

**Code of Conduct:
Guideline for association work,
Instructions for acting in conformance with antitrust laws
in the PROFIBUS Nutzerorganisation e.V.**

Preamble

The PROFIBUS Nutzerorganisation e.V. (PNO) has the statutory purpose of managing activities for standardization and international dissemination of the communication systems for industrial automation that it supports. Within this framework, the PNO forms a platform for active and diverse association work. With this it creates value for member companies and promotes business development. In doing so, the PNO is committed to the rule of law and an economic order based on competition. This includes consistent use of existing freedom of action and compliance with requirements of antitrust laws for association work of the PNO.

On March 7, 2007, the ZVEI Managing Board adopted clear, binding, and practically-oriented rules for association work that are assembled in the guideline "Hinweise für ein konformes Handeln im ZVEI" [Instructions for compliant acting in ZVEI]. This PNO guideline is based on the ZVEI guideline. This PNO guideline is aimed at all staff and volunteer body leaders and participants in the association work of the PNO. The association work takes place in the Business Office and the bodies. Bodies are the Board of Directors, Advisory Board, Committees, Project Groups, Working Groups, and all teams that were established by the named bodies. Association meetings are all activities and discussions held to accomplish the association work (for example, face-to-face meetings, phone conferences, and net meetings). Compliance with these rules is mandatory for all individuals taking part in PNO association work and ultimately also serves to protect the association and its members.

1. Invitation to association meetings

The elected or appointed leaders issue timely and official invitations to body meetings and enclose an as detailed as possible agenda with the invitation.

They ensure that the agenda and meeting documents are formulated without ambiguity and contain no items that raise antitrust concerns.

In case of doubt, the Board of Directors and Executive Directors are available for clarification or correction.

2. Association meetings

At each PNO meeting, the leader of the body or the meeting leader appointed by him is present at all times.

The body leaders or their appointed meeting leaders (hereinafter referred to as “meeting leader”) are responsible for compliance with the formal and proper meeting procedure (with agenda and minutes taking).

They instruct the participants on behavior conforming to antitrust laws at the start of the meeting. For regularly held meetings with the same group of participants, this instruction is not given at every meeting but rather at appropriate intervals.

They ensure that the agenda is not deviated from. If participants request this nevertheless, the meeting leader brings about a formal decision regarding this change and records this decision in the minutes.

The meeting leader and/or the meeting participants shall object to new agenda items if there is an impression that these items raise antitrust concerns or if there is no formal change decision. The meeting participants shall demand that the deviation from the agenda and their objection are recorded in the minutes.

3. Meeting minutes

The meeting leaders prepare correct, complete, and accurate minutes of association meetings, including the decisions made there, in accordance with applicable regulations, e.g., “Guidelines for the Committees and Project Groups/Working Groups of PROFIBUS Nutzerorganisation e.V. (PNO), (TC/WG Guidelines)”.

The meeting participants shall raise an objection if they notice that notes are not being taken.

The meeting participants can additionally take notes.

The meeting leaders ensure that the formulations in the minutes are unambiguous and clear.

The minutes of association meetings are sent promptly to all meeting participants.

The meeting participants review the minutes upon receipt for correct reporting of the meeting and its decisions. They advise the PNO without delay of incomplete or incorrect minutes, especially concerning topics relevant to antitrust laws, and demand a correction.

4. Behavior in association meetings

The meeting leader ensures that no impermissible decisions, agreements, discussions, or spontaneous statements concerning topics relevant to antitrust laws occur during the association meeting.

The meeting leader points out behavior not conforming to antitrust laws to meeting participants without delay.

The meeting leader shall break off the discussion or, if necessary, adjourn the entire meeting if clarification regarding antitrust laws is needed to determine whether the discussion and/or its content is legally permissible.

The meeting participants should demand the break off of a discussion or adjournment of a meeting if they have concerns regarding its legality. This demand must be recorded in the minutes.

Meeting participants shall exit the meeting if a discussion that raises antitrust concerns continues. The exiting of a meeting participant in such a case must be recorded in the minutes with name and time of departure.

5. Market information procedures

Market information procedures and other statistics are only permissible if they are officially carried out by the PNO or another neutral body that publishes only anonymized, non-identifiable aggregated overall data.

The PNO ensures that the market information procedures carried out by it comply with legal requirements. The PNO will establish the conditions and requirements for each market information procedure it carries out.

The communication of company-related data as part of market information procedures must follow the procedure designated for that purpose and must not take place in association meetings.

6. Permissible topics in an association meeting

Within the scope of association meetings, companies may generally exchange information concerning their respective range of topics. As a general rule, this includes:

- General economic data
- Current draft laws and their consequences for member companies as a whole
- Discussions about lobbying activities of the PNO
- Preparation of a sector overview

- Joint development of technical standards according to the decisions of the Advisory Board and in observance of the basic conditions relating to antitrust laws
- Introduction of new marks of the PNO according to decisions of the Board of Directors
- Other non-competitively sensitive information

For development of technical standards (including technical norms), the members will establish the basic conditions relating to antitrust laws for the specific situation in advance. For "safe harbor", the following is generally required:

- Limitation to what is needed to realize compatibility/interoperability/safety
- Open, transparent, and non-discriminatory procedure for preparing and adopting the standard or norm
- Orientation towards objective technical requirements and not towards competitive implications when preparing the standard or norm
- Accessibility of the standard or norm to all interested parties under reasonable and non-discriminatory conditions
- No obligation to comply with the standard or norm

7. Impermissible topics in an association meeting

Within the scope of association meetings, companies generally must not exchange information concerning topics that violate antitrust laws and so-called secret competition and that involve company-internal information or data. This includes:

- Information on prices, price components, discounts, pricing strategies, and price calculations as well as planned price changes
- Delivery and payment terms from contracts with third parties
- Information on company strategies and future market behavior
- Information on business opportunities and customers
- Information on profits, profit margins, costs, market shares, and planned investments, unless these are public
- Information on research and development plans
- Coordination of quotations against third parties
- Division of markets or sources of supply in terms of space and personnel
- Explicit or implicit agreement regarding boycotts and refusals to supply or purchase aimed at particular companies
- Other competitively sensitive information

8. Position papers and press releases

The PNO ensures that its position papers and press releases contain no formulations that intentionally or unintentionally suggest agreements, uniform behavior, or corresponding recommendations of the PNO or its member companies.

Permissible formulations are:

- Objective reporting of the market situation and market trends
- Representation of alternative possible reactions without favoring any particular reaction

9. Admission and denial of new members

The PNO is basically free to make its own decision regarding new members.

However, the PNO will, of course, respect any claim admission of a company that wants to become a member of the PNO.

The PNO has set forth detailed requirements in its statutes for membership.

The PNO may deny admission to the PNO of applicant companies that do not meet the admission criteria in the statutes. The admission denial must not be discriminatory, such as if another comparable company has already been admitted even though it did not meet the admission criteria.

The PNO may deny admission to the PNO and its organizations to an applicant company in exceptional cases if its admission

- would damage the reputation of the PNO,
- would cause significant strife within the PNO, or
- would result in a threat of many members leaving the PNO.

The PNO may not deny admission to an applicant company for the sole reason that existing members disagree with its admission.

10. Declarations of self-imposed obligation

In certain areas, the PNO may develop declarations of self-imposed obligation of member companies that are permissible according to antitrust laws, that is, if:

- this serves the achievement of a recognizable goal (e.g., environmental and consumer protection),
- consumers have a significant stake in the resulting expected benefits,
- the declaration of self-imposed obligation is the economically most favorable way to permissible goal achievement,

- the self-obligation is also open to third parties (that do not belong to member companies),
- the freedom of action of the parties involved is not overly restricted,
- the market access of potential competitors is not hindered, and
- the self-obligation does not cause any noticeable constraint on competition.

Self-imposed obligations being considered shall be reviewed with respect to antitrust laws on a case-by-case basis prior to their adoption.

Questions?

The Board of Directors and the Executive Directors are available to all body leaders and participants to answer questions about this guideline. They should also be consulted for advice whenever there is doubt about the permissibility of a course of action or topic that comes up before or during an association meeting and must be informed about identified or suspected violations. If required, the Board of Directors or Executive Directors will employ legal counsel.

(Place, Date) (Signature)

This document, which is titled "Code of Conduct: Guideline for association work, Instructions for acting in conformance with antitrust laws in the PROFIBUS Nutzerorganisation e.V.", was issued by the Board of Directors and Advisory Board of the PROFIBUS Nutzerorganisation e.V., Karlsruhe, Federal Republic of Germany, on February 18, 2014, and was ratified at the General Assembly Meeting on April 7, 2014.