



## Antitrust Compliance Program Guidelines

It is the policy of SP to comply fully with the antitrust laws applicable to trade association activities. The Sherman Act and other applicable antitrust laws are intended to promote vigorous and fair competition and to combat various restraints of trade.

In furtherance of this policy, the SP Executive Office periodically consults with legal counsel.

Each person who is a SP member or who is employed by a corporate member of SP and who participates in SP activities has a responsibility to his employers, to himself, his family and to SP to avoid any improper conduct from an antitrust standpoint. The following guidelines will assist in meeting this responsibility:

1. SP meetings and discussions are, in general, to be industry-promotion, industry-issue, industry-development or technically oriented. Subject to the above and the advice of SP legal counsel, discussions may generally cover industry product developments on a generic basis, advancing “technical know-how,” improving productivity and efficiency, historical market data on a general (i.e. non-specific company) basis, and regulatory or legal industry-wide issues, policies of federal and state law enforcement bodies, and federal or state laws or pending legislation important to industry.
2. In view of antitrust considerations (both civil and criminal) and to avoid any possible restraints of competition, the following legally sensitive subjects as to a given company or its competitors must be avoided during any discussion between competitors:
  - (a) Future marketing plans of individual competitors should not be discussed between competitors;
  - (b) Any complaints or business plans relating to specific customers, specific suppliers, specific geographic markets or specific products, should not be discussed between competitors; agreements between competitors to allocate markets (customers or products) are illegal under antitrust laws; agreements between competitors to refuse to deal with a supplier or a customer are illegal under antitrust laws;
  - (c) Purchasing plans or bidding plans should not be discussed (except privately between two parties with a vertical commercial relationship such as supplier and customer);
  - (d) Current and future price information and pricing plans, bidding plans, refund or rebate plans, discount plans, credit plans, specific product costs, profit margin information and terms of sale should not be discussed between competitors. All of the above are elements of competition; and
  - (e) Any question regarding the legality of a discussion topic or business practice should be brought to the attention of SP legal counsel or a company’s individual legal counsel for legal advice.