

DOs & DON'Ts

ANTITRUST CODE OF CONDUCT

INTRODUCTION

This short guide shall raise your awareness of problematic antitrust situations. It shall also inform you about fundamental rules of conduct related to competition and antitrust law. This way, it shall serve to protect you from antitrust violations.

Of course, this guide cannot be exhaustive. It shall give you an overview of the most important basic principles of antitrust law. It aims at enabling you to recognize situations that could result in possible antitrust violations. In such cases, please contact the compliance officers of the RECA Group as early as possible.

CODE OF CONDUCT WITH RESPECT TO ANTITRUST LAW

A. EXCHANGE OF INFORMATION IN CASE OF CONTACT WITH COMPETITORS

Antitrust authorities generally view contact with competitors critically. In this respect, the setting of meeting competitors does not matter: be it at professional networking events or business meetings, private events, in associations or at the local market. Topics related to competition can be addressed everywhere, the same holds true for the exchange of business secrets or agreeing negotiation procedures. If you adhere to the rules defined by the antitrust authorities, you can still be in contact with competitors.

DOs

- ▶ With respect to prices or costs, make independent decisions.
- ▶ Decline offers by competitors who want to provide you with such information.
- ▶ If you cannot participate in a tender alone due to technical or economic reasons, you can apply for a project together with two or more companies ("joint offer" or "joint venture"). This particularly applies to collaborations of companies from different industries that are not competitors.
- ▶ If a competitor offers to provide you with confidential information, in particular regarding prices, price components, markets and customers, decline this offer. If you do not receive this information from competitors but from customers or suppliers, you may use them. In this case, please document the source(s) of information.

Thus, when meeting competitors, only discuss topics that are not competition-relevant such as

- ▶ **general economic issues**, e.g. the general economic situation,
- ▶ **general technical or scientific topics** (no company secrets!),
- ▶ **current or future legislation projects** or legal topics concerning RECA Group and its competitors,
- ▶ industry-wide compliance or security initiatives,
- ▶ **marketing activities concerning the entire industry**,

- **occupational safety and environmental protection issues.**

DON'Ts

- Many people tend to associate the term “antitrust law” or anti-competitive practices with price fixing or other arrangements. However, already the act of exchanging or forwarding competition-relevant information may be illegal. This is in particular the case if undisclosed information or business secrets such as price calculations or the corporate strategy are concerned.
- Therefore, never exchange competition-relevant information or data of RECA Group and the companies of the competitor. Even the mere acceptance of such information may be illegal. Do not forward such information to competitors either.

Thus, do not speak about the following issues to competitors:

- **Prices of any kind**, e.g. purchasing, sales and resale prices, list prices, price components, price calculation, price policy, price changes
- **Terms and conditions**, e.g. terms of purchasing and sales, terms of delivery and payment
- **Sales strategy, distribution areas and marketing plans**, e.g. distribution of customers, suppliers, territories and market, current and future orders
- **Customers**
- **Capacities and rates**, e.g. production rates and volumes, purchasing quantities, shortages of capacities
- **Capital expenditure**
- **Technologies** and research and development programs
- **Quality standards and product innovations**
- **Costs**, e.g. costs for purchasing or of the purchasing department, salaries, raw material costs
- **Purchasing volumes**, in particular undisclosed figures
- **Market shares, sales figures**, in particular undisclosed figures
- **Suppliers**, e.g. supplier lists, current and future orders
- **Other sensitive company information**

IMPORTANT INFORMATION!

Antitrust Policy Law

The companies of the RECA Group form a single group within the meaning of the relevant legal provisions. The legal consequence is that the antitrust prohibitions and restrictions described below do not apply to the relationship between the individual RECA Group companies (= so-called “group privilege”).

Please note that this guide is based on regulations of German and European antitrust law. In individual cases, deviating regulations of other countries may result in other legal assessment. In case of doubt, please contact the legal advisor responsible for your company.

For further information on antitrust law can be found in our guide on “Antitrust law”.

Please ask the responsible Compliance Officer.

Are you confronted with behavior infringing antitrust legislation?

In this case, please talk to your manager or refer to the responsible Compliance Officer.

You can also use the anonymous reporting system of the RECA Group to report behavior violating antitrust law.

CODE OF CONDUCT WITH RESPECT TO ANTITRUST LAW

B. MEETINGS AND EVENTS OF ASSOCIATIONS AND SIMILAR EVENTS

In general, meetings and events of associations pursue legitimate purposes. However, you must pay increased attention to identify prohibited presentations or speeches and behave correctly if necessary.

DOs

- ▶ Only attend meetings of associations and similar events if an agenda was sent out early on.
- ▶ According to antitrust law, the following events are permitted and acceptable:
 - General discussions of current legislation projects
 - General discussions of the industry's opinion on legal or public projects
 - Discussions of possible lobbying activities with an effect on legislative authorities
 - Discussions of results or plans of market analyses or member surveys, which have been done or shall be done respectively, if information is made available to everyone and is sufficiently historic and anonymized
 - To a very limited extent, a retrospective and anonymized exchange of business developments that does not allow for drawing conclusions regarding the individual behavior of companies in competition. Such an exchange must be organized by the corresponding association or an independent third party.
 - Discussions about the business activities of the association
- ▶ If sensitive competition-related topics are discussed in your presence, ask the interlocutors to stop this discussion and make clear that you distance yourself from the content of the conversation.
- ▶ Leave the room if the conversation is not stopped immediately and ask the host to document that you left the conversation.

DON'TS

- ▶ In the scope of a tender, do not agree with competitors ("bid rigging") on
 - submitting an offer,
 - the content of your submitted offer.

- ▶ Do not make any arrangements with competitors on the division of markets by assigning each other certain territories, customers or customer groups ("market sharing" or "customer allocation").

- ▶ During meetings or events of associations or in expert groups, do not agree with competitors on boycotting individual customers of suppliers ("collective boycott").

CONTACTS

If you have any questions or comments regarding this guide, please do not hesitate to contact the Compliance Officer responsible for the respective company, the Group Compliance Officer.

Mag. Astrid Siegel
Group Compliance Officer
astrid.siegel@reca.co.at