

**Section Name:** CORPORATE POLICIES – LAW  
**Section No:** 7  
**Policy No:** 7.9

**Date:** 04/12  
**Supersedes:** 10/97

**Subject** ANTITRUST AND COMPETITION LAW COMPLIANCE

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The purpose of antitrust and competition laws is to encourage private enterprise by promoting vigorous, free and open competition in the marketplace. The Company shall aggressively pursue business opportunities within the letter and the spirit of all applicable antitrust and competition laws worldwide.

Unit managers are responsible for understanding the antitrust and competition laws as they apply to their operations, and for ensuring unit compliance with these laws, in order to:

- Avoid protracted litigation, extraordinary legal fees and loss of key executive time;
- Reduce exposure to onerous judgments or settlements;
- Minimize risk of personal civil and/or criminal liability;
- Recognize and respond to anticompetitive practices of others that are or may be harmful to the Company; and
- Avoid loss of business opportunities through misunderstanding of antitrust principles.

The Company has developed an Antitrust Compliance Program to assure compliance with this policy. Unit managers shall be responsible for carrying out the elements of this program as described below.

#### **PROCEDURE**

1. Unit managers should be familiar with the Company's "Guide to Antitrust Compliance" booklet, available from the Law Department.
2. Unit managers shall ensure that their employees have a basic understanding of antitrust and competition laws applicable to their duties, that all unit operations are conducted in accordance with the antitrust laws and that, as a minimum, unit employees adhere to the following guidelines:
  - a. Employees shall not discuss with competitors, nor attend meetings with competitors at which, anyone discusses or mentions, any of the following:
    - Prices, price levels, discounts, rebates, or other components of price;
    - Terms and conditions of sale;
    - Allocation of customers or territories; or
    - Any other subject affecting competition.
  - b. Employees shall not discuss with third parties (individuals outside the company), nor attend meetings with such third parties (outsiders) at which anyone discusses or mentions, boycotts or refusal to deal with any supplier or customer.
  - c. Employees shall not, except with prior Law Department approval, discuss with any customer or supplier any action, including pricing, that the Company or the supplier or the customer might take with respect to third parties.

- d. Employees shall communicate precisely, document transactions accurately, and avoid mischaracterization of competitive behavior which may later reflect adversely on Company actions.
3. All employees are responsible for seeking counsel from the Law Department concerning any matter on which an antitrust issue is or may be present.
4. Unit managers shall schedule, with the Law Department, periodic meetings with operating personnel to assure their awareness of the antitrust laws and their need to comply with them.

**Updates:**

Law Department

**References:**

Corporate Principle:

1.1, Legal and Ethical Conduct

Corporate Policies:

7.11, International Boycotts

7.12, Conflict of Interest

**Attachment:**

[U.S. Guide to Antitrust Compliance – 2007](#)

[EU Guide to Antitrust Compliance – 2007](#)

**Related Topics**

Section Name	Policy No	Subject
CORPORATE POLICIES – LAW	7.11	International Boycotts
CORPORATE POLICIES – LAW	7.12	Conflict of Interest
CORPORATE PRINCIPLES	1.1	Legal and Ethical Conduct