

# Business Alliance to Scale Climate Solutions (BASCS): Anti-Trust Compliance Policy

Adopted by BASCS on Nov 22, 2021

The Members of BASCS believe that the objectives of the BASCS can best be advanced through collaborative efforts. BASCS and its Members acknowledge and understand that their activities must at all times be undertaken in compliance with all applicable laws and regulations, including but not limited to laws and regulations relating to antitrust and competition. These laws are intended to preserve and promote free, fair and open competition. Failure to abide by these laws can potentially have extremely serious consequences for the BASCS and its Members.

The policy of BASCS and its Members is therefore to conduct all of its activities in strict compliance with all applicable antitrust and competition laws, in order to facilitate legitimate pro-competitive and other activities that help advance the objectives of BASCS, but which excludes any prohibited activities.

It is against the policy of BASCS to sponsor, encourage or tolerate any discussion, communication of any kind, information sharing or agreement that would violate applicable antitrust or competition laws. Any discussion, communication of any kind or agreement relating to commercially sensitive information, including but not limited to the following, must therefore be strictly avoided at all times:

1. Do not engage in discussions that could result in (1) the allocation of customers or markets; (2) the fixing or stabilization of prices; (3) limitations on production; (4) boycotts of customers, suppliers or rivals; or (5) concerted actions that would competitively disadvantage other rivals or members of the BASCS.
2. Do not discuss proprietary or other competitively sensitive information with competitors. This would include:
  - a) prices, rates, credit terms or other terms of trade, pricing formulas or strategies, discount or rebate policies, targeted profit margins;
  - b) individual company bids or intentions to bid for particular products, procedures for responding to bid invitations, or specific contractual arrangements;
  - c) strategic R&D, production, or marketing or R&D plans that have not been publicly announced or that reveal targeted territories or customers;
  - d) past, present or projected production capacity levels or plans;
  - e) past, present or projected costs to procure, develop or manufacture products.
3. Do not discuss your firm's decisions regarding whether to target, work with, or not work with a customer, supplier, or other third party or the circumstances in which your firm will refuse to do deal with other companies;
4. Do not identify specific customers or transactions in discussing your firm's experiences or issues facing the industry.
5. Do not adopt standards unless they are based on objective criteria and designed to serve BASCS' mission.
6. Do not remain silent in a discussion, including at informal meetings, that goes beyond appropriate subjects; take affirmative steps to distance yourself from the inappropriate conduct by expressing disapproval and/or leaving the meeting.

7. Do not use words or terms that imply concerted action, such as “boycott.” Do not use “power” words like “destroy” or “dominate” or “control.”

No discussion, communication or agreement of this type should occur during, in or around the BASCS meetings or calls, whether written, oral, formal, informal, by act or omission, in social settings, or “off the record.” Each BASCS Member is required to stop any discussions that violate this policy and report any violations to its own appropriate counsel.

The following guidelines are designed to help participants avoid topics of anti-trust concern:

1. Do prepare and adhere strictly to written meeting agendas.
2. Do object to any meeting that seems problematic from an anti-trust perspective; if the problematic discussion does not stop, leave the meeting.
3. Do ensure that proposed policies or standards are based on objective criteria.
4. Do consult with legal counsel before proceeding with a proposed standard that may have the effect of excluding certain market participants from competing in the marketplace, or if you are not sure of the effect of a proposed standard.
5. Do consult with legal counsel regarding any conduct or discussions that you think might be inappropriate, and to ensure compliance with anti-trust law.

Each Member will ensure that its representative(s) who attend meetings of, or are otherwise involved with BASCS have received adequate training in compliance with anti-trust law with particular reference to dealings with competitors, including exchange of information, and have reviewed the BASCS’ Anti-Trust Compliance Policy.

A copy of this anti-trust compliance policy statement will be provided to all Members. This statement is a general guide only and all questions concerning anti-trust and competition law compliance should be referred to appropriate counsel.

## EXHIBIT B

# Non-Solicitation Policy

### **Purpose**

It is key to the success of the Business Alliance to Scale Climate Solutions ('BASCS') to have a healthy networking, dialogue and collaboration environment. In order to ensure such an environment for all of its members while protecting against unwanted sales pressure, BASCS maintains a strict non-solicitation policy. This policy makes clear specific practices that are permitted or prohibited, as well as the spirit and intent of the environment BASCS wants to maintain. In some cases there may be subjectivity, in which cases members shall rely on common sense and good behavior.

### **Applicability**

Unless otherwise specified this policy applies at all times when attending any BASCS event such as Member Meetings, Working Groups, or other events organized by BASCS, as well as when using or contributing to BASCS resources including on-line and off-line communication and marketing resources.

### **General Points**

- *Solicitation* is the practice of engaging another person, with urgency or being overly persistent in the request, with the purpose of obtaining business from a potential customer.
- *Networking* and *business development* should be friendly in nature and only with mutual agreement, always respecting other people's comfort with the situation.
- *Respect* should always be exercised by both providers and prospective customers (Buyers). Providers must be respectful of another person's interest in dialogues or meetings. Customers must be respectful of a provider who is doing their job, within the guidelines of this policy, to meet new people and introduce their perspectives on matters relevant to BASCS.
- Printed materials (business cards, literature, branded gifts, etc.) may only be distributed according to the rules of an event (Member meetings, Working Groups, etc.).
- No organized event (meal, reception, networking activity, etc.) may be held on location of any BASCS event unless pre-approved by the BASCS Council.

### **Complaints, Resolution and Consequences**

A Member may report any activity they feel is in conflict with this policy by contacting BSR and/or a participant in the BASCS Council.

Violations of this policy can result in loss of privileges or cancellation of membership in accordance with the BASCS' Operating Charter.

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*\*This non-solicitation has been adapted from the International Association of Outsourcing Professionals' (IAOP) Non-Solicitation Policy.*