

**ISTO ANTITRUST GUIDELINES**

ISTO Legal Counsel has developed these ISTO Antitrust Guidelines for the protection of ISTO and its programs on antitrust issues. Programs of the ISTO must follow the ISTO Antitrust Guidelines, unless a Program has its own such guidelines that are at least as stringent.

**Anticipate Risks**

ISTO and ISTO program meetings must be conducted in a manner that avoids even the appearance of conduct which might violate the antitrust laws. The criminal penalties in the antitrust laws, for individuals as well as organizations, the high costs of defending antitrust suits, the diversion of resources from our important missions, and the risk of liability together mandate an understanding of, and respect for, the antitrust laws by ISTO and its programs. Our objective is to create a climate where antitrust risks are both anticipated and avoided.

**Consult Counsel**

Legal counsel should be consulted prior to any discussion of actions which ISTO and/or its program members believes could raise antitrust issues, or which seem in any way to be questionable or out of the ordinary. It is counsel's job to advise ISTO and its programs on any matters that have legal significance. It is always better to ask.

**Notice and Agenda**

Each ISTO or ISTO program meeting must be preceded by a notice to the members of the committee with a draft agenda. The agenda must be approved at the beginning of the meeting and followed.

**Conduct of Meetings**

All participants should be afforded an opportunity to present their views. Acting on behalf of ISTO, ISTO staff; ISTO contracted staff; an ISTO officer; a Program Officer or an Expert Group Chair has the responsibility to terminate any discussion, seek counsel's advice or, if necessary, terminate any meeting if the discussion might be construed to raise questions under the ISTO antitrust guidelines.

**Minutes of Meetings**

After each ISTO or ISTO Program meeting, minutes must be prepared that accurately describe the actions taken, the justification for those actions, and where appropriate, additional pertinent discussion.

**Sensitive Topics**

With rare exceptions that should be made only upon the advice of ISTO counsel, there should never be discussion of the following topics at any ISTO or an ISTO Program meeting:

- Any company's prices or pricing policies;
- Specific R&D, sales and marketing plans;
- Any company's confidential product, product development or production strategies;
- Whether certain suppliers or customers will be served;
- Prices paid to input sources; or
- Complaints about individual firms or other actions that might tend to hinder a competitor in any market.

**Specifications**

In ISTO programs, all relevant opinions should be considered and a sound technical basis for the position should be articulated. When participating in other standard-setting bodies on behalf of ISTO or its Programs, representatives should be guided by both the letter and the spirit of the established procedures, which are designed to ensure that the process is open to all interested parties and standards are based on objective technical factors. Participants should voluntarily disclose any proprietary interest they may have in a proposed standard in order to reduce the risk of antitrust liability.

**Exchanging Proprietary Information in Presentations**

Sharing non-proprietary information among competitors is generally lawful. Discussion should be limited to objectives, which promote overall consumer welfare. Exchanging proprietary information may not be appropriate, if the purpose or effect of the exchange is to lead to diminished competition in the marketplace.

***SUMMARY OF GUIDELINES FOR PARTICIPATING IN AN ISTO PROGRAM***

It is the policy of the ISTO and its programs to conduct its operations in strict compliance with the antitrust and competition laws of the countries in which it conducts business. No ISTO activity shall create even the appearance of a violation of the letter or spirit of such laws.

ISTO prohibits any discussion at its meetings of unpublished commercial terms of sale, unannounced product development or unpublished cost and revenue data of a member. It is **not** appropriate for members to discuss competitive business terms with an intent to explicitly or implicitly form an agreement or understanding which restricts the exercise of independent business judgement, especially with regard to price, selection of customers, and markets in which it competes.

All business should take place only at meetings of the association and its councils, committees, work groups or program groups where agendas have been approved in advance. These guidelines apply not only at formal meetings, but in connection with social gatherings incidental to sponsored meetings.

ISTO policy and procedures have been established with the object of not only avoiding any violation of the law, but also any action that might invite prosecution. By following the guidelines herein set forth, the members can meet to transact lawful association business for the betterment of the industry without incurring significant risks.