

# KNX ASSOCIATION CVBA

## INTERNAL RULES

### ANTI-TRUST POLICY

## Document History

<i>Version</i>	<i>Status / Comment</i>	<i>Date</i>
v0.1	Draft issued for comment	01.10.12
V1.0	Approved by Board Decision October 2012 – smaller editorial corrections	23.10.12

### 1 General

This document describes the antitrust policy of the KNX Association cvba.

In the case of discrepancies between this document and the *Articles of Association*, the latter shall be the binding document.

In the case of discrepancies between this document and the *IPR License Agreement*, the latter shall be the binding document.

In the case of discrepancies between this document and the *Trademark License Agreement*, the latter shall be the binding document.

### 2 General, Scope of Policy

The aim of the Association is given in the Articles of the Association.

This compliance policy applies to the work in the bodies of the Association. The Association shall ensure that all participants are made aware of this policy prior to their first participation in bodies of the Association and have them confirm their approval in writing.

The members of the bodies of the Association shall act in the interest of the Association (and not in the interest of their respective employer having nominated them into the body).

### 3 Conduct during meetings

The following requirements are to be observed:

1. Meetings of the Association require an official invitation and a written agenda to be circulated in advance. The agenda shall be as detailed as needed to enable the invited participants to understand what will be the subject matter (individual topics) of the meeting and to assess whether there could be an antitrust issue.
2. At the beginning of any meeting of the Association, the chairman or the person running the meeting (“Chairman”) shall point out to the necessity to comply with Antitrust laws and in particular these internal rules. By running the meeting, the Chairman shall be responsible to procure that Antitrust law and these internal rules are complied with, this without prejudice to every participant’s responsibility.
3. Meetings of working groups shall only be held if a representative of KNX Association is attending. Where this is exceptionally not possible (due to the high number of meetings of working groups), at least the official Chairman of the working group or, in case he is not able to attend, his deputy shall attend.
4. Minutes of the Meeting (including a list of participants) shall be taken by the Chairman or the Meeting’s Secretary. The Minutes shall be distributed within reasonable time after the

meeting to the participants. In the case it does not only concern the work of the working group only, it shall be circulated to all members of the Association.

#### **4 Proper Conduct in view of Antitrust law**

Members of the Association may be competitors in various areas. Non-compliance with Antitrust laws might lead to substantial fines and other consequences for all persons involved and their companies or organizations. Therefore, the members and their delegates shall also comply with the requirements set out below when acting in or for the Association or bodies / working groups / sub-working groups:

1. The members and their delegates shall not exchange with, nor make available to, other members / their delegates any commercially sensitive information (CSI). CSI shall include, but is not limited to: information on prices or price elements, margin, intended price increase; customers, sales areas, sales channels and sales / marketing strategy; market shares, turnover, expectation of turnover; R&D projects, new products. CSI shall not include information which is in the public domain or is easily publicly accessible. This shall be without prejudice to making available information to another member which is not a competitor, subject to confidentiality obligations and outside of the activity in or for the Association.
2. Irrespective of whether or not such information is publicly available the members and their delegates will not enter into agreements (formal or otherwise) on the items set out in item 1 above.
3. In case that a member / its delegate on an exceptional basis considers it necessary within the co-operation to exchange information or to enter into an agreement on items as referred to in item 1, such member will first clear with its legal department the Antitrust compliance of such activity and submit its desire to his Management Board but only after a positive statement in writing by its legal department that there are no substantial Antitrust concerns.
4. As a consequence of the restrictions set out in item 1 above, the Secretary and persons working with the KNX Association and any internal or external staff of the Association shall refrain from making available to any member or its delegates information on other members (including information on any member's business) and from collecting such information, unless such information are identical to those that are in the public domain or publicly accessible.
5. Prior to any standard setting activities/standardization projects, the members will assess the applicable pre-conditions under Antitrust law. For the "safe harbour" to apply, normally compliance with the requirements set out below is required: limiting the standard setting to characteristics and rules necessary for ensuring compatibility / interoperability / safety; open, transparent and non-discriminatory procedure; access to the results of the standard setting at reasonable, fair and non-discriminatory conditions for all parties interested.