

**UTC Power
Trade Association Guidelines**

1. President and General Counsel shall review UTC Power's participation in all trade, risk or industry association activities and meetings, including trade shows, to determine whether participation is necessary or beneficial for business reasons, and whether participation poses undue antitrust risk.
2. Director, Government Business Development, after consultation with President and/or General Counsel, shall effect UTC Power's withdrawal from those associations and activities that are not business-justified or that pose undue antitrust risk.
3. The following policies and procedures shall govern participation in trade association activities and other meetings with competitors (excepting legitimate supplier-buyer negotiations and contracting):
 - A. There must be a written agenda provided in advance of the meeting. General Counsel, Counsel or Assistant Counsel should review the agenda before the meeting.
 - B. The association must keep minutes and provide them to the UTC Power representative in a timely manner.
 - C. Participation should generally involve employees in charge of health, safety, environmental, code or regulatory matters.
 - D. All other employees must receive approval from President and General Counsel before attending. Normally, sales and marketing personnel should not attend meetings with competitors. When they do so, General Counsel may require participation by an attorney.
 - E. Participants in meetings with competitors must abide by UTC Trade Association DOs & DON'Ts policy, which is attached hereto as Attachment I, as amended from time to time. If attendees begin to discuss matters that would not normally be shared with competitors and that might adversely affect robust competition, the UTC Power employee should immediately leave the meeting. The employee should report promptly to General Counsel.
 - F. In the discretion of General Counsel, participants in meetings with competitors and other employees may be required to complete and submit the Certification Regarding Antitrust Compliance, attached hereto as Attachment II.

President and General Counsel shall review and update the foregoing policies and procedures, as necessary.

Attachment I

Trade Association DOs & DON'Ts

These *DOs & DON'Ts* are intended to assist UTC officers and employees worldwide to comply with business unit Legal Policy 3, *Antitrust Compliance*, when participating in trade associations as representatives of UTC. Any deviation from these guidelines should be approved in advance by the business unit Legal Department. For the purposes of these *DOs & DON'Ts*, trade associations include industry associations, professional associations, safety codes and standards committees, and other associations and organizations in which UTC and its competitors participate.

Questions should be directed to your business unit lawyer.

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

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

<p>DO recommend that the association provide training once a year to its members on the limitations of competitive discussions and activities. DO request the trade association to issue antitrust compliance guidelines.</p>	<p>DON'T participate in any trade association that does not provide antitrust compliance guidelines unless your Legal Department has reviewed your participation.</p>
<p>DO send copies of agendas, minutes of meetings, and trade association correspondence to the Legal Department.</p>	
<p>DO make notes at each meeting for yourself and DO make the notes available to the Legal Department for future reference.</p>	
<p>DO apply these same principles to discussions with competitors outside formal association meetings or activities, and discussions with third parties (e.g., consultants).</p>	<p>DON'T indirectly use third parties, including consultants and suppliers, to convey information to a competitor, which would be improper if said directly to the competitor.</p>