

Antitrust Compliance Policy and Checklist



As approved on February 13, 2020

ARTICLE I

PURPOSE AND SCOPE

The following summary and checklist outline several basic antitrust principles that the members, directors and staff of the Autonomous Vehicle Computing Consortium (the “Consortium”) should bear in mind in connection with Consortium-sponsored meetings, activities and social gatherings. This Checklist is not intended as a complete list of antitrust guidelines, and the Consortium strongly encourages you to periodically review the Consortium’s Antitrust Compliance Memorandum. Additionally, we strongly encourage you to forward all specific questions relating to antitrust compliance not addressed in the Antitrust Compliance Policy to the legal counsel who has responsibility for and expertise in considering the antitrust implications of your business activities.

ARTICLE II

APPLICABILITY

Meetings and other activities of the Consortium necessarily involve participation by industry competitors, and it is the express policy of the Consortium to require that all of its activities be conducted strictly in accordance with applicable antitrust laws. It is therefore extremely important that Consortium members and any non-members that may be invited to participate in Consortium activities be aware of and not participate in any activities that are prohibited under applicable US state, federal or foreign antitrust laws.

ARTICLE III

CONDUCT CHECKLIST

The following is a non-exclusive conduct checklist to assist in compliance with this Policy:

1. Always conduct relations with competitors as if they were in the public view and avoid even the appearance of impropriety.
2. Do not meet actual or potential competitors in connection with the Consortium matters outside a Consortium sanctioned activity, and never without the responsible working group chair, a staff member or counsel present.
3. Do not discuss (even in jest), exchange information regarding or agree upon (even verbally, informally or impliedly) any of the following, with any actual or potential competitor, while at any Consortium meeting, Consortium social gathering incident, or otherwise:
 - a. Individual company or industry pricing information or policies, including without limitation, actual or anticipated prices, price changes, price differentials, price formulas, mark-ups, discounts, warranties, allowances, credit terms, costs, sales, profits, margins, or the like.
 - b. Individual company market shares for any product or for all products.
 - c. Individual company bids or intentions to bid for particular products, procedures for responding to bid invitations or specific contractual arrangements.
 - d. Individual company current or projected costs of product procurement, development or manufacture.
 - e. Individual company product design, characteristics, production, capacity, supply or distribution.
 - f. Individual company marketing plans, strategies and market division, including without limitation, plans regarding geographic territories, demographic groups, individual customers to be targeted or ignored, or planned introduction dates of particular products, technologies, or services.
 - g. Changes in industry production, capacity or inventories.
 - h. Decreasing or eliminating competition by any means, including without limitation, engaging in boycotts, “cornering” the market, excluding any person or entity from a given market or from competition, influencing the business conduct of other firms toward any third person or entity (including actual and potential suppliers, resellers or customers), or encouraging or forcing others to modify business relationship with third parties.
4. Consider providing your counsel with a copy of all materials that you plan to distribute before the meeting takes place for review. If requested, provide such materials to the Consortium for review by its legal counsel.
5. If you are part of a meeting or discussion that appears to run afoul of these principles, point that fact out to those in attendance and ask that the topic be changed. If this does

not happen, immediately bring the situation to the attention of the working group chair or any Consortium staff person that may be present.

6. If you are in charge of a Consortium meeting, bring a copy of this checklist with and, if necessary, distribute it to all those in attendance and ask that they review it.
7. Promptly prepare and distribute meeting minutes following each meeting. If any situation developed during the meeting that you feel ran afoul of these principles, send the minutes to the Consortium staff for legal counsel to review before they are distributed to others for comment.

ARTICLE IV

AMENDMENTS

Except where such power is expressly limited by law or by the Bylaws as to any specific action, this Antitrust Compliance Policy and Checklist may be altered, amended or repealed, and a new Antitrust Compliance Policy and Checklist may be adopted, in each case by an affirmative Super Majority vote (as defined in the Bylaws Section 4.10) of the Board of Directors, provided, however, that notice of such alteration, amendment, repeal or adoption of a new Antitrust Compliance Policy and Checklist shall be contained in the notice of such meeting.

Register of Amendments to the Antitrust Compliance Policy

Sections Affected	Change