

THE BILL ROBERTSON COMPANY

GLOBAL POLICY FOR COLLECTING COMPETITIVE INFORMATION

COMPETITIVE INTELLIGENCE IS THE PROCESS OF UNDERSTANDING AND ANTICIPATING THE COMPETITIVE ENVIRONMENT IN WHICH LOGISTICS COMPANIES OPERATES TO MAXIMIZE THEIR COMPETITIVE ADVANTAGES, POSITIVELY INFLUENCE DECISIONS AND CONSEQUENTLY, IMPACT BUSINESS RESULTS.

COMPETITIVE INTELLIGENCE IS BASED ON PURPOSE, VALUES AND PRINCIPLES (PVP) WHICH ARE THE FOUNDATION OF OUR COMPANY AND REMAIN AN INTEGRAL PART OF HOW WE WORK. MODELING ETHICAL BEHAVIOR INTERNALLY SETS US APART EXTERNALLY AND LEADS TO VALUE CREATION FOR CONSUMERS, SHAREHOLDERS AND CUSTOMERS.

HOW WE HELP COMPANIES ACHIEVE GROWTH — ETHICALLY AND HONESTLY — IS AS IMPORTANT AS THE RESULTS THEMSELVES. THEREFORE, THE INFORMATION ABOUT COMPETITORS CAN BE A POWERFUL TOOL IN BUSINESS, BUT ONLY IF IT IS OBTAINED AND USED IN ACCORDANCE WITH BR'S PVP AND THIS POLICY. OUR ONGOING COMMITMENT TO COMPLY WITH THE LAW AND COMPANY POLICIES HELPS ENSURE OUR PVPs REMAIN VITAL AND FOUNDATIONAL IN EVERYTHING WE DO.

BR'S COMPETITIVE INFORMATION COLLECTION POLICY IS ORGANIZED AROUND CORE PRINCIPLES OUTLINED BELOW. WE HAVE ALSO INCLUDED SOME SITUATIONAL GUIDELINES TO HELP YOU ADDRESS TYPICAL DAY-TO-DAY INFORMATION COLLECTION QUESTIONS, AS WELL AS KEY TOPICS SUCH AS ANTITRUST RISKS THAT YOU SHOULD ALWAYS CONSIDER WHEN COLLECTING COMPETITIVE INFORMATION.

COMPLIANCE WITH THIS POLICY IS EXPECTED OF EVERY EMPLOYEE. VIOLATIONS OF THIS POLICY MAY RESULT IN DISCIPLINARY ACTIONS UP TO AND INCLUDING TERMINATION. IF YOU HAVE QUESTIONS OR CONFRONT SITUATIONS NOT SPECIFICALLY DESCRIBED IN THIS POLICY, PLEASE SEEK ASSISTANCE FROM BR LEGAL OR CORPORATE COMPETITIVE INTELLIGENCE AT [KYLE.OCONNOR@BILL-ROBERTSON.ORG](mailto:kyle.oconnor@bill-robertson.org)

SECTION 1 – CORE PRINCIPLES

BECAUSE OBTAINING COMPETITIVE INTELLIGENCE CAN OCCUR IN ALMOST LIMITLESS CIRCUMSTANCES, THERE IS NO SET OF RULES THAT CAN SPECIFICALLY ADDRESS EVERY CONCEIVABLE CIRCUMSTANCE. ACCORDINGLY, THE COMPANY EXPECTS ALL EMPLOYEES TO FOLLOW THE LETTER AND SPIRIT OF THESE CORE PRINCIPLES:

1. NO COMPETITIVE INFORMATION IS WORTH JEOPARDIZING ANY COMPANY'S REPUTATION.
2. WE ONLY SEEK TO OBTAIN COMPETITIVE INFORMATION IN COMPLIANCE WITH APPLICABLE LAWS. AT MINIMUM, NO BR EMPLOYEE MAY:
 - TAKE ANOTHER COMPANY'S PROPRIETARY INFORMATION WITHOUT THAT COMPANY'S AUTHORIZATION;
 - OBTAIN ANOTHER COMPANY'S PROPRIETARY INFORMATION AS A RESULT OF DECEPTION, MISREPRESENTATION, PROMISES OR THREATS;
 - RECEIVE ANOTHER COMPANY'S PROPRIETARY INFORMATION FROM SOMEONE THAT HAVE REASON TO BELIEVE WAS OBTAINED WITHOUT THAT COMPANY'S AUTHORIZATION.
 - COLLECT COMPETITIVE INFORMATION IN A MANNER THAT RAISES ANTITRUST ISSUES.
3. WE ONLY ACTIVELY PURSUE INFORMATION THAT WILL ADD VALUE TO BUSINESS DECISION-MAKING WITHOUT RISKING REDUCING GENUINE COMPETITION IN THE MARKET.
4. WE NEVER MISREPRESENT OR MISLEAD ANYONE ABOUT OUR RELATIONSHIPS WITH COMPANIES
5. WE ALWAYS RESPECT THE RIGHT OF OTHER COMPANIES TO PROTECT THEIR PROPRIETARY INFORMATION. WE NEVER ENCOURAGE OR PRESSURE OTHERS TO VIOLATE THEIR OBLIGATIONS TO PROTECT THE CONFIDENTIALITY OF THEIR CURRENT OR FORMER EMPLOYER'S PROPRIETARY INFORMATION, OR INFORMATION GIVEN TO THEM UNDER A CONFIDENTIAL DISCLOSURE AGREEMENT. WHEN RESPECTING THE RIGHT OF OTHER COMPANIES TO PROTECT THEIR PROPERTY:
 - WE WILL NOT USE PROPRIETARY INFORMATION THAT HAS BEEN LOST BY THE OWNER BY MISTAKE OR ACCIDENT (E.G., SEALED DOCUMENTS/ELECTRONIC DEVICE LEFT IN A PUBLIC PLACE).
 - HOWEVER, IF COMPETITOR'S PROPRIETARY INFORMATION IS REVEALED THROUGH THE INTENTIONAL BUT CARELESS ACT OF ITS EMPLOYEES OR AGENTS (E.G., TALKING LOUDLY IN A PUBLIC PLACE) WE MAY USE THAT INFORMATION AS THE EMPLOYEE OR AGENT HAS GIVEN UP THE RIGHT TO PROTECT HIS/HER COMPANY'S PROPERTY. MOREOVER, THERE SHOULD NOT BE ANY MISREPRESENTATION FROM THE BR EMPLOYEES OR INDUCEMENT TO ENCOURAGE THE CARELESS ACT.
6. WE DO NOT JEOPARDIZE OUR RELATIONSHIP WITH SUPPLIERS, CUSTOMERS OR/AND OTHER THIRD PARTIES BY MAKING PROMISES OR THREATENING THE LOSS OF FUTURE BUSINESS- OR OTHER NEGATIVE CONSEQUENCES- WITH THE INTENTION OF GETTING PROPRIETARY INFORMATION. INDIVIDUALS SHOULD NOT BE PRESSURED TO REVEAL PROPRIETARY INFORMATION OR BETRAY CONFIDENCES.
7. WE DO NOT MAKE PROMISES IN EXCHANGE OF PROPRIETARY INFORMATION TO CUSTOMERS, COMPETITORS AND OTHER THIRD PARTY.

8. WE NEVER ASK OR PERMIT A CONTRACTOR OR OTHER THIRD PARTY ACTING ON OUR BEHALF TO ACT INCONSISTENT WITH THIS POLICY.

9. WE DON'T USE THIRD PARTIES AS MESSENGERS OF INFORMATION BETWEEN US AND OUR CLIENTS.

TO PREVENT VIOLATING OR APPEARING TO VIOLATE THE ANTITRUST LAWS THROUGHOUT THE WORLD, BR GENERALLY AVOIDS DIRECT CONTACT WITH ANY UNCOMPLIANT COMPANY, THEIR EMPLOYEES OR AGENTS WHERE THAT CONTACT MIGHT INVOLVE INFORMATION REGARDING PRICING, PROMOTIONS, PRODUCT PLANS OR OTHER PROPRIETARY INFORMATION (AS DEFINED BELOW). THERE ARE SOME LIMITED CIRCUMSTANCES WHEN A NEED TO MAKE DIRECT CONTACT WITH THESE COMPANIES MAY ARISE. ALL SUCH CONTACTS MUST COMPLY WITH THE COMPANY POLICIES.

A STRONG CULTURE OF INTEGRITY IS A SOURCE OF SUSTAINABLE VALUE CREATION – DATA SHOWS THAT ETHICAL COMPANIES YIELD HIGHER LONG-TERM SHAREHOLDER RETURNS. THEREFORE, IT IS EACH EMPLOYEE'S PERSONAL RESPONSIBILITY TO KNOW AND UNDERSTAND ALL APPLICABLE COMPANY POLICIES AND PROCEDURES BEFORE SEEKING ANY COMPETITIVE INFORMATION. WHENEVER YOU ARE UNCERTAIN ABOUT HOW TO PROCEED, CONTACT BR LEGAL IMMEDIATELY.

SECTION 2 – GUIDELINES FOR COLLECTING COMPETITIVE INFORMATION IN TYPICAL SITUATIONS

THE EXAMPLES BELOW DESCRIBE VARIOUS WAYS BR AND ITS EMPLOYEES MAY ENCOUNTER AND COLLECT COMPETITIVE INFORMATION IN COMPLIANCE WITH LEGAL REQUIREMENTS AND THE CORE PRINCIPLES LISTED ABOVE.

THESE REPRESENT ONLY A FEW EXAMPLES OF THE VARIOUS SITUATIONS WHERE COMPETITIVE INFORMATION IS FOUND. WE'VE TRIED TO PROVIDE SOME GUIDELINES TO HELP APPLY THE CORPORATE PURPOSE, VALUES AND PRINCIPLES. IT WOULD BE IMPOSSIBLE TO COVER EVERY POSSIBLE SITUATION, AND THEREFORE WE TRUST THAT WE WILL MAKE THE RIGHT DECISION. BR LEGAL DIVISION IS INVOLVED TO AVOID ANY UNCOMPLIANT BEHAVIOR.

WE ALWAYS INDICATE THE SOURCE OF INFORMATION IN ANY COMPETITIVE INTELLIGENCE ALERT, REPORT, SUMMARY OR PRESENTATION WE PREPARE, EVEN IF FOR INTERNAL USE ONLY.

IT IS IMPORTANT TO NOTE THAT THIS POLICY APPLIES GLOBALLY. WHEN GATHERING INFORMATION OUTSIDE OF THE UK., STRICT UK. LAW CAN STILL APPLY TO OUR UK. BASED COMPANY AND OUR WW BRANCHES. OF COURSE, BR COMPLIES WITH ALL LAWS WHERE IT DOES BUSINESS, AND OTHER BRANCHES IN THE WORLD.

FROM PUBLIC SOURCES:

- THERE IS A WEALTH OF INFORMATION AVAILABLE FROM SOURCES OPEN TO THE PUBLIC THAT SHOULD BE EXPLORED FIRST BEFORE VENTURING INTO MORE RISKY AREAS. SOME EXAMPLES FOLLOW:
 - NEWS MEDIA
 - LIBRARIES
 - DOCUMENTS FILED WITH GOVERNMENT AGENCIES
 - UNIVERSITIES
 - THE INTERNET
 - INFORMATION INTENTIONALLY DISCLOSED BY COMPANIES IN PUBLIC REPORTS
 - PUBLIC SPEECHES

INFORMATION FROM THESE SOURCES MAY BE COLLECTED AND USED PROVIDED IT'S NOT COMMERCIAL SENSITIVE INFORMATION DISCLOSED AS PART OF AN INFORMATION EXCHANGE SCHEME.

FROM PUBLIC PROPERTY, SIDEWALK OR ROAD:

- AS A GENERAL RULE, INFORMATION THAT IS OBSERVABLE FROM PUBLIC PROPERTY OR HIGHWAYS MAY BE OBTAINED BY, FOR EXAMPLE:
 - OBSERVING THE NUMBER AND TYPE OF DELIVERY VEHICLES GOING TO AND FROM A MANUFACTURERS' PLANT.
 - TAKING PHOTOGRAPHS OF ANYTHING YOU CAN SEE FROM A PUBLIC AREA.
- BECAUSE THERE MAY BE LEGAL RESTRICTIONS AGAINST THE USE OF EAVESDROPPING OR OTHER SURVEILLANCE EQUIPMENT OR TECHNIQUES, BR LEGAL IS CONSULTED BEFORE USING ANYTHING OTHER THAN A STILL CAMERA FROM A PUBLIC PLACE. FOR EXAMPLE,
 - WE DO NOT TAKE OR PURCHASE AERIAL PHOTOGRAPHS OF A MANUFACTURING PLANT.
 - WE DO NOT USE RECORDING EQUIPMENT (E.G. MICROPHONES, VIDEO CAMERAS).
- EVEN WHERE IT MAY BE LEGAL TO DO SO, BR CHOOSES NOT TO ENGAGE IN TECHNIQUES THAT MIGHT BE REGARDED AS UNSAVORY OR REFLECTING POORLY ON THE COMPANY, FOR EXAMPLE:
 - WE DO NOT SEARCH THROUGH TRASH RECEPTACLES OR DUMPSTERS.
 - WE DO NOT POSITION OUR EMPLOYEES IN THE PUBLIC AREA OF A RESTAURANT, BAR OR HOTEL THAT IS BEING USED BY ANYONE SOLELY FOR THE PURPOSE OF TRYING TO PICK UP TRADE SECRET INFORMATION.

AT TRADE SHOWS AND OPEN HOUSES

- BR CAN OBTAIN PROMOTIONAL MATERIALS AND SAMPLES THAT ARE BEING OPENLY DISTRIBUTED.
- WE NEVER TAKE MEASURES TO HIDE OR MISREPRESENT YOUR ANY IDENTITY TO GET INFORMATION. BR IS OPEN AND HONEST.
- DURING THESE EVENTS, WE ARE ESPECIALLY SENSITIVE TO ANTITRUST CONCERNS AND CONSULT BR LEGAL BEFORE ATTENDING THEM.

IN THE COURSE OF NORMAL JOB DUTIES

- WE DO OBTAIN INFORMATION SHARED BY CUSTOMERS OR SUPPLIERS IF WE ARE SURE THAT THEY HAVE NO OBLIGATION TO HOLD IT CONFIDENTIALLY. HOWEVER, WE ALWAYS CONTACT BR LEGAL BEFORE TAKING INFORMATION THAT, BY ITS VERY NATURE, HAS TO BE CONSIDERED COMMERCIALY SENSITIVE.
- IN PARTICULAR, IT'S IN GENERAL NOT OK TO RECEIVE FROM RETAILERS/SUPPLIERS/AGENCIES OR ANY THIRD PARTIES, ESPECIALLY WHEN ON A REGULAR BASIS, INFORMATION RELATED TO:
 - CLIENTS INFORMATION & PRODUCTION LIMITATION
 - FREIGHT AND LOGISTICS COSTS

INFORMATION ON FUTURE COMPETITIVE PRICE/FREIGHT INCREASES REQUIRES PARTICULAR SENSITIVITY TO POTENTIAL LEGAL ISSUES, WE CONSULT WITH LOCAL LEGAL FOR DETAILED GUIDANCE SPECIFIC TO REGION/COUNTRY TO MAKE SURE **IF** WE CAN COLLECT, HOW TO COLLECT AND/OR MAKE USE OF INFORMATION ON FUTURE CASES.

- ONLY UNDER CERTAIN CONDITIONS IT MAY BE OK TO COLLECT FROM CUSTOMERS/SUPPLIERS AND USE INFORMATION ABOUT:
 - CURRENT FREIGHT & LOGISTICS PRICES
 - FUTURE PRICE CHANGES
 - TECHNOLOGICAL CHANGES/IMPROVEMENTS
 - INITIATIVES

BUT, AT A MINIMUM, THESE CONDITIONS INCLUDE THE FOLLOWING:

- WE DO NOT PRESSURE THE CUSTOMER/SUPPLIER, OR PROMISE ANYTHING OF VALUE IN RETURN OR THREATEN THEM IN ANY WAY AND
- THE INFORMATION IS NOT CLEARLY MARKED AS CONFIDENTIAL AND
- THE INFORMATION IS NOT EXCHANGED AS PART OF A SCHEME BETWEEN COMPETITORS THAT CAN REDUCE COMPETITION IN THE MARKET.

DUE TO DIFFERENT ANTITRUST SENSITIVITIES, ADDITIONAL CONDITIONS MAY BE NEEDED IN THE DIFFERENT GEOGRAPHIES. WE CLARIFY WITH LOCAL LEGAL TEAM WHETHER THESE AND POSSIBLE ADDITIONAL CONDITIONS ARE MET BEFORE GETTING THE INFORMATION.

THROUGH PERSONAL CONTACT WITH INDIVIDUALS WHO HAVE INFORMATION ABOUT A COMPETITOR (E.G. SOCIAL CONTACTS, SUPPLIERS, CONSULTANTS, EX-EMPLOYEES ETC...)

- WHILE NO DISCUSSIONS SHOULD OCCUR WITH CURRENT EMPLOYEES OF CLIENT'S COMPETITIVE COMPANIES EITHER DIRECTLY OR VIA AN OUTSIDE ENTITY SUCH AS THE THIRD PARTY, IT IS OK TO RECEIVE INFORMATION IF: 1) IT IS FREELY GIVEN, 2) IF THE INDIVIDUAL HAS ETHICALLY OBTAINED IT AND WE ARE CONFIDENT THIS PERSON IS UNDER NO OBLIGATIONS TO HOLD IT CONFIDENTIALLY, 3) IF THIS PERSON KNOWS US WORK AT OR ARE AFFILIATED WITH BR, 4) THE EXCHANGE OF SUCH INFORMATION IS NOT PART OF AN INFORMATION EXCHANGE SCHEME, AND 5) THE INFORMATION IS NOT COMMERCIALY SENSITIVE.
- WE DO NOT PRESSURE INDIVIDUALS TO DISCLOSE INFORMATION, OR MAKE PROMISES OR THREATS TO GET IT.
- ALTHOUGH THERE ARE SOME LIMITED CIRCUMSTANCES IN WHICH IT MAY BE FASTER AND/OR CHEAPER TO DIRECTLY CONTACT A CLIENT'S COMPETITOR'S EMPLOYEES OR AGENTS AFFILIATED WITH A COMPETITOR TO GATHER NON-PROPRIETARY INFORMATION THAT COULD BE MADE AVAILABLE TO THE PUBLIC WE ALWAYS NEED TO FOLLOW THE CONTACT WITH COMPETITORS PRINCIPLES.

THROUGH ACCIDENT OR MISTAKE

THERE MAY BE OCCASIONS WHERE YOU COME UPON PROPRIETARY INFORMATION THAT CLEARLY MUST HAVE BEEN DROPPED OR LOST BY ACCIDENT. IN THESE CASES, YOU SHOULD IMMEDIATELY SEAL AND DELIVER THE INFORMATION ONLY TO BR LEGAL. WE DO NOT DISTRIBUTE THIS INFORMATION INTERNALLY OR EXTERNALLY WITHOUT PRIOR LEGAL APPROVAL. FOR EXAMPLE:

- A BR SUPPLIER MISTAKENLY FAXES A DOCUMENT TO US THAT IT INTENDED TO ANOTHER COMPANY.
- AN ENVELOPE CONTAINING SEALED, TRADE SECRET INFORMATION IS ACCIDENTALLY DROPPED IN THE PARKING LOT AND FOUND BY A BR EMPLOYEE.
- A BRIEFCASE//ELECTRONIC DEVICE IS LEFT BEHIND IN THE AIRPORT AND FOUND BY A BR EMPLOYEE.

THROUGH CONSULTANTS

WE CAN USE A THIRD-PARTY CONSULTANT TO PERFORM COMPETITIVE INTELLIGENCE TASKS; HOWEVER, WE FIRST NEED TO DETERMINE IF THE ANALYSIS IS STRATEGIC OR TACTICAL AS EACH TYPE OF WORK REQUIRES A DIFFERENT DOA

- ALL CONSULTANTS SHOULD FOLLOW THE SAME INFORMATION GATHERING PRINCIPLES AND POLICY AS BR EMPLOYEES, EXCEPT THEY NEED NOT DISCLOSE THAT BR, OR THEIR CLIENTS ARE ITS CLIENT. HOWEVER,

- THEY CANNOT MISREPRESENT THEMSELVES OR THE INTENT OF THEIR INFORMATION COLLECTION.
- CONSULTANTS SHOULD NEVER BE ASKED OR PERMITTED TO DO SOMETHING A BR EMPLOYEE WOULD NOT DO.
- CONSULTANTS (AND BR EMPLOYEES) SHOULD BE ABLE TO IDENTIFY AND DOCUMENT SOURCES USED FOR COMPETITIVE INTELLIGENCE GATHERING.
- CONSULTANTS UTILIZED BY BR, AS WELL AS THOSE BR EMPLOYEES ENGAGING THEM, MAY BE SUBJECT TO REVIEWS/AUDITS BY BR LEGAL IN ORDER TO ENSURE THAT THEY (AND THEIR EMPLOYEES OR CONTRACTORS) ARE IN COMPLIANCE WITH THE STANDARD CONTRACT AND THIS POLICY.
- .CONSULTANTS HIRED TO PERFORM COMPETITIVE INTELLIGENCE WORK MUST AGREE TO AND COMPLY WITH BR'S STANDARDS DEFINED BY THE PROCUREMENT TEAM AND INCLUDE IN THE RESPECTIVE MASTER AGREEMENT: 1) A CONFIDENTIAL DISCLOSURE AGREEMENT, 2) COPY OF THIS POLICY 3) WRITTEN AGREEMENT TO COMPLY WITH BR POLICY FOR COLLECTING COMPETITIVE INFORMATION 3) COMPLETED COMPETITIVE BACKGROUND FROM.
- ALL INTERACTIONS WITH CONSULTANTS MUST FOLLOW THE RULES OF ENGAGEMENT.

(NOTE: IF COMPETITIVE INFORMATION COLLECTED CONTAINS PERSONAL DATA (NAMES, FACES/PHYSICAL LIKENESSES, GEO-LOCATION, PERSONAL IDENTIFICATION NUMBERS, ETC.) WE ALWAYS CHECK WITH LEGAL DIVISION BEFORE DEVELOPING OR IMPLEMENTING ANY SOFTWARE OR SERVICE THAT ANALYZES THIS DATA.)

SECTION 3 – ANTITRUST CONSIDERATIONS

ALMOST EVERY COUNTRY IN THE WORLD HAS ENACTED ANTITRUST LAWS. THE BASIC OBJECTIVE OF THESE LAWS IS TO PRESERVE FREE AND OPEN COMPETITION IN THE MARKETPLACE. SEVERE CRIMINAL AND CIVIL PENALTIES MAY BE IMPOSED ON BR, AND ITS EMPLOYEES, IF BR AUTHORIZE OR PARTICIPATE IN A VIOLATION OF THE ANTITRUST LAWS. SOME OF THE MOST SERIOUS TYPES OF ANTITRUST VIOLATIONS INCLUDE AGREEMENTS WITH CLIENTS & COMPETITORS IN ORDER TO REDUCE OR INCREASE COMPETITION IN THE MARKETPLACE.

CIRCUMSTANTIAL EVIDENCE, WHICH IS USED TO PROVE THESE VIOLATIONS, CAN BE DRAWN FROM INTERNAL BUSINESS DOCUMENTS AS WELL AS SITUATIONS WHERE COMPETITORS MEET OR COULD MEET OR COULD PASS INFORMATION TO REACH ANTICOMPETITIVE AGREEMENTS. SUCH CONTACTS COULD EVEN BE INDIRECT, THROUGH CUSTOMERS, SUPPLIERS OR OTHER INTERMEDIARIES. THEREFORE THE GENERAL RULE OF THUMB AT BR IS “NO CONTACT” , ESPECIALLY ON TOPICS CONSIDERED TO BE COMMERCIALY SENSITIVE INFORMATION.

WHAT IS COMMERCIALY SENSITIVE INFORMATION?

COMMERCIALY SENSITIVE INFORMATION IS ANY INFORMATION THAT, IF SHARED BETWEEN CLIENTS OR COMPETITORS, EVEN INDIRECTLY, COULD PRODUCE A RESTRICTIVE EFFECT ON COMPETITION. COMPETITORS' COMMERCIALY SENSITIVE INFORMATION MAY INCLUDE, WITHOUT LIMITATIONS:

- FUTURE PRICE AND FREIGHT CHANGES
- CURRENT OR FUTURE LIMITATION OF CLIENTS OR THEIR COMPETITORS
- CURRENT OR FUTURE COSTS OR INVESTMENTS
- CURRENT LOGISTICS PRICES USED BY COMPETITORS
- CURRENT OR FUTURE PROMOTIONAL ACTIVITIES
- INITIATIVES

COLLECTING COMMERCIALY SENSITIVE INFORMATION DIRECTLY OR INDIRECTLY FROM COMPETITORS (INCLUDING FROM CUSTOMERS WITH RESPECT TO THEIR PRIVATE LABELS COMPETING WITH OUR PRODUCTS) COULD GENERATE ANTITRUST RISKS BECAUSE IT CAN BE SEEN AS PART OF INFORMATION EXCHANGE SCHEME.

WHAT IS AN INFORMATION EXCHANGE SCHEME?

AN INFORMATION EXCHANGE SCHEME IS AN INTENTIONAL EFFORT BY FIRMS TO DIRECTLY OR INDIRECTLY SHARE INFORMATION WITH THE OBJECTIVE OF INFLUENCING COMPETITIVE BEHAVIOR AND POTENTIALLY LIMITING COMPETITION IN THE MARKETPLACE.

SECTION 4 – CONTACT

NO EMPLOYEE IS PERMITTED TO HAVE ONE-ON-ONE OR SMALL GROUP DISCUSSIONS ABOUT ANY CLIENT OR CLIENT COMPETITOR WITHOUT PRIOR LEGAL DIVISION APPROVAL. IF APPROVAL IS GIVEN, THEN ALL LEGAL DIVISION INSTRUCTIONS MUST BE FOLLOWED. APPROVAL WILL BE GIVEN FOR THE SPECIFIC CIRCUMSTANCES AND SHOULD NOT BE INTERPRETED AS A BLANKET APPROVAL FOR ANY FUTURE CONTACT.

WE ARE AWARE THAT MOST COUNTRIES HAVE COMPETITION LAWS WHICH PROHIBIT CERTAIN ACTIVITIES INCLUDING PRICE FIXING, AGREEING ON SELLING TERMS AND CONDITIONS, BOYCOTTS, DIVIDING MARKETS, LIMITING PRODUCTION, ETC. SOME REGULATORS EVEN TAKE THE POSITION THAT SHARING BUSINESS INFORMATION VIOLATES THE LAW. THE AUTHORITIES USE THE MERE EXISTENCE OF COMPETITIVE CONTACTS AS EVIDENCE OF WRONG-DOING, EVEN IF NOTHING IMPROPER ACTUALLY OCCURRED.

THE FOLLOWING PROVIDES MORE SPECIFIC GUIDANCE

- ALL EMPLOYEES AND ALL FORMS OF CONTACT, INCLUDING PHYSICAL MEETINGS, TELEPHONE CALLS, VIDEO

CONFERENCES, LETTERS AND EMAILS MUST COMPLY WITH THIS POLICY.

- o SUBJECT TO THE GENERAL EXCEPTIONS DESCRIBED BELOW, THE LEGAL DIVISION WILL DETERMINE THE PROPRIETY OF COMPETITIVE CONTACTS ON A CASE-BY-CASE BASIS. LEGITIMATE REASONS TO TALK WITH CLIENTS OR CLIENTS' COMPETITION MAY INCLUDE ACQUISITION, DIVESTITURE OR LICENSING ACTIVITIES, DISPUTE RESOLUTION, JOINT LOBBYING OF GOVERNMENTS AND THE PURCHASE OR SALE OF GOODS OR SERVICES.
- o ANY ON-GOING SOCIAL OR PERSONAL CONTACTS SHOULD BE DISCUSSED WITH THE LEGAL DIVISION AND THE RESPECTIVE HR CONTACT IF A CONFLICT OF INTEREST ARISES.
- o CONTACTS WITH CLIENTS COMPETITORS PURSUANT TO TRADE OR PROFESSIONAL ASSOCIATION ACTIVITIES SHOULD COMPLY WITH THE TRADE ASSOCIATION POLICY. APPROVAL IS NEEDED BEFORE PARTICIPATING IN ANY ASSOCIATION (AS DEFINED BROADLY BY THE COMPANY IN SAID POLICY). ADDITIONALLY, ANY ONE-ON-ONE OR SMALL GROUP DISCUSSIONS WITH COMPETITORS (OTHER THAN SOCIAL CONVERSATION OR PROPER TOPICS OF DISCUSSION FROM THE ASSOCIATION MEETING) DURING BREAKS, LUNCHEES, COCKTAIL HOURS, DINNERS, ETC., BEFORE, DURING OR AFTER FORMAL ASSOCIATION MEETINGS SHOULD BE AVOIDED.

SECTION 5 – RULES OF ENGAGEMENT WITH FORMER COMPETITIVE EMPLOYEES THROUGH CONSULTANTS

THE FOLLOWING ARE RULES OF ENGAGEMENT AS WE PROCEED WITH ANY RELATION WITH A THIRD PARTY TO TALK COMPETITIVE INTELLIGENCE TOPICS

- o NO DISCUSSIONS SHOULD OCCUR WITH CURRENT EMPLOYEES OF COMPETITIVE COMPANIES, EITHER DIRECTLY OR VIA AN OUTSIDE ENTITY SUCH AS THE THIRD PARTY
- o ALL INFORMATION RECEIVED FROM THE THIRD PARTY (INCLUDING FORMER EMPLOYEES OF COMPETITIVE AND NON-COMPETITIVE COMPANIES) SHOULD BE NON-CONFIDENTIAL INFORMATION.
- o ALL DISCUSSIONS SHOULD BE PREFACED WITH OUR DESIRE TO RECEIVE ONLY NON-CONFIDENTIAL INFORMATION, AND THIS REQUEST SHOULD BE RENEWED AT THE FRONT-END OF EVERY SEPARATE CONVERSATION. WRITTEN COMMUNICATIONS SHOULD BE PREFACED WITH THE SAME REQUEST.
- o DISCUSSIONS RELATING TO CURRENT OR FUTURE PLANS OF ANY COMPANY ARE OFF-LIMITS, EVEN IF THE INDIVIDUAL BEING INTERVIEWED BELIEVES THAT THIS IS NON-CONFIDENTIAL INFORMATION.
- o DISCUSSIONS RELATED TO HOW COMPANIES WILL COMPETE NOW OR IN THE FUTURE, SPECIFIC INNOVATION OR GEOGRAPHIC EXPANSION PLANS, LICENSING, ACQUISITION, OR DIVESTITURE PLANS, AND ANYTHING OF A LIKE NATURE ARE ALL OFF-LIMITS AND SHOULD NOT BE DISCUSSED. IN CONTRAST, AS AN EXAMPLE, GENERAL PROS AND CONS OF ORGANIC VERSUS ACQUISITION GROWTH OR OTHER GENERAL OPINIONS RELATED TO ALTERNATIVE BUSINESS OR TECHNICAL MODELS ARE ACCEPTABLE, PROVIDED THE INFORMATION IS NON-CONFIDENTIAL.
- o DISCUSSIONS RELATED TO CORPORATE STRUCTURE, ORGANIZATIONAL DESIGN AND PROCESSES, AND GENERALLY HOW DECISIONS ARE MADE, ARE WITHIN ACCEPTABLE LIMITS OF DISCUSSION PROVIDED THAT THESE DISCUSSIONS ARE LIMITED TO NON-CONFIDENTIAL INFORMATION.
- o IF AN INDIVIDUAL HESITATES TO ANSWER, OR OTHERWISE EXPRESSES CONCERN REGARDING THAT CONFIDENTIALITY STATUS OF THE INFORMATION, WE DO NOT PRESS THE INDIVIDUAL FOR AN ANSWER. THIS IS APPLICABLE EVEN IF YOU THINK THE INFORMATION REQUIRES ONLY A NON-CONFIDENTIAL ANSWER.
- o ANY INFORMATION WE RECEIVE THAT IS NOT CLEARLY WITHIN THESE GUIDELINES, SHOULD BE SHARED WITH THE APPROPRIATE BR LEGAL ATTORNEY PRIOR TO ANY FURTHER DISCUSSION WITHIN BR, INCLUDING PRESENTATION WITH MANAGEMENT TEAMS. THIS WILL ALLOW US TO ASSESS THE NATURE OF THE INFORMATION TO DETERMINE WHETHER IT IS APPROPRIATE TO FURTHER COMMUNICATE THE INFORMATION INTERNALLY.

SECTION 6 – DEFINITION OF TRADE SECRET

WHAT IS "PROPRIETARY INFORMATION" OR A "TRADE SECRET"?

"PROPRIETARY INFORMATION" AND "TRADE SECRET" ARE INTERCHANGEABLE TERMS THAT DESCRIBE ANY INFORMATION USED IN ONE'S BUSINESS THAT REPRESENTS A COMPETITIVE ADVANTAGE AND THAT IS KEPT CONFIDENTIAL BY THAT COMPANY. NOT ALL CONFIDENTIAL INFORMATION IS PROPRIETARY, SUCH AS ORGANIZATION STRUCTURE. FOR GUIDANCE, FOLLOWING ARE EXAMPLES OF INFORMATION THAT BR CONSIDERS TO BE PROPRIETARY. PROPRIETARY INFORMATION (OF COMPETITORS) MAY INCLUDE, BUT IS NOT LIMITED TO, THE FOLLOWING:

- MARKETING AND ADVERTISING PLANS
- SPECIFIC AREAS OF RESEARCH AND DEVELOPMENT (UNLESS REVEALED PUBLICLY THROUGH EXTERNAL RESEARCH, INTELLECTUAL PROPERTY, OR OTHER PUBLIC DISCLOSURE).
- PROJECT AND/OR INITIATIVE WORK, TIMELINES
- PRODUCT FORMULATION, FUNCTIONALITY OR OTHER CHARACTERISTICS
- PROCESSING METHODS,
- TESTING AND EVALUATION PROCEDURES AND/OR RESULTS
- PRICING, COST AND PROFIT FIGURES
- CONSTRUCTION PLANS
- OTHER CONFIDENTIAL INFORMATION

THE LAW PROTECTS PROPRIETARY INFORMATION SO LONG AS THE OWNER TAKES APPROPRIATE STEPS TO MAINTAIN

THEIR CONFIDENTIALITY. ONCE THE PROPRIETARY INFORMATION IS SHARED OR DISCLOSED WITHOUT APPROPRIATE PROTECTION, THE INFORMATION HAS ENTERED THE PUBLIC DOMAIN AND LOSES ITS PROTECTED STATUS; THUS, IN PRINCIPLE BR CAN COLLECT IT, PROVIDED IT IS NOT COMMERCIALY SENSITIVE INFORMATION FROM SHARED COMPANIES AS PART OF AN INFORMATION EXCHANGE SCHEME). THIS KIND OF SCHEME CAN AFFECT GENUINE COMPETITION IN THE MARKET. NOTE THAT CONFIDENTIAL INFORMATION, EVEN IF NOT PROPRIETARY, SHOULD NOT BE SHARED (DIRECTLY OR INDIRECTLY) BETWEEN CLIENTS AND CLIENTS' COMPETITORS.