

## CODE OF CONDUCT ECLASS E.V.

AS OF APRIL 2013

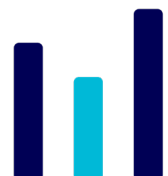
### A. Purpose of the association and scope of this code; general rules of conduct

1. The purpose of ECLASS e.V. (the "Association") is the definition, development and dissemination of the international data standard ECLASS. In doing so, the preconditions to be observed in accordance with antitrust law must be adhered to.
2. Members of the organs of the association represent the interests of the association, not their (other) employer.
3. This code was adopted on 25.04.2013 by the board and applies to all members of the association, especially for activities in the organs and bodies of the association. The Board shall ensure that all members of the association will be made familiar with the code and a commit themselves to adhere to it.

### B. Behavior at meetings

The following principles must be observed:

4. Meetings require an **invitation which is sufficiently in advance and stating the agenda**. The agenda must be descriptive enough that the individual member or his delegates can assess exactly what will be the subject of the meeting. The agenda must in particular be drawn up in such a manner that it allows assessment of any antitrust problem areas.
5. At the start of each meeting – whether it is the general assembly, a board meeting, a committee meeting or any other meeting **the requirement of compliance with antitrust law (in particular the code of conduct) is pointed out** to the participants by the chairperson. The chairperson of the meeting in particular, has to ensure through his conduct of the meeting, that the provisions of this code and antitrust law are respected.



The responsibility of each participant of the meeting, however, shall remain unaffected by this.

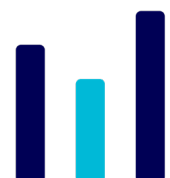
6. At **board and committee meetings**, a **member of an organ of the association** should be present. Should this, in exceptional cases, not be possible (in particular due to the high number of board meetings), at least the chairman of the board or committee concerned, or in his absence his deputy, should be present. The provisions of the above clause 5 sentences 1 and 2 shall apply mutatis mutandis.
7. A **record with participants list** shall be kept on the meetings. The respective chairperson must ensure this. After the meeting the **record** has to be sent in a timely manner to all participants and also to invited members. Or it has to be provided online. And, if it is not just a sub-committee, to all members as well. The adoption of the meeting minutes is in accordance with the statutory rules of procedure of the committee.

### C. Rules of conduct with regard to antitrust directives

Members of the association may be competitors in several areas. Violations of the antitrust laws can have serious consequences for all involved and their companies/organizations.

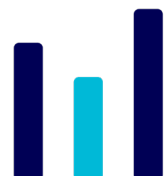
Therefore, the members and their delegates will, when working in the association, its organs, bodies and committees, but also in the representation of the association to the outside, respect the following rules:

8. Members and their delegates will **make no competitive information accessible** to other members/their delegates **in any manner**, or exchange information on or collect or capture for these purposes, which cannot be easily obtained from publicly available sources. These include in particular information on pricing/price elements, margins, planned price increases, customers, sales territories, distribution channels and strategies, market shares, turn-overs, revenue forecasts, development plans, new products. This does not affect the possibility to make available proprietary competitive information to another member, who



is not a competitor (with the imposition of an obligation of confidentiality), outside of the activities in the association.

9. Regardless of whether such information is public knowledge or not, the members/delegates will make especially no agreements, in whatever form about the **topics mentioned in clause 8.**
10. Should a member or his representative deem an information exchange or agreement on any of the topics mentioned/captured in Clauses 8 or 9 within the cooperation in the association necessary in exceptional cases, he will previously clarify the antitrust legality with his own in-house or outside attorney and only with his written confirmation that the intended behavior is antitrust safe, will submit his request, with reference to the aforementioned antitrust check, to the board of the association.
11. When making concrete the obligations mentioned in clause 8 – members of the office and, - as far as present - a manager or members of organs of the association will not make available to members information about other members (including information relating to the company run by another member) or their emissaries or gather such information, unless the information is available from open sources.
12. Special requirements for standardization projects: Where in the association a normalization or standardization should take place or the association wants to significantly participate in such an undertaking, members will previously determine the antitrust conditions applicable to this specific situation (for the "safe harbor" is usually required: A limitation to that which is required for the realization of the compatibility/interoperability/security; an open, transparent and non-discriminatory procedure, accessibility of the results of the standard (the specification and corresponding patent laws) under reasonable and non-discriminatory terms for all parties with a legitimate interest, and not only members.



13. Specific requirements for joint developments: Joint developments are not always illegal, even when competitors are participating. But of every plan the admissibility has to be examined in a concrete manner, as generalizations are hardly possible. The admissibility depends inter alia on the relevant markets, the market strength (market shares) of the participants, their competitive situation and in particular the accompanying competition agreements.

