Global mobile Suppliers Association
ANTI-TRUST COMPLIANCE POLICY

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Introduction

Not every communication among trade association members with respect to their common business is prohibited under applicable antitrust legislation. Rather, the antitrust enforcement agencies and courts have always recognized that organizations like the GSA may provide valuable services to their members and others. Trade associations may benefit others such as suppliers and customers by sharing information in different scenarios, sponsoring joint research and development of new or improved products and technologies, providing industry-wide common standard sale or purchase conditions, promoting cooperation with respect to sustainability initiatives, or facilitating technical or quality requirements for current or future products.

1. Anti-trust Compliance Policy Statement

1.1. It is the GSA's policy, as outlined in this Policy (the 'Compliance Policy'), that all its business dealings are carried out in full compliance with applicable anti-trust legislation. The GSA is fully committed to ensuring that this policy is adhered to and its Executive and Ordinary Members, (Members) and Groups (Group Participants), implement its procedures to educate on and to monitor compliance.

1.2. As an international association the activities of the GSA may be subject to a variety of anti-trust legislation, either national or regional. Although the scope and content of anti-trust legislation may vary from region to region two-types of behaviour will be affected:

1.2.1. Agreements between competing Members or Group Participants, which may look to share market data, fix pricing, or seek to otherwise affect competition; as forming cartel agreements for instance.

1.3. Considering companies who are in a dominant market position and seek to abuse their position.

1.4. Therefore it is mandatory that:

1.4.1. All meetings of GSA Groups, Teams or Forums display and read out the GSA anti-trust statement at the beginning of all meetings.

1.4.2. No agreements will be made collectively or in part by Members or Participants of a Group, Team or Forum that would constitute a breach of anti-trust legislation as outlined in this document.

1.4.3. No material, minutes or documents relating to any Group, Team or Forum meeting is shared outside of those companies participating in or are part of said Group, Team or Forum.

1.5. Anti-Trust statement to be used in all meetings.

Reminder of applicable antitrust and competition laws:

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This statement must be read out at the start of all internal GSA meetings and presentations.

The attention of the members of this group is drawn to the fact that GSA activities are subject to all applicable antitrust and competition laws and that compliance with said laws is therefore required of any participant of this meeting including the Chairperson and Vice-Chairperson. The leadership shall conduct the present meeting with impartiality. In case of questions, it is recommended that you contact your legal counsel.

This reminder shall be reflected in the meeting minutes as follows:

Reminder of applicable antitrust and competition laws:

The attention of all participants to the meeting was drawn to the fact that GSA activities are subject to all applicable antitrust and competition laws and that compliance with said laws is therefore required by any participant of the meeting, including the Chairperson and Vice-Chairperson.

1.6. Effect on Anti-trust Laws.

Antitrust laws broadly prohibit competitors from restricting competition among themselves with reference to the price, output, quality, or the development or distribution of any products or services. These laws also forbid competitors from (i) acting in concert to unduly restrict the competitive capabilities or opportunities and incentives of their competitors, suppliers, or customers, and (ii) abusing a dominant position or a substantial degree of market power.

Members and Group Participants must endeavor to ensure that the work carried out within the GSA and by its members complies with antitrust laws in all relevant jurisdictions and remember the possibility of its extraterritorial reach.

Additionally, if an agreement has the potential to effect or distort competition, it will fall under the anti-trust laws whatever its object is. Hence, even an agreement with a justifiable object on the face of it can be illegal if its effect is to distort competition. The fact that the participants in the agreement do not think that the agreement will affect competition is irrelevant if it later turns out that it does.

Conversely, an agreement that does have as its object to distort competition can be illegal even if it is not implemented and hence has no negative effect on the market.

1.7. Agreements Distorting Competition

Whenever competitors gather in trade associations, professional associations or to establish industry standards, potential antitrust risks arise. Any agreement, whether verbal or in writing, is prohibited. Main examples of agreements distorting competition are agreements that seek to fix prices, share markets or otherwise share strategic information that enables competitors to plan and thereby put normal competition on the market out of play.

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1.8. Examples of Anti-competitive Agreements

Price-Fixing: Any price fixing agreement, whether verbal or in writing, is prohibited. The prohibition covers direct and indirect price fixing. An anti-trust violation may occur from simply sharing price information with a network operator or another supplier. Examples of what may be considered as price fixing are:

- In a meeting, charges to third parties are discussed and it is agreed that no Member or Group Participant will charge less than a certain amount.
- It is agreed that all Members or Group Participants in a meeting shall offer certain benefits currently provided to third parties entering into contractual agreements.
- Members, Associates, consultants or participants enter into a discussion to coordinate prices charged to third parties.

Market Sharing: Agreements involving the allocation or sharing of markets are also prohibited. Illustrative examples of what may be considered as market sharing include:

- During an after-meeting drink, entering into discussion with a competitor concerning the difficulties of market penetration. Agreeing that the most sensible solution would be for both parties to withdraw from some of the markets in which they are operating to concentrate on the remaining markets. They agree to divide up the markets between themselves.
- A decision within a Group Meeting to allocate an item on the agenda as a closed item due to concerns that permitting broader access to the discussion might enable other parties to compete more effectively.
- A suggestion to the effect that Members or Group Participants should encourage other Members or Group Participants to refrain from supplying or purchasing any product, equipment, or services from any third party or from dealing with a particular third party.

Information Sharing: Any sharing of strategic information enabling competitors to plan ahead and coordinate their market behaviour in a way that impacts competition is prohibited.

1.9. Abuse of a Dominant Position

Where a company enjoys a dominant position on a market, it must take care not to use that position to obtain advantage that it could not obtain in the absence of such a position. Members or Group Participants of the GSA may be individually dominant on the markets on which they operate. Although what constitutes dominance requires a complex market analysis, high market share (above 50%, though in some regions this share can be defined to be as low as 40% or as high as 60%) or the ability to price independently of competing suppliers can indicate dominance. It is also possible for companies to be collectively dominant if they act together on a particular market as a collective entity vis-à-vis their competitors, their trading partners or third-party suppliers.

Dominance in and of itself is not contrary to anti-trust law. To violate anti-trust law the

dominant company or companies must abuse their market power, i.e. use that power to obtain advantages they could not otherwise obtain. This effectively involves conduct likely to damage the competitive structure of the market.

1.10. Investigations by Regulatory and Antitrust Authorities

Under most anti-trust laws, regulatory and anti-trust authorities have far-reaching powers to request information and to inspect the premises of a company, with or without warning. Such authorities may also request information over the phone or send a letter formally requesting information.

Should an investigation be conducted into the affairs of the GSA, information could be requested from either the GSA and/or from Members and Associate subscribes or Group Participants. Inspections could take place at the premises of the GSA and/or at the premises of Members, Associates, or Group Participants.

The following is guidance for all participants of GSA activity, to work within expectations of the law:

- Ensure that business decisions are made unilaterally in the undertaking's own interest based on information freely and properly available. Base decisions on own experiences and information and general public knowledge.
- Ensure to keep accurate and dated memos on all contacts with competitors, including contacts within trade associations and their working groups. In the event that a competitor should propose steps to be taken in violation of any provision of antitrust law, the proposal should be immediately rejected and internally reported.
- Ensure that neither internal nor external documentation can be misconstrued as evidence of cartel-type arrangements or other anti-competitive behavior.
- Ensure that legal advice on antitrust law from lawyers outside the undertaking remains protected by the so-called lawyer/client privilege and is marked 'PRIVILEGED & CONFIDENTIAL'. Most antitrust authorities cannot require access to such documents, which should therefore always be kept on separate files.
- Remember that any written evidence and information saved on computers may be required to be disclosed to the antitrust authorities as part of their unannounced on-the-spot investigations.

Whenever the above checklist or any specific matter give rise to queries under antitrust law, it is important to always comply with legal authorities and seek legal advice as described below.

1.11. Requests for Information

Should a GSA representative or consultant or a GSA Member or Associate subscriber or Group Participant receive a request for information or an inspection concerning GSA activities from a regulatory or anti-trust authority the issues should immediately be referred to the GSA legal department via the GSA President.

The person who receives the request should take a careful note of anything said to the

investigating authority during the course of the communication, electronic or verbally, and give a copy of this information to the GSA legal department via the GSA President.

Should a request for information or an inspection occur:

Immediately contact the GSA President who will instruct the GSA lawyers to act accordingly.

Do not question the investigating agent's right to carry out the inspection, but:

- In case of an inspection, the requesting agent will be asked to identify themselves and provide any search warrant if applicable
- In case of a telephone call, ask for the purpose of the call, what it relates to and for what the information will be used
- Do not destroy documents, e-mails and other sources of documentation.

2. Responsibility for Anti-trust Law Compliance

As any GSA representative, consultant, Member or Associate subscriber or Group Participant may cause an anti-trust violation, each has the responsibility of ensuring that their behaviour and that of others complies with anti-trust law. The extent of this responsibility may vary depending on the task performed.

2.1. GSM Representatives and Consultants

All GSA Representatives, and consultants are required to:

- Read and ensure that they fully understand the Compliance Manual
- Review their work and ensure that it does not infringe the GSA's Compliance Policy
- Seek immediate advice if a compliance issue arises.

2.2. Members and Associate subscribers and Group Participants

Members and Associate subscribers, and Group Participants who participate in Groups, Teams or Forums are required to ensure that each of their employees or representatives who participate in the activities of the GSA are fully briefed as to the Compliance Policy of the GSA as outlined herein.

2.3. Group Members

Group members (including Regional/Working/Advisory Groups, Task Forces, and Fora) must ensure that they do not take part in conversations or actions in breach of the GSA's Compliance Policy. Where a Member, or Group Participant, attends a meeting or even discussion over coffee, at which anti-trust sensitive issues are discussed, they should refuse to contribute and request that any discussion be terminated immediately. If the discussion continues the person should register their objection and leave the room. The discussion should be reported to the GSA's Legal team via the GSA President.

2.4. Chairs/Vice Chairs and GSA team leads

Within the context of a group meeting, the Chair, assisted by the GSA President if present, is responsible for ensuring compliance with the Compliance Policy. Group chairs are

required to:

- Regularly remind group members of the contents of the GSA's Compliance Policy
- Ensure that agendas state that the meeting will be conducted in accordance with the Compliance Policy
- Meeting agendas must be strictly adhered to or any amendment noted
- If any specific agenda item is designated as closed, or a document restricted in access rights e.g. to Members, Associates, or Group Participants this designation should be transparent and supportable by objective reasons.
- Chairs/vice Chairs must file GSA documents separately from their other documents in the group, team, or forum TEAMS file folder.
- Should regulatory or antitrust authorities require information concerning GSA documents or activities immediately inform the GSA's Legal team via the GSA President
- Questions involving the disclosure of sensitive information must be dealt with appropriately[1]

Minutes must reflect the true content of the discussion, and the language used must be concise and accurate, noting any anti-trust concerns if they arise.

It is the GSA's policy that in a formal GSA meeting where a discussion involves any of the topics prohibited by this Compliance Policy, any attendee should request that the prohibited discussion cease immediately. If minutes are kept for that meeting, they shall reflect that the above request was made. If attendees continue the prohibited discussion, any meeting attendee may excuse him/herself from the meeting and request that minutes of the meeting reflect that he/she/they left the meeting at that point and the reasons expressed for the departure(s). The person chairing any meeting where the above occurs shall report such occurrence within a reasonable time to the Chairs/Vice Chairs and GSA team leads.

3. Guidelines on Document Creation & Storage

3.1. Scope

These Guidelines cover all GSA documents, Members, Associates, Group Participants and consultants in the course of the GSA's business. All participants in GSA communications must follow these Guidelines. Elected officials acting as representatives of the GSA are encouraged to file documents relating to GSA activities separately from their normal business activities and to follow these Guidelines.

The destruction of any documents other than pursuant to the guidelines set out in this

[1] E.g. if a Group member asks whether they may raise a sensitive question it is suggested that the Chair/vice Chair respond as follows: **"As a GSA Chair, I can respond to any questions concerning the activities of the Association. However, if the question relates to matters outside the scope of GSA activities, I must ask that you to stop due to anti-trust concerns".**

retention programme is strictly prohibited. No documents should be destroyed outside the framework of these guidelines because of anticipated anti-trust consequences.

3.2. Document Creation & Storage Guidelines

All storage of documents, which are created or received by the GSA, should comply as follows:

- No documents should be destroyed once there is a prospect of an anti-trust investigation or because of anticipated anti-trust consequences
- All final, authoritative documents should be kept for as long as necessary
- Specific legal requirements may apply to certain types of documents and should be complied with
- Effective compliance and regular enforcement of these guidelines is key. Sporadic compliance may be seen as a strategic bad faith destruction.

Note, when writing/composing/editing any document, for example, an email, a memo, a set of Guidelines, Policy or Terms of Reference, pay specific attention to the language used. This is particularly important when sending emails. The casual feel of such correspondence often gives rise to ill-considered statements. Before sending an email consider whether you would object to your boss or a regulatory or anti-trust authority reading it. If there is any doubt, do not send it.

Any GSA Representative, consultant or elected official who by their conduct and/or business dealings intentionally or negligently breaches the GSA's Compliance Policy will be subject to investigation and/or disciplinary action. In cases of a serious breach of the Compliance Policy, such behaviour will be deemed to constitute gross misconduct and may result in immediate suspension from any Program, Team, Group or Forum and may result in the escalation of the details of the breach to the GSA Executive Board and to the Member's, Associate's, consultant's or Group Participant's organisation.

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