



<b>Antitrust Compliance</b>	
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1.0 PURPOSE / SCOPE

The objective of this policy is to define UTC Aerospace Systems (“UTAS”) policies regarding compliance with antitrust laws.

2.0 RESPONSIBILITY

This policy applies to the UTAS reporting entity, its business units, and all worldwide divisions and entities for which it has operational responsibility, so long as they are controlled by United Technologies Corporation (“UTC”) and/or its controlled affiliates.

UTAS's Vice President, General Counsel (Aircraft Systems) and Vice President, General Counsel (Power Controls and Sensing Systems) jointly own this policy. All waivers and changes require prior approval of the owners. Contact the UTAS Legal Department for all questions regarding this policy.

3.0 REFERENCES

- UTC Corporate Policy Manual, Section 3, Antitrust Compliance
- UTC Antitrust Guide for Employees
- UTAS Trade Association & Trade Show - Business Unit Guidance (Attachment 1)
- UTAS Trade Association and Trade Show – Business Unit Counsel Guidance (Exhibit 1)
- UTAS Trade Association and Trade Show DOs and DON'Ts (Exhibit 2)

4.0 DEFINITIONS/ ABBREVIATIONS

None

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## 5.0 REQUIREMENTS

UTAS and its employees will strictly comply with all applicable antitrust laws, UTC Corporate Policy Manual, Section 3 (Antitrust Compliance) and UTC's Antitrust Guide for Employees.

Because membership in trade associations and participation in trade shows typically involve contact with competitors, any such membership or participation must be conducted in accordance with the UTAS Trade Association and Trade Show - Business Unit Guidance attached hereto as Attachment 1. In addition, such membership or participation will be overseen by the UTAS Legal Department as further described in the UTAS Trade Association and Trade Show – Business Unit Counsel Guidance, attached hereto as Exhibit 1. Participants in Trade Associations and Trade Shows (and, in general, all meetings with competitors) must abide by UTAS's Trade Association DOs and DON'Ts (Exhibit 2).

## 6.0 SUPERSEDED DOCUMENT(S)

None

Attachment 1**UTC Aerospace Systems (UTAS)****Trade Associations and Trade Shows – Business Unit Guidelines**

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**Definitions:**

“**Trade Association**” is any organization of individuals or companies in a specific business or industry in which UTAS or its business units compete that holds periodic meetings or events in which competitors participate. It DOES NOT include professional associations, trade unions or guilds to which an individual belongs.

“**Trade Show**” is a meeting or event associated with an industry at which UTAS and one or more of its competitors are present. As relevant here, a Trade Show takes place no more than once a year and does not require membership in a Trade Association in order to participate.

“**Employee Representative**” is an employee representing UTAS in Trade Associations and/or Trade Shows.

Consult the Business Unit Counsel or UTAS Legal Department in the event of any uncertainty with respect to whether a particular organization or event is covered by this guidance.

**Guidelines****A. Trade Associations - Membership:**

1. All Trade Association memberships shall be approved in advance by the Business Unit Counsel in accordance with the UTAS Business Unit Counsel Guidelines on Trade Associations and Trade Shows attached hereto as Exhibit 1.
2. UTAS may participate in Trade Associations that are involved in governmental and regulatory matters, setting industry standards, and addressing safety and related issues.
3. Each UTAS Business Unit shall maintain a list of its approved Trade Associations and shall provide a copy thereof to the Business Unit Counsel.



## Attachment 1 (continued)

4. Business Unit Counsel will review Business Unit Trade Association activities from time to time to determine compliance with these guidelines and whether existing memberships continue to be appropriate.

### **B. Trade Association and Trade Shows - Employee Representatives:**

1. All Employee Representatives shall be approved by the Business Unit Counsel prior to attending any meetings or events.
  - a) Employee Representatives candidates should generally be limited to employees responsible primarily for regulatory (e.g. codes and standards), health, safety, environmental, product design, installation, and technical or engineering compliance to the extent possible.
  - b) Employee Representatives candidates must have successfully completed two of the following Business Practices Education Center on-line training modules within the previous 24 months:
    1. Antitrust VIII: Trade Associations, and either Antitrust: Overview, or Antitrust: Talking with your competitors.
    2. Employee Representative candidates in the European Union, should complete Antitrust VIII: Trade Associations, EU Competition and EU Competition: dealing with competitors
    3. Employee Representative candidates must complete IPY 250: Intellectual Property: Overview.
2. Each UTAS Business Unit shall maintain a current list of Employee Representatives, and shall periodically provide a copy thereof to the Business Unit Counsel.
3. UTAS Business Units shall, with assistance from their respective Business Unit Counsel, provide Employee Representatives with additional Antitrust and Intellectual Property Protection training.

### **C. Trade Association and Trade Shows – Meetings and Events**

1. Each Employee Representative must obtain a written agenda in advance of each Trade Association meeting and provide it to the Business Unit Counsel for review at least two (2) weeks before the meeting.



Attachment 1 (continued)

2. The Trade Association must keep meeting minutes and provide them to the Employee Representative in a timely manner. The Employee Representative shall provide a copy thereof to the Business Unit Counsel for review within one week of receipt. The Employee Representative should take meeting notes, provide them to BU Counsel and assist in the review/verification of the meeting minutes as needed.
  
3. Participants in Trade Associations and Trade Shows (and, in general, all meetings with competitors) must abide by UTAS's Trade Association DOs & DON'Ts (Exhibit 2). If attendees begin to discuss matters that would not normally be shared with competitors and that might adversely affect robust competition or otherwise might be prohibited by Antitrust laws, the Employee Representative should immediately leave the meeting stating why he or she is leaving the meeting (making that exit as conspicuous as possible), document the incident and promptly report the incident to the Business Unit Counsel or UTAS division General Counsel.

Exhibit 1**UTC Aerospace Systems (UTAS)****Business Unit Counsel Guidelines on Trade Associations and Trade Shows**

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**Definitions:**

**“Trade Association”** is any organization of individuals or companies in a specific business or industry in which UTAS or its business units compete that holds periodic meetings or events in which competitors participate. It DOES NOT include professional associations, trade unions or guilds to which an individual belongs.

**“Trade Show”** is a meeting or event associated with an industry at which UTAS and one or more of its competitors are present. As relevant here, a Trade Show takes place no more than once a year and does not require membership in a Trade Association in order to participate.

**“Employee Representative”** is an employee representing UTAS in Trade Associations and/or Trade Shows.

**Guidelines:****A. Trade Association Membership – Approvals**

Business Unit Counsel shall review and approve in advance membership in Trade Associations by its Business Unit following the guidelines described below:

4. UTAS may participate in Trade Associations that are involved in governmental and regulatory matters, setting industry standards, and addressing safety and related issues.
5. Business Unit Counsel shall review the necessity, purpose and business justification for joining the Trade Association and shall verify that the President or Vice President and General Manager of the Business Unit is in agreement with membership in the Trade Association.
6. Business Unit Counsel shall review the Trade Association By-Laws (or similar governing document), review a list of the Trade Association’s members (or a representative sample), and review a copy of the agenda and minutes for the Trade Association’s last three meetings. In addition, Business Unit Counsel shall obtain the



## Exhibit 1 (continued)

name and contact information of the Trade Association's attorney (or, if no attorney, an executive officer) and review the Trade Association's code of conduct and/or antitrust statement (if any).

Business Unit Counsel shall only approve the Trade Association if the Trade Association has legal counsel to advise it on antitrust law issues and the Trade Association has policies and procedures concerning antitrust. Any deviation from this requirement shall be cleared with the division General Counsel.

7. Business Unit Counsel shall maintain a list of approved Trade Associations and periodically provide a copy of the list to UTAS Antitrust counsel.

### **B. Trade Association and Trade Shows - Employee Representatives**

1. All Employee Representatives shall be approved by the Business Unit Counsel prior to attending any meetings or events. Employee Representatives should generally be limited to employees responsible primarily for regulatory (e.g. codes and standards), health, safety, environmental, product design, installation, and technical or engineering compliance to the extent possible. As part of the approval process, Business Unit Counsel will verify that the Employee Representative candidate has completed all training requirements.
2. Business Unit Counsel shall maintain a current list of Employee Representatives and periodically provide a copy to UTAS Antitrust counsel.
3. Business Unit Counsel shall assist the Business Unit in ensuring that each Employee Representative has received appropriate antitrust training prior to attending any Trade Association and Trade Show meetings, functions or events. Examples of appropriate training include in-person training by the Legal Department and the on-line training set forth in the UTC Aerospace Systems (UTAS) Trade Associations and Trade Shows – Business Unit Guidelines through the Business Practices Education Center. Also review of antitrust DOs and DON'Ts prior to each meeting or event is strongly recommended.



Exhibit 1 (continued)

**C. Trade Association and Trade Shows – Meetings and Events**

1. Business Unit Counsel must review the written agenda in advance of each Trade Association meeting, function or event to ensure appropriate topics/data are being covered. Unless otherwise approved by the Business Unit Counsel, the meeting, function or event must be for business reasons and not be strictly social or recreational in nature without a business meeting associated with it.
2. After each Trade Association meeting, function, or event, Business Unit Counsel shall review meeting minutes for consistency with the previously reviewed agenda, for accuracy and completeness, and to ensure appropriate topics and events were covered/recorded.
3. Business Unit Counsel shall review Business Unit Trade Association and Trade Show activities from time to time to ensure compliance with these guidelines.



Exhibit 2**Trade Association and Trade Show****DOs & DON'Ts**

These *DOs & DON'Ts* are intended to assist UTAS officers and employees worldwide to comply with Section 3 of the UTC Corporate Policy Manual, *Antitrust Compliance*, when participating in Trade Associations and Trade Shows as an Employee Representative. The UTAS Legal Department should approve in advance any deviation from these guidelines. Questions should be directed to the UTAS Legal Department.

**“Trade Association”** is any organization of individuals or companies in a specific business or industry in which UTAS or its business units compete that holds periodic meetings or events in which competitors participate. It DOES NOT include professional associations, trade unions or guilds to which an individual belongs.

**“Trade Show”** is a meeting or event associated with an industry at which UTAS and one or more of its competitors are present. As relevant here, a Trade Show takes place no more than once a year and does not require membership in a Trade Association in order to participate.

**“Employee Representative”** is an employee representing UTAS in Trade Associations and/or Trade Shows.

Exhibit 2 (continued)

<b>DO</b>	<b>DON'T</b>
<p><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 and the UTAS Legal Department.</p>	<p><b>DON'T</b> participate in any Trade Association without the prior approval of your operating company's management and the UTAS Legal Department.</p>
<p><b>DO</b> remember that UTAS must make its own independent decisions on whether to engage in, pursue or not to pursue business.</p>	<p><b>DON'T</b> discuss or agree (in writing, orally, or through non-verbal actions) with competitors about:</p> <ul style="list-style-type: none"> <li>• Customers, suppliers, or competitors;</li> <li>• Prices, methods of calculating prices, or the timing of price changes;</li> <li>• Costs of products or services, margins or discounts;</li> <li>• 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;</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 Trade 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 a Trade Association that does not carefully follow the legitimate purposes established in a written charter.</p>



Exhibit 2 (continued)

<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 (or becomes) 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, Trade Shows 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 drink, drop your phone or documents ), <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 Trade 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>



Exhibit 2 (continued)

<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.
<b>DO</b> disclose the existence of any known UTC issued patents that may cover standards or codes UTAS is advocating for.	<b>DON'T</b> disclose the existence of any UTC trade secrets or other proprietary information without the existence of a Non-Disclosure Agreement and prior review and approval by the Legal Department.
<b>DO</b> stop and ask if you suspect any non-US persons are in attendance at a Trade Association meeting where technical discussions will occur.	<b>DON'T</b> discuss any technical data with non-U.S. persons attending Trade Association meetings or Trade Shows without obtaining prior authorization from the International Trade Compliance (ITC) group. If you are not sure STOP and ASK your ITC focal.