

Antitrust & Competition Policy

FOREWORD – STATEMENT OF POLICY

The purpose of the OPC Federation (the “**Association**”) is to develop, maintain and promote the adoption of open interoperability standards to be used worldwide for secure, reliable and platform independent information exchange across diverse industrial automation and control systems, thereby supporting global digital transformation, improving efficiency, safety and security, and fostering a collaborative ecosystem of relevant stakeholders (technology providers, end user, academia, etc.) committed to advancing these open standards for industrial interoperability, as set out in article 5.1 of the Association’s articles of association.

As a professional development association, the Association is subject to antitrust and competition law related legislation in various jurisdictions, including the United States (at both federal and state level), the European Union and its member states. The Association therefore recognizes the need to be constantly vigilant and to comply in all respects with the antitrust and competition laws (“**Competition Law**”).

In furtherance thereof the Association hereby endorses the principles contained in this policy (the “**Policy**”) for its members and staff.

The purpose of Competition Law is to preserve a competitive economy in which free enterprise can flourish. The Association insists upon full compliance with all legal requirements in the antitrust field not only to stay within the bounds of the law, but also because the Association believes that the preservation of a free competitive economy is essential to the welfare of the Association, the profession/industries it represents, and the consumers that these industries serve.

This Policy contains policy, measures and operating procedures and is intended to serve as basic guidelines for members and staff of the Association to always remain in compliance with Competition Law. The Association unequivocally supports the policy of competition served by the antitrust and competition laws and reaffirms its uncompromising intent to comply strictly in all respects with those laws.

To assist the members, directors, officers, and staff in recognizing situations which may give rise to possible anticompetitive practices, the Association shall furnish to each of such persons a copy of this Policy. The Association may engage external legal counsel when questions arise as

to the application of the Competition Law in the context of the Association, its members and/or affiliated entities.

Matters of mutual interest to the members of the Association freely discussed are necessary for the successful operation of the Association. It is important, however, to recognize and to observe the legal limitations imposed by Competition Law on these discussions. Broad areas of conduct that are considered as restraint of trade and illegal, are set forth in the Competition Law . It is important to keep in mind that all communications and discussions between competitors or between seller and customers or their intermediaries, which might be considered as strategic or commercially sensitive, may potentially qualify as competition law violations. The following is a guide to the Association and to its members in determining the areas covered by the antitrust law and the compliance therewith.

Certain elements of this Policy are also reflected in the Association's Articles of Association in order to ensure that the Association's functioning is in compliance with Competition Law.

MEMBERSHIP

- (1) Any natural person, legal entity or other organisation without legal personality meeting the requirements of membership as set forth in the Articles of Association shall be admitted to membership in the Association on a non-discriminatory basis.
- (2) No member of the Association shall have authority to represent that such member is communicating on behalf of and as an official representative of the Association without prior approval of the Association.
- (3) Participation in any and all Association activities by a member is wholly voluntary. The Association shall conduct all statistical functions on a voluntary basis and all data collected from individual members shall be treated confidentially and reported back to them in composite form unless written authorization for its release is obtained and only insofar as allowed by Competition Law. Such data shall be released if legally required.

- (4) No member shall be expelled from membership except in the cases and in such manner as are established in the Articles of Association to ensure that such expulsion is fair, objective, reasonable and non-discriminatory.

MEETINGS

- (1) All Association meetings shall be scheduled in accordance with the Association's policies and guidelines.
- (2) In conducting a meeting, the chair thereof shall prepare, circulate and follow a formal agenda.
- (3) Minutes of each meeting shall be kept by a designated party who shall accurately portray the content discussed as well as actions and/or decisions taken at the meeting. Minutes of all meetings shall be submitted to the group for approval at its next meeting.
- (4) In informal or social discussions at the site of an Association meeting all members and staff are expected to observe the same standards of personal conduct required of the Association in its compliance with this Policy.
- (5) All members shall in particular be vigilant not to exchange, whether formally or informally, any inappropriate strategic or commercially sensitive information.
- (6) No Association employee or contracted staff, can be forced to share information that may be commercially sensitive with members.

COMMUNICATION

- (1) Association activities or communications shall include discussion or action on matters of general interest to the industry.
- (2) Without first consulting with legal counsel, no Association activity or communication shall include discussion or action, for any purposes or in any fashion, of prices or pricing methods, customers, individual costs, market shares, investment plans, production quotas or other limitations on production or of sales.

- (3) No Association activity or communication shall include discussion or action which might be construed as an attempt to prevent any person or entity from gaining access to any market or to any customer for goods or services, or to prevent or boycott any business entity from obtaining a supply of goods or otherwise purchasing goods or services freely in the market.
- (4) No Association activity or communication shall include discussion or action which might be construed as an agreement or understanding to refrain from purchasing materials, equipment, services or other supplies from any supplier or to refrain from selling materials, equipment, services or other supplies to any customer.
- (5) No Association activity or communication shall include discussion or action, which would tend to restrict competition in any manner between members or within the industry generally.
- (6) All directors, officers, committee members, member representatives and Association staff who participate in Association activities shall complete Association-approved antitrust compliance training at least once every two years (biennially). The Association will make such training available and will maintain records of completion.

GENERAL OPERATING PROCEDURES

- (1) Where appropriate, speakers at Association functions and authors of Association materials shall be informed of the need to comply with Association antitrust guidelines in the preparation and presentation of matters to the membership.
- (2) At least annually a copy of this Policy will be circulated to the directors of the Association. This Policy will also be presented to the members of the Association at the beginning of each annual meeting of the General Assembly .
- (3) Association legal counsel shall make as-needed reports, at appropriate Association meetings and in periodic Association communications, of current antitrust law developments.

- (4) In making this Policy available to its members, the Association intends it to serve as a practical aid to members and staff in dealing with the antitrust laws which have particular application to Association activities. The guide is by no means an attempt to provide a detailed analysis of the antitrust laws or as a substitute for individual legal advice in handling specific matters.