

## Hamilton Sundstrand Corporation Guidelines on Trade Associations

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1. HS participation in trade associations\* shall be limited to those associations that are involved in governmental and regulatory matters, setting industry standards, and addressing safety and related issues.
2. Participation in trade associations shall be limited to senior management, engineering and technical associates, and product managers. Sales and marketing associates with direct customer contact and customer support and field representatives are prohibited from participating in trade associations unless participation is pre-approved by a senior business executive and the HS General Counsel.
3. There must be a written agenda provided in advance of each trade association meeting attended by an HS employee. The Legal Department should review the agenda before the meeting.
4. The trade association must keep minutes and provide them to the HS representative in a timely manner.
5. Participants in trade associations and meetings with competitors must abide by HS's Trade Association DOs & DON'Ts policy. If attendees begin to discuss matters that would not normally be shared with competitors and that might adversely affect robust competition, the HS employee should immediately leave the meeting and promptly report the incident to the Legal Department.
6. Random debriefings of attendees shall be conducted by the Legal Department.

\* A trade association is an association of business organizations engaged in similar fields formed to advance their interests, including lobbying governments and regulatory agencies, addressing safety issues, and developing and maintaining standards within their industry.

**Trade Association  
DOs & DON'Ts**

These *DOs & DON'Ts* are intended to assist Hamilton Sundstrand officers and employees worldwide to comply with Section 3 of the UTC Corporate Policy Manual, *Antitrust Compliance*, when participating in trade associations as representatives of HS. The HS Legal Department should approve any deviation from these guidelines in advance. For the purposes of these *DOs & DON'Ts*, trade associations include industry associations, professional associations, and other associations and organizations in which HS and its competitors participate.

Questions should be directed to the HS Legal Department.

<i><b>DO</b></i>	<i><b>DON'T</b></i>
<b>DO</b> participate in trade associations connected with our business that perform useful, legitimate and pro-competitive functions if your participation has been approved in advance by your management.	<b>DON'T</b> participate in any trade association without the prior approval of your operating company's management.
<b>DO</b> remember that UTC must make its own decisions on, and not discuss with competitors, offering and selling its products and services, at what prices and on what other terms and conditions.	<b>DON'T</b> discuss or agree (in writing, orally, or through non-verbal actions) with competitors about: <ul style="list-style-type: none"> <li>Customers, suppliers, or other competitors;</li> <li>Prices, pricing or methods of calculating prices, or the timing of price changes;</li> <li>Costs of products or services, margins or discounts;</li> <li>any terms and conditions of sale or purchase (e.g., credit terms, payment terms, promotion programs, discounts, service charges, delivery terms);</li> <li>decisions to quote or not to quote on products, components, spare parts, or services;</li> <li>sales territories;</li> <li>product or service offerings;</li> <li>sales volumes, production capacity or volume;</li> <li>market shares; and</li> <li>non-public investment decisions, research and development spending, or technology.</li> </ul>

<p><b>DO</b> participate in trade associations that have a written charter that clearly states the mission and purpose of the association. <b>DO</b> review the association's charter with the Legal Department.</p>	<p><b>DON'T</b> participate in a trade association without written charter that clearly states a legitimate (pro-competitive) mission and purpose for the association and prohibits any anti-competitive activities and discussions. <b>DON'T</b> participate in an association that does not carefully follow the legitimate purposes established in a written charter.</p>
<p><b>DO</b> participate in trade associations that focus on legitimate and proper subjects, such as discussing safety improvements, efforts to support pro-consumer government regulations, and code adoption and modifications.</p>	<p><b>DON'T</b> have any formal or informal communication, whether during or after business hours, with any competitor about the prohibited subjects outlined above.</p>
<p><b>DO</b> be certain at all times that any meetings or discussions focus only on pro-competitive activities, such as improving product safety, the adoption of codes, changes to existing codes, and adopting national or local laws that have pro-consumer impact (e.g., tort reform).</p>	<p><b>DON'T</b> participate in trade associations or any other meeting with competitors where the purpose, intent or effect is anti-consumer or to limit competition.</p>
<p><b>DO</b> obtain an agenda before each trade association or committee meeting and <b>DO</b> attend only if the agenda items cover proper subjects for discussion among competitors.</p>	
<p><b>DO</b> object immediately if a prohibited subject is raised at trade association meetings or elsewhere and, if the prohibited conduct continues, <b>DO</b> state your reasons for leaving emphatically, <b>DO</b> take some action which others will remember (e.g., spill your coffee, knock over your chair), <b>DO</b> depart immediately, and <b>DO</b> contact your Legal Department promptly.</p>	<p><b>DON'T</b> participate in a conversation or communication with any competitor if that competitor starts to discuss any of the topics prohibited above. <b>DON'T</b> let others infer or assume your assent or agreement to any anti-competitive statements from your conduct or by your silence.</p>
<p><b>DO</b> obtain information within the trade association only when such information promotes the legitimate purposes of the association as noted above.</p>	<p><b>DON'T</b> provide any information within the trade association on a prohibited subject (outlined above). <b>DON'T</b> provide any marketing information without prior review and approval by your Legal Department.</p>
<p><b>DO</b> recommend that the association provide training once a year to its members on the limitations of competitive discussions and activities. <b>DO</b> request the trade association to issue antitrust compliance guidelines.</p>	<p><b>DON'T</b> participate in any trade association that does not provide antitrust compliance guidelines unless your Legal Department has reviewed your participation.</p>

<b>DO</b> send copies of agendas, minutes of meetings, and trade association correspondence to the Legal Department.	
<b>DO</b> make notes at each meeting for yourself and <b>DO</b> make the notes available to the Legal Department for future reference.	
<b>DO</b> apply these same principles to discussions with competitors outside formal association meetings or activities, and discussions with third parties (e.g., consultants).	<b>DON'T</b> indirectly use third parties, including consultants and suppliers, to convey information to a competitor, which would be improper if said directly to the competitor.