



5 March 2014

CLEPA
THE EUROPEAN ASSOCIATION OF AUTOMOTIVE SUPPLIERS
COMPETITION AND ANTITRUST POLICY

1. CLEPA Position

The CLEPA member companies' business is the development, production and supply of automotive technologies, services, parts and components to vehicle manufacturers and the aftermarket. As a European trade association CLEPA's purpose is to promote the interests of its members and to facilitate their respective aims and objectives and activities. CLEPA is determined to carry out this role and its related activities diligently and with the utmost integrity, solely through legitimate means and to maintain policies and procedures which will ensure against any violation of applicable laws particularly antitrust laws. This policy statement (the "Policy") encompasses the corresponding principles and procedures which shall govern CLEPA's role and its activities.

2. Reminder of Relevant Antitrust Rules

The most important antitrust statute relating to the association's activities is Art. 101 of the Treaty on the Functioning of the European Union which prohibits "*agreements between undertakings, decisions by associations of undertakings and concerted practices, which have as their object or effect the prevention, restriction or distension of competition*".

The antitrust laws in most countries which may have jurisdiction over CLEPA and its members differ only in detail and in each case prohibit as anticompetitive, in particular, agreements and concerted practices between two or more competitors that cover prices or price elements, allocation of customers, allocation of geographic markets, quantities in production and supply or capacities. In addition, agreements between suppliers and customers, such as exclusive supply or purchase commitments, territorial limitations, agreements on resale prices and other limitation of sales to specified customers or classes of customers, are also prohibited and/or restricted in many countries by the relevant anti-trust rules.

3. The Principles of Compliance

3.1. General Rule

CLEPA shall comply fully with all applicable laws and in particular shall ensure that its activities do not lead to any violations of relevant antitrust laws.

In support of this Policy, the CLEPA Executive shall be diligent to ensure that all new programmes and activities of CLEPA or changes in existing programmes and activities do not generate any antitrust violations, where necessary, any such programmes or activities that are proposed shall be referred to CLEPA's legal advisors for review. This approach shall also apply to the establishment, terms of reference and conduct of CLEPA's Working Group's, Committees and meetings.

3.2. Restricted and/or Prohibited Activities

CLEPA adopts a zero tolerance approach toward and will not condone, support or facilitate in any way any agreements and concerted actions between competitors which infringe applicable antitrust laws such as:

- Price fixing (including fixing of price components, etc.);
- Fixing of market relevant trading conditions;
- Allocation of products and/or geographic markets;
- Allocation of customers;
- Joint distribution / joint purchasing;
- Production and capacity.

3.3. Exchange of Information

The programmes and activities of CLEPA may involve the collection and analysis of information from its members where there are legitimate objective reasons for such work, for example, to analyse industry trends or to canvass opinions on pending legal or regulatory developments.

The collection and analysis of such information will be undertaken by CLEPA staff and not its members and only after consultation with CLEPA's legal advisors.



Any dissemination of information shall be undertaken in a manner that prevents the disclosure of market sensitive information between competitors which could give rise to an agreement or concerted practice between competitors which infringes anti trust laws.

CLEPA will ensure where necessary that information collected is aggregated and anonymised before disclosure and that, the disclosure of market sensitive information including but not limited to:

- strategies, supplier selection;
- sales prices, rebates, market relevant sales conditions;
- sales and production;
- capacity, capacity utilisation and production costs; and
- investments and price relevant cost factors.

which identifies specific members, customers or transactions does not occur.

CLEPA will not condone, facilitate or support members who seek the collection, analysis and dissemination of information by or through CLEPA for any illegitimate purposes or which would constitute a breach of anti trust laws.

Market Studies

In order to ensure compliance with applicable anti trust laws, in conducting market studies, benchmarking and similar activities, CLEPA shall not allow the attribution of specific information to a specific member company customer or transaction.

- Sensitive information will be published in aggregated form;
- Information shall always be collected from at least 5 different member companies and competitors; and
- Information shall be anonymised so that individual companies or customers shall not be capable of identification.

Benchmarking

Before undertaking any benchmarking exercise CLEPA will undertake an anti-trust self-assessment, that shall be recorded for audit purposes.



Where CLEPA undertakes or assists in benchmarking exercises and competitors are taking part in such benchmarking, CLEPA will adopt the principle that market-sensitive data shall only be benchmarked, if such data is

- derived from at least 5 companies,
- aggregated and anonymised; and
- historic in nature (i.e. more than 12 months old)

CLEPA shall not undertake or facilitate direct benchmarking between competitors nor frequent benchmarking if it involves market sensitive data and if identification of the individual member companies in question is facilitated.

3.4. Recommendations

CLEPA shall not make any recommendations on pricing or other market sensitive terms.

Recommendations of CLEPA shall not be binding on individual members.

Recommendations of CLEPA shall not constitute or lead to agreements or concerted practices amongst competitors.

4 Compliance Procedures

The following procedures shall apply to the activities of CLEPA and its Working Groups and Committees:

- Prior to the initiation of any activity or programme and any members' participation therein the approval of the CLEPA Executive and if necessary its legal advisor as to its compliance with applicable anti trust laws shall be required;
- Any Working Group or Committee established to undertake any activity or programme on behalf of CLEPA (which may or may not include CLEPA member representatives) shall have a CLEPA staff member appointed to oversee the activities of that Working Group or Committee. Any meetings of such Working Groups or Committees shall wherever practicable include



the relevant appointed CLEPA staff member responsible for such activity or programme and shall always have a duly appointed Chair;

- All meetings or discussions or debates whether to be conducted in person or by telephone or video conference or other media ('meeting') shall have a written agenda which shall be approved in advance by the relevant appointed CLEPA staff member and the Chair of the meeting, shall set out in reasonable detail the purpose of the meeting and all matters to be discussed and shall be made available to all participants before the meeting;
- A reminder of the CLEPA Competition and Anti Trust Compliance Policy and the need for complete adherence to it by all participants shall be the first agenda item at every meeting and wherever practical copies of the Policy shall be available for reference at every meeting;
- All meetings shall be minuted accurately and completely and the minutes of the meetings shall require the approval of the Chair prior to their circulation to the members; The minutes of all meetings shall be provided to the relevant appointed CLEPA staff member.
- It shall be a condition of participation in any CLEPA activity or programme including any Working Groups or Committees and attendance at any meetings thereof undertaken by CLEPA that participants have received a copy of the Policy, have received approved training in relation to it or have read and accepted the CLEPA Competition Compliance Anti-trust Policy .

5. Communication and Training

5.1 Communication

This Policy shall be circulated to all CLEPA staff and made available to all CLEPA's members via the CLEPA Web Site and/or other appropriate media.

Copies of the Policy shall be placed in visibly prominent positions in all CLEPA offices and meeting rooms



Copies of the Policy shall be provided to all participants in CLEPA activities or programme including all participants in any Working Groups or Committees.

5.2 Training

All CLEPA staff and members' representatives participating in any CLEPA activity or programme including those participating in any Working Group or Committee and attendees at any meetings thereof shall be required either (i) to undergo approved training in relation to the Policy or (ii) declare that they have read and accept the CLEPA Competition compliance Anti-trust Policy Statement and shall comply fully with the Policy.,

Approved training shall be in a standardised form validated by CLEPA's legal advisor or the LAG and may consist of face to face training, webinars or e-learning via the CLEPA web site;

A register shall be compiled and maintained to ensure that all participants in CLEPA activities and programmes are fully familiar with and have been trained in relation to this Policy

6. Common Responsibility

- CLEPA shall take all appropriate measures to ensure its activities and programmes are in compliance with this Policy.
- The relevant appointed CLEPA staff member shall ensure that Working Groups and Committees are established in accordance with this Policy and will endeavour to ensure that they conduct their business and meetings in accordance with this Policy.
- The relevant appointed CLEPA staff member shall be entitled to stop any activity including any meeting that is not fully compliant with this Policy and shall report immediately any suspected compliance issues to the CLEPA Executive and/or its legal advisor.



- The Chair of Working Groups and Committees shall support the relevant appointed CLEPA staff member in ensuring that the activities of such Working Groups and Committees including in particular the convening and conduct of any meetings are in full compliance with this Policy.

Notwithstanding the foregoing it is the responsibility of each CLEPA member to ensure that it and its representatives when involved in the activities of CLEPA:

- shall not undertake any activity which is an infringement of applicable competition law or anti-trust rules, including entering into any prohibited agreements or exchanges of market sensitive information with competitors;
- shall fully comply with the CLEPA Competition Law and Anti-trust Policy and avoid any activity which is non-compliant e.g. attending informal meetings with competitors without an approved detailed agenda;
- shall support the relevant appointed CLEPA staff member and Working Group and Committee Chairs in ensuring the CLEPA Competition Law and Anti-trust Policy is complied with in full;
- shall be vigilant and protest any conduct or behaviour which is an actual or potential infringement of the CLEPA Competition Law and Anti-trust Policy

Compliance with this Policy is a condition of membership of CLEPA.



APPENDIX

CLEPA'S COMPETITION LAW and ANTITRUST COMPLIANCE Do's and Don't's