



FiT Guideline for Antitrust Compliance in Association Work

Code of Conduct for Compliance with Laws, Anti-Trust Regulations and Voluntary Rules of Conduct for Fachverband industrielle Teilereinigung e.V. (FiT), its Bodies and Committees

(As per: 28.2.2020; adopted by the FiT General Assembly on 11 March 2020 in Ulm)

Only the German version of this text shall be legally binding, the English translation serves information purposes only

Preamble

[Pursuant to Sec. 11 of the FiT Statutes, the Executive Board may, for certain cross-association tasks and] Fachverband industrielle Bauteilreinigung e.V. (FiT) represents suppliers and users as well as consulting, planning, engineering and service companies and scientific institutes in this industrial sector and perceives itself as an interest group for the promotion and continued development of economic, technical and scientific interests. It acts as the point of contact for its members and, by pooling information, opinions and knowledge, creates the network of experts in the field of industrial component cleaning.

This Guideline aims to provide information on the material regulations of German and European anti-trust law in regard to association work.

The Guideline is intended for all FiT members as well as the honorary directors and the technical committee and working group leaders. Its purpose is to provide certainty and orientation in the association's work.

Observance of and compliance with these rules is mandatory in FiT association work, which is ultimately intended to protect the association and its members.

This Guideline cannot address all matters of relevance to antitrust law. But it does attempt to establish the most important standards and principles.

The Executive Board of FiT is available to answer any questions.

I) General rules

a) Terms

Where this Guideline uses the term "meetings", it refers to all general assemblies, board meetings, technical committee meetings, working group meetings and other meetings that the Fachverband industrielle Bauteilreinigung e.V. organises and to which it officially invites attendance.

b) Permissible, prohibited and critical topics

From an antitrust perspective, there is always a risk at hand that a gathering of competitors at association meetings will result in conduct that restricts competition. In order to prevent even an impression of conduct that might restrict competition, it is essential to review judiciously which issues may be discussed at an association meeting. Notwithstanding, information acquired from the association's work represents an important reason for membership and in many cases will improve efficiency as specifically intended under antitrust law.

The following therefore defines two categories for association meetings:

Permissible topics at an association meeting:

IMPORTANT: Discussions and the exchange of information on permitted topics are only allowed in general and abstract terms. Specific information pertaining to a company that is sensitive under antitrust law must neither be shared nor discussed in this context.

As a rule, FiT members may exchange information about the following topics within the framework of association meetings/assemblies:

- general economic issues (e.g. general economic developments, new trade concentrations, market entries and exits);
- presentation of scientific work;
- current legislative projects/legal topics (e.g. administrative practice among government agencies and relevant court rulings etc.);

- publicly accessible or published figures, data, facts;
- general socio-political issues as well as joint lobbying activities to influence legislation or administrative practice (e.g. energy policy);
- preparation of an industry overview;
- benchmarking activities.

Prohibited topics at an association meeting:

As a rule, companies are not allowed to exchange information in the context of association meetings on topics that violate antitrust law and hidden competition and that involve internal company information or data.

Association meetings

c) Invitation to association meetings

The persons responsible in each case shall invite eligible parties to attend meetings in due time and in the proper form. A meaningful agenda shall be sent to the participants in good time prior to the meeting. Measures must be taken to ensure that the agenda and other meeting documents are worded completely and without ambiguity and do not contain any topics that are questionable under cartel law or might be misunderstood in this respect.

d) On the day of/during the meeting

At the beginning of each meeting, the chairperson will draw the attention of participants to the key points of this Guideline and the requirement for all participants to act in compliance with antitrust law. The chairperson will then be available to answer any questions (Refer to the handout in the annex: FiT Compliance: Antitrust Notice).

Participants must agree on the agenda of the current meeting. Deviations from this agenda are only permitted after approval of any motions for amendment.

Participants will then approve the minutes of the most recent meeting, including the completion memos. Changes to the minutes of the most recent meeting are recorded in the minutes for the current meeting.

Each participant in the meeting is responsible for ensuring that no documents, records or data are brought into the meeting that contain information that violates antitrust law. Each participant in the meeting must ensure that no information that violates antitrust law is disclosed during or on the occasion of a meeting (refer to the topics listed under I. General rules).

The chairperson ensures that no inadmissible resolutions, agreements, discussions or spontaneous statements on topics that are relevant under cartel law are made during the association meeting. The chairperson must immediately call to order any participants in the meeting that do not behave in compliance with antitrust law. The chairperson or the participants in the meeting may terminate a discussion or even the entire meeting if concerns are voiced concerning its lawfulness. Any such actions must be noted in the minutes. Participants may also be instructed to leave the meeting in the event that a discussion is continued that is questionable under antitrust law. This must also be noted in the minutes, stating the name(s) and time(s).

e) Minutes

Minutes are kept of the meetings that shall state in particular the participants in the meeting, the material contents of the meeting and any resolutions that are adopted. Annexes/appendixes are documented in the minutes and are deemed integral parts of the minutes. Each participant in the meeting shall pay attention that the minutes accurately and completely reflect the points of discussion and their outcomes. The chairperson and secretary must be notified if individual wordings appear questionable under antitrust law. The Executive Board of FiT must be notified if these misgivings are not remedied.

II) Additional provisions

a) Association information and recommendations

Association information and recommendations that refer only to the communication of facts and leave members to draw their own conclusions are not critical under antitrust law.

b) Position papers and press releases

FiT ensures that its position papers and press releases do not contain any wordings that intentionally or unintentionally suggests collusion, harmonised conduct or similar recommendations from FiT. Permissible wordings are:

- objective description of the market situation and trends
- presentation of alternative responses without expressing preference for a particular response.

c) Voluntary undertakings

Voluntary undertakings are commitments by companies to behave in a certain way.

FiT is entitled to draft voluntary undertaking statements in certain areas, insofar as:

- they are conducive to the achievement of a legitimate objective (e.g. in environmental protection);
- they are expected to contribute to economic or technical progress (e.g. consumer or health protection);
- consumers/customers will receive a substantial share in the anticipated benefits;
- the voluntary undertaking is the most efficient way to achieve the objective from an economic perspective;
- the agreement is open to third parties;
- the autonomy of participants is not unduly restricted;
- market access is not impeded for potential competitors;
- no appreciable restriction of competition is induced by concerted actions.

d) Trade fairs

FiT is entitled to promote a particular trade fair as a leading trade fair or to support a trade fair company in maintaining or establishing the position of the preferred trade fair as a leading trade fair. FiT must not enter into any exclusive promotional undertakings. This support must not openly or covertly call for a boycott against comparable competing trade fairs. FiT shall also refrain from any targeted or non-objective criticism of competing fairs in its publications. It must also be ensured that no agreements or recommendations are made for member companies in association meetings. However, it is permissible to gauge satisfaction with a particular trade fair concept during meetings.

e) Admission and rejection of new members

As a rule, FiT has discretionary powers to decide on the admission of members. But it shall do so without discrimination. The requirements for admission of members are clearly set out in the Statutes. The Executive Board of FiT shall only refuse admission for materially justified reasons. Reasons for refusing admission include if doing so would harm the reputation of FiT, produce considerable discord within FiT or its bodies or if admission would result in the resignation of many members of FiT.