

# Telecom Infra Project, Inc. (“TIP”) Antitrust Guidelines

## BACKGROUND

Telecom Infra Project, Inc. (“TIP”) intends to conduct its affairs in compliance with the antitrust laws of the United States and, as applicable, the antitrust laws of the states within the United States and the antitrust/competition laws of other countries (generally, “Antitrust Laws”). The Antitrust Laws are intended to preserve and promote free, fair and open competition. This competition benefits consumers and companies that are innovative and efficient.

Certain types of activities conducted by industry participants may be subject to scrutiny under antitrust laws as being anti-competitive and a violation of the Antitrust Laws can have serious consequences for TIP and for participating companies. In order to minimize exposure of TIP and its Participants (as defined in the Bylaw) to antitrust liability, TIP and each Participant agrees to abide by the following guidelines when participating in connection with activities of TIP.

Prior to any and all meetings of TIP, or subgroups thereof, the Participants and any other attendees in that meeting should be reminded of their obligation to comply with these guidelines.

## GUIDELINES

1. Neither TIP nor its committees and activities shall be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, express or implied, between and among competitors with regard to their prices, terms or conditions of sale, distribution, volume of production, territories, customers, credit terms or marketing practices.
2. In connection with participation in TIP, there shall be no discussion, communication, agreement or disclosure among Participants that are actual or potential competitors, regarding their prices, discounts or terms or conditions of sale or licensing of products or services, pricing methods, profits, profit margins or cost data, production plans, market shares, sales

territories or markets, allocation of territories or customers, or any limitation on the timing, cost or volume of their research, production or sales.

3. TIP and Participants, in connection with their participation in TIP, shall not attempt to prevent any person from gaining access to any market or customer for goods and services, or attempt to prevent any person from obtaining a supply of goods or services or otherwise purchasing goods or services freely in the market. (This paragraph is not intended to preclude TIP or a Participant from disclosing and asserting its intellectual property rights.)
4. The qualifications for participation in TIP are set forth in the corporate documents of TIP. No applicant for participation, who otherwise meets the qualifications set forth therein, shall be rejected for any anti-competitive purpose or for the purpose of denying such applicant the benefits of participation.
5. Each Participant in TIP is obligated and expected to exercise its independent business judgment in pricing its services or products, dealing with its customers and suppliers, and choosing the markets in which it will compete.
6. To the extent that TIP develops, administers or approves specifications, test procedures, or certification programs, a Participant's decision to accept or comply to or participate therein shall be voluntary on the part of Participants, and shall in no way be compelled or coerced by TIP. Adherence to Final Specifications (as defined in the Intellectual Property Rights Policy) shall be voluntary on the part of the Participants of TIP. This guideline shall not, however, prevent TIP from adopting testing and certification programs and/or mandatory product compliance and robustness regimes for companies choosing to implement the specifications as well as logo and trademark usage requirements tied to adherence with TIP's specifications, test procedures or certifications programs.
7. Final Specifications which may be developed, administered, approved, or adopted by TIP, shall be based upon appropriate technical, business and consumer considerations, and shall not be based upon any effort or purpose to reduce or eliminate competition in the sale, supply and furnishing of products and services.
8. TIP may condition use of its trademark(s), and other intellectual property, on compliance with terms and conditions developed to regulate the use of and to protect such mark, and otherwise to maintain and enforce a compliance certification program in accordance with agreed terms and conditions and in conformity with the antitrust laws. Such terms and conditions may include a requirement of adherence with TIP's Final Specifications, test procedures or certifications programs. TIP also reserves

the right to take appropriate action against any person or entity which engages in false or misleading advertising regarding the use of or compliance with Final Specifications, or test procedures of TIP or with TIP's certification program.

9. During the course of the activities of or sponsored by TIP, Participants should refrain from disclosing information to any other Participant that is not reasonably related to the legitimate purposes of such activities.
10. TIP and its Participants, in connection with their participation in TIP, shall not enter into any agreement or understanding among themselves to refrain, or to encourage others to refrain, from purchasing any raw materials, product, equipment, services or other supplies from any supplier or vendor or from dealing with any supplier or vendor.
11. Nothing in TIP's Bylaws, Intellectual Property Rights Policy or other document or policy shall be construed as restricting the right of any Participant of TIP to independently design, develop, acquire, manufacture, market, service or otherwise deal in, directly or indirectly, competitive products or services independent of any items developed or delivered by Participants or TIP.
12. To the extent that it furthers the purposes of TIP, as set forth in its corporate documents, joint research and development by two or more of its Participants and/or representatives thereof shall be permissible, provided that such joint research and development for TIP shall be organized and conducted in a manner consistent with antitrust and other legal requirements, and in particular shall exclude the following activities:
13. the exchange of information among competitors relating to costs, sales, profitability, prices, marketing or distribution of any product, process, or service that is not reasonably required to conduct the research and development;
  - a. any agreement or any other conduct restricting, requiring, or otherwise involving the production or marketing by any Participant of TIP of any product, process or service, other than the production or marketing of proprietary information developed through such joint research and development, such as patents and trade secrets; and
  - b. any agreement or any other conduct restricting or requiring the sale, licensing or sharing of inventions or developments not developed through such joint research and development, or restricting or requiring participation by any Participant of TIP in other research and development activities, that is not reasonably required to prevent misappropriation of proprietary information contributed by any Participant of TIP, or representative thereof, or of the results of such joint research and development.

- c. TIP and each Participant, in connection with the activities of TIP, shall use their best reasonable efforts to comply in all respects with the Antitrust Laws.
- d. These Guidelines are conservative and intended to promote compliance with the Antitrust Laws, not to create duties or obligations beyond what the Antitrust Laws actually require. In the event of inconsistency between these Guidelines and the Antitrust Laws, the Antitrust Laws shall control.
- e. These Guidelines shall be promulgated to all Participants in TIP. All Participants shall abide by these Guidelines.

Duly adopted by the Board of Directors of the Telecom Infra Project, Inc. on February 8, 2016.