

Guidelines for Compliance with the Global Antitrust Laws

Many jurisdictions around the world, in particular the European Union and its Member States and the USA, have legal rules in force that prohibit anticompetitive conduct. Violations of antitrust laws may have severe consequences, for Kalle GmbH and its subsidiaries (the “**Company**”) as well as for the individuals involved, including very high fines, potential criminal penalties, and private damage claims.

It is of the highest priority for the Company that all employees of the Company are familiar and fully comply with the present Guidelines for Compliance with the Global Antitrust Laws (the “**Guidelines**”) in their daily business conduct, and in particular when preparing for and meeting with competitors, participating in trade/industry associations, or in discussions with customers or suppliers.

Please discuss any questions and concerns relating to the subject matter of these Guidelines or any conduct that may potentially violate the principles set out in those guidelines with your line manager. In addition, you can also contact the legal department.

1. When meeting with competitor(s) of the Company

- Prepare an agenda and a protocol for every meeting: Meetings with competitors must have clearly defined, legally permissible topics. You should define those topics with the participant(s) of the meeting in advance and in an agenda. Avoid any open-ended or vague items, such as “state of the market”, “raw materials pricing”, or “demand”. After the meeting, set up a protocol that summarizes the main content of the meeting/ the discussions.
- **Do not discuss competitively sensitive information: Do not discuss with competitors prices, margins, rebates, market conditions, specific customers conditions, bids, terms of trade, production costs, marketing plans/strategies, plans to expand or reduce production capacity, competitors, competition, or any competitive sensitive information with respect to any product in which you compete – regardless of the geography. Also, avoid discussion about supply or demand trends, even if the information is publicly available.**
- Do not tolerate anticompetitive behavior: Immediately end any contact or meeting, if a competitor tries to discuss any of the above-mentioned topics. As a first step, make it clear that it is illegal to discuss these topics and that you may be forced to end the meeting. In case your competitor continues to discuss anticompetitive topics, you have to end the discussions and the meeting altogether. Prepare a protocol and report to your line manager on the content of the meeting.
- Notwithstanding the above-stated limitations, you can negotiate and conclude commercial agreements with a competitor, e.g., regarding toll manufacturing, supply and sourcing, IP licensing, joint R&D efforts, M&A opportunities. But make sure to carefully vet these discussions and agreements from an antitrust point of view in advance of any meeting or implementation.

2. When participating in activities of trade/industry association(s) of which the Company is a member

- Keep an agenda and a protocol. Only participate in a meeting if an agenda is available that lists the relevant items for discussion. Make sure there is a protocol that includes a list of participants and summarizes the main content of such discussions.

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- You can engage, for example, in technical standard-setting, lobbying initiatives and joint petitions to authorities. Associations may also produce market statistics. However, make sure that any data or statistics that are shared contain only properly aggregated information. If in doubt, request an antitrust review prior to the start of the activities.
- Do not discuss any specific company data and competitively sensitive information (see above, under 1., second bullet point). Do not offer your views of how the market will evolve generally or what the price trend should be in your opinion.
- In case the discussion turns to competitively sensitive information (see above, under 1., second bullet point), request explicitly to end these discussions and make sure that your request is documented in the protocol. Be prepared to leave the room and do leave the room, if the discussion continues to contain competitively sensitive information. Make sure that your decision to leave the room is documented in the protocol. Discuss with your line manager immediately after and consider next steps, including whether the legal department should be briefed.

3. When meeting with customers of the Company

- Do not discuss the resale price set by your customers for their products with your customers. Avoid any suggestion that the customer should change their price in one way or the other. Recommended resale prices are still permissible. However, avoid any contact/discussion in this respect that goes beyond what is necessary to communicate the resale price recommendations.
- You can, however, discuss your commercial strategy, pricing, offerings with customers of the Company.
- Customers can disclose offers by competitors of the Company to you, but do not force them to do so. Avoid even the appearance of organizing a cartel via information disclosed to you by your customers. Such concerns may arise in particular where such disclosure becomes frequent and systematic.

4. When meeting with suppliers of the Company

- You can discuss the specification and quality of products sourced, the pricing of the supplier, your margins, cost and other parameters with the supplier.
- Suppliers can disclose information about their other customers to you (unless bound by confidentiality obligations), but do not force them to do so. Avoid even the appearance of organizing a cartel via your suppliers. Such concerns may arise in particular where disclosures about conditions granted to competitors become frequent and systematic.

5. When creating documents, emails or other records

- Do not use any language that may be misinterpreted to suggest that you or the Company condones or is involved in any anticompetitive behavior. Also avoid language that overstates the market position or the competitive strength of the Company. Be aware that any document or email may become subject to review by antitrust authorities.