, competitors, or suppliers); and
 - Customer specific information.
2. *Transactions.* Consult the Legal Department before initiating any communication with a competitor regarding joint ventures, mergers, acquisitions, divestitures, teaming arrangements or supply transactions.
3. *Competitive Information.* Our businesses make their own unilateral decisions when offering and selling their products and services and purchasing supplies. Before setting a business' prices and sales terms for a product or service, you may consider the prices and terms of competitors; however, you should only obtain such information through normal market channels such as customers and publicly available market data, not by communicating directly or indirectly with competitors. You also should document the source of any information on competitors' prices or other sensitive competitor information in your files. See the Gathering Competitive Information – [Section E. - REFERENCES](#).
4. *Trade Associations.* Because membership in a trade association typically involves contact with competitors, any trade association membership must be approved in advance by your business unit management and the Legal Department and all participation in a trade association must be conducted in accordance with antitrust guidance that the Corporation provides to all employees, your business unit's trade association policy, and the trade association guidelines issued by the Corporation and contained in Antitrust Guide for Global Employees – [Section E. - REFERENCES](#) .
5. *Agreements with Customers & Suppliers.* Generally, the antitrust laws are less restrictive with regard to agreements with others who are not competitors (e.g. customers, distributors, suppliers, etc.). However, where a business can be viewed as having a significant market position, certain contractual arrangements with customers, distributors or suppliers may be viewed as harming competition.



Such arrangements may include exclusivity or most-favored nation provisions, pricing below cost, bundling multiple products, tying one product or service to another or terminating a customer, distributor or supplier who may also be a potential competitor. Contact the Legal Department and obtain legal approval before entering into any such arrangements.

D. PROCEDURES

If you have any questions regarding antitrust compliance or this policy, contact the Legal Department. For a more specific and detailed discussion of the antitrust laws and the Corporation's policies and procedures related thereto, see the references in **Section E. - REFERENCES** (below).

E. REFERENCES

[Global Antitrust Guide for Employees
Gathering Competitive Information](#)