

# Antitrust law

## DSI Group Antitrust Law Compliance Policy: **DSI will not accept any breach of antitrust law**

### Communications

Poor use of language can cause regulators and enforcement agencies to think you are in breach of antitrust law even when you are not. Any written communication, including email, constitutes a permanent record and may be read by others. In all communications, you must take care to avoid creating an incorrect impression or suspicion that you are breaching antitrust law.

### do not:

- Use language which could give a misleading impression of improper or unlawful behavior (eg. "destroy after reading").
- Exaggerate when discussing your market shares.
- Refer to competition as a problem to be prevented.
- Use ambiguous language.
- Write anything in an email that you could not later justify to your line manager or an enforcement agency.

### do:

- Use standard forms and contracts whenever you can.
- Seek legal advice for any important document.
- Seek legal advice on all communications with any antitrust authority or enforcement agency.
- Make a file note explaining anything which might be viewed as suspicious (e.g. source of information on a competitor).
- Keep written communication with lawyers in a separate file marked "privileged legal advice".
- Make sure you and those reporting to you are up-to-date with their antitrust training in accordance with the DSI Group Antitrust Policy.

Competition means two or more people or companies acting independently to secure the business of a third party. Antitrust law promotes free markets by preventing restrictions of competition, whether by a single business or between a group of businesses.

The consequences of breaching antitrust law are severe and include heavy fines, civil liability for damages, and damages to reputation. For individuals they can also include disciplinary action including dismissal and prison.

You must be familiar with the basic antitrust rules and able to identify situations where antitrust law issues could arise. If in doubt, seek advice from your manager or a member of the DSI legal function without delay.

You should report anti-competitive conduct in your workplace to line or HR management, a member of the legal function, or through the Speak Up, confidential telephone or web based reporting service.



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|   | prohibited  | seek legal advice   | permitted   |
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| <p><b>Competitors</b></p> <p>Be very careful in contact with competitors. If in doubt, take legal advice. Refuse, report and document any approach from a competitor which gives grounds for concern. Leave any trade association meeting immediately if prohibited matters are discussed and insist that your departure is minuted. Inform the Legal Department of the incident without delay.</p> | <p><b>You must not:</b></p> <ul style="list-style-type: none"> <li>Agree not to compete.</li> <li>Fix prices.</li> <li>Limit, control or share markets.</li> <li>Agree to limit production or supply.</li> <li>Agree not to supply certain customers.</li> <li>Agree to rig bids/offers.</li> <li>Fix any other commercial terms and conditions.</li> <li>Discuss any aspect of pricing-discounts, margins, rebates, credit terms, customer quotes.</li> <li>Exchange commercially sensitive information other than through a legally approved scheme.</li> <li>Reach any "understanding" in relation to any of the above.</li> <li>Meet with more than one competitor except for lawful purpose within a legitimate approved trade association.</li> </ul> | <p><b>Seek legal advice before you:</b></p> <ul style="list-style-type: none"> <li>Participate in or provide information to a trade association.</li> <li>Accept invitations outside normal business contact.</li> <li>Enter into any significant purchase or supply agreements.</li> <li>Enter into any distribution or licensing agreement.</li> <li>Enter into joint ventures (production, marketing, R&amp;D).</li> <li>Participate in any form of information exchange, benchmarking or standard setting.</li> </ul>   | <p><b>You can:</b></p> <ul style="list-style-type: none"> <li>Compete strongly.</li> <li>Discuss general industry-wide matters provided that no commercially or company-sensitive information is disclosed.</li> <li>Research your competitors through public sources and information volunteered to you (but make a note of the source).</li> </ul>  |
| <p><b>Customers and/or Suppliers</b></p>   | <p><b>You must not:</b></p> <ul style="list-style-type: none"> <li>Fix the price at or above which your customers can re-sell.</li> <li>Prevent distributors from accepting orders from outside their territory/customer group.</li> <li>Impose export bans.</li> </ul>   | <p><b>Seek legal advice before you:</b></p> <ul style="list-style-type: none"> <li>Enter into an exclusive supply or purchase agreement.</li> <li>Enter into a product swap agreement.</li> <li>Make any public announcement about prices or costs.</li> <li>Link the supply of one product to the supply of a different product.</li> <li>Agree "meet or release" clauses with customers.</li> <li>Require customers to take a minimum quantity or percentage of their requirements from you.</li> <li>Enter into an agreement with a term longer than 5 years.</li> <li>Prevent customers from stocking competitive products.</li> <li>Refuse to supply a customer, terminate an agreement or offer non-volume-based discounts or rebates.</li> </ul> | <p><b>You can:</b></p> <ul style="list-style-type: none"> <li>Actively promote your products.</li> <li>Treat all customers and suppliers even-handedly.</li> <li>Recommend, but not impose, a resale price.</li> <li>Require customers to sell a product under the appropriate trademark and apply appropriate quality standards.</li> <li>Restrict distributors from selling actively outside their contractual territory/customer group.</li> </ul> |