

AVERE | Charter for Members

AVERE is the European Association for Electromobility.

The strategic goal of AVERE - The European Association for Electromobility - is to accelerate zero-emission deployment, grow demand for zero-emissions mobility solutions, battery-electric mobility in Europe and maximise the conversion of kilometres-driven to zero-emission kilometres. To achieve this objective, we work to remove obstacles to Europe's swift transition towards a fully renewable energy system.

AVERE leverages the potential of the entire e-mobility ecosystem, including national e-mobility associations from all over Europe, and industry actors across the whole electromobility value chain, from battery electric vehicle manufacturers and recharging infrastructure providers to e-mobility service providers and users.

We champion the transition towards electric, zero-emission transport. We are a source of expertise and competence on all issues related to e-mobility and the transition to a renewable energy-based system.

AVERE's mission includes supporting a competitive and world-leading European e-mobility ecosystem that brings employment, competence, accessibility and prosperity to European citizens and businesses.

All AVERE industry members to support:

- EU's climate neutrality target by 2050;
- 100% EU's 2035 passenger cars and light commercial vehicles CO₂ standard of 100%;
- the European supply chain by maintaining or building in the future production facilities and service footprint within Europe;
- renewables-based direct electrification of Europe's economy; and
- to refrain from any activities or statements that would actively undermine the European Union's competitive position in the transition to e-mobility.

Companies and organisations capable of demonstrating an explicit and unequivocal commitment to the transition to zero-emission may become AVERE members as long as any legitimate concerns from existing members can be addressed. Membership is only accepted upon confirmation of the applicant's commitment to AVERE's vision and objectives.

AVERE will only organise and support any advocacy or activity if it benefits the electromobility sector.

All members of AVERE commit to complying with the anti-competition guidelines and acting collegially, ethically and with integrity at all times. They refrain from activities that could damage the reputation of AVERE, other Members and/or electromobility.

The AVERE secretariat and its members respect all applicable laws, rules and regulations. The same standard is also required of AVERE's partners and associates.

All AVERE members sign this Charter upon joining the association and confirm their compliance annually by renewing their membership contract.

I acknowledge, understand and will comply with the above referenced Charter.

Name

Title

Organisation

Signature

AVERE | Antitrust Compliance Guidelines for Members

1. OVERVIEW

The European Association for Electromobility (**AVERE**) is the European association that promotes electromobility and sustainable transport across Europe. AVERE and its members are determined to comply strictly with applicable antitrust rules¹. The purpose of these Antitrust Compliance Guidelines (**Guidelines**) is to provide simple and clear guidance on how AVERE's members and staff should conduct themselves to avoid running afoul of the antitrust laws. Any failure to comply with the Guidelines may cause AVERE and its members to be subjected to fines imposed by the antitrust authorities as well as damage awards in civil actions. AVERE and its members also risk serious harm to their reputation.

While these Guidelines highlight the main risk areas from an antitrust law perspective, they cannot address every situation or issue that could arise during AVERE activities. If you have any questions concerning the implementation of the Guidelines, or if you have any doubts as to whether specific discussions may take place or whether information can be shared under the umbrella of AVERE, ***please seek legal advice before proceeding.***

These Guidelines are divided into five parts. First, the Guidelines offer an overview of the do's and don'ts in AVERE meetings. Second, the Guidelines set out blacklisted topics that should never be discussed in AVERE meetings. Third, the Guidelines offer guidance concerning two specific issues that often arise in AVERE meetings, namely information sharing and standard setting. Fourth, the Guidelines offer guidance on dealings with governments, including regulatory authorities. Lastly, the Guidelines list recommended best practices to follow prior to, during and after AVERE meetings.

The Guidelines focus on the activities of AVERE of which meetings form an important part. However, this is a broad term which does not only cover formal gatherings of a board, working group or task force, but also informal meetings or talks, including discussions leading up to AVERE meetings; discussions taking place during coffee breaks and meals; follow-up discussions after AVERE meetings; telephone conferences; and free-flowing exchanges of ideas or chatting on social media. Experience shows that antitrust law violations are often more likely to take place in such informal encounters than during formal meetings.

¹ In Europe mostly referred to as competition rules such as Article 101 of the Treaty on the Functioning of the European Union.

2. DO'S AND DON'TS AT AVERE MEETINGS

DO	DON'T
<p><u>Prior to meetings, DO:</u></p> <ul style="list-style-type: none"> ▪ Draft an agenda that accurately reflects what is to be discussed, and have counsel review the agenda and any documents to be exchanged in the meeting before they are distributed. <p><u>During meetings, DO:</u></p> <ul style="list-style-type: none"> ▪ Provide each attendee with a copy of these Guidelines and have a copy available at all meetings; ▪ Limit discussions at AVERE meetings and social gatherings incidental to AVERE meetings to the topics featuring on the agenda; ▪ Draft minutes of the meeting that includes a list of attendees; ▪ Protest any discussion which appears to violate these Guidelines, and ask for those activities to be stopped so that appropriate legal checks can be made; ▪ If discussions continue on topics that violate these guidelines, leave the meeting and request that this be specified in the minutes. Write appropriate follow-up e-mail to meeting chairperson. <p><u>After meetings, DO:</u></p> <ul style="list-style-type: none"> ▪ Preserve all agendas, minutes and documents and have them reviewed and finalised by counsel; ▪ If you are in doubt whether any discussion or meeting activities may have violated the antitrust rules, discuss this with counsel as soon as possible. Remember: <i>it is always better to be safe than sorry.</i> 	<p><u>DON'T</u> discuss, recommend, exchange information about or agree with competitors about blacklisted topics, be it in formal or informal meetings, such as:</p> <ul style="list-style-type: none"> ▪ pricing; ▪ discounts or discount policies; ▪ bidding practices or strategy; ▪ customers; ▪ market territories; ▪ suppliers; ▪ terms or conditions of sale; ▪ policy or strategy regarding negotiations with customers; ▪ revenues, profits or margins; ▪ market shares; ▪ sales, marketing, advertising, or promotion strategy or costs; ▪ data or views on the market, supply/demand, price trends, etc.; ▪ expansion/contraction plans; ▪ R&D projects, strategy or costs; ▪ pipeline products; and ▪ production capacity, output, or costs. <p><u>DON'T</u> remain at a meeting where others engage in improper discussions, even when you are silent.</p>

3. BLACKLISTED TOPICS

Under no circumstances should AVERE members participate in any discussions involving Competitively Sensitive Information, supply Competitively Sensitive Information to a third party or receive Competitively Sensitive Information from such a third party.

“Competitively Sensitive Information” means:

- (a) any confidential information with respect to the recent (*i.e.*, generally, less than one year old), current or future competitive actions, strategies and/or plans of a business, including:
 - (i) pricing (including actual prices as well as price lists or indicative prices, where relevant);
 - (ii) discounts or discount policies;
 - (iii) bidding practices or strategy;
 - (iv) customers (including the identity of actual or potential customers, as well as categories of customers);
 - (v) market territories (where the company does/does not sell or intend to sell its products);
 - (vi) suppliers (including the identity of actual or potential suppliers, as well as categories of suppliers);
 - (vii) terms or conditions of sale;
 - (viii) policy or strategy regarding negotiations with customers;
 - (ix) revenues, profits or margins;
 - (x) market shares;
 - (xi) sales, marketing, advertising or promotion strategy or costs;
 - (xii) data or views on the market, supply/demand, price trends, and so on (including discussions as to whether prices on the market(s) are too low, at what level prices should be, or how to achieve higher or more stable prices);
 - (xiii) expansion/contraction plans;
 - (xiv) R&D projects, strategy or costs;
 - (xv) pipeline products; and

- (xvi) production capacity, output or costs;
- (b) any confidential information relating to a competitor that could be used by the recipient to make decisions on the above matters, or to anticipate the strategy of the competitor with respect to these matters;
- (c) any other confidential information relating to a competitor that might be used by the recipient in a manner that could reduce competition.

If you have any questions or doubts as to whether information qualifies as “Competitively Sensitive” or whether specific topics can be discussed, please seek legal advice before proceeding.

4. EXCHANGE OF INFORMATION

AVERE functions as a forum for the dissemination of knowledge, expertise and practical experience related to electromobility. This implies the frequent exchange of information amongst members on a range of technical and economic subjects, such as environmental issues, safety issues, industry best practices, technological developments and much more. Provided the information is not Competitively Sensitive Information, its exchange should not raise competition concerns. However, when in doubt, it is best to seek legal advice before proceeding.

As a general rule, discussions and information exchanged during AVERE meetings should be limited to the following types of matters: activities and developments contributing to the progress of the electromobility industry as a whole; interpretation and modification of existing legislation or reaction to proposed legislation; research into the safety or other technical aspects of materials, products or production methods; participation in European and international projects relating to electromobility; participation in consortia of EU-funded projects; and other activities relevant to the goals of AVERE.

On occasion, AVERE may gather information on items such as past sales, costs or even prices of its members. Such information gathering will not necessarily be deemed to violate the antitrust rules if the information provided by the members is historical (typically at least one year old), if the information is compiled by an independent third party such as AVERE itself, and if the findings are presented in an aggregated form (such that it is not possible for the recipients to identify company-specific information²). However, due to the potential risks, it is best to seek legal advice before participating in any such information gathering exercise.

² For example, in order to estimate the size of the European market for a given product, AVERE might ask each of its members for their volume of sales of this product in Europe over the previous year. Provided that AVERE compiles these sales data and reports the result as a single figure, from which it is not possible to identify individual companies' sales, this should not raise antitrust concerns.

5. STANDARD SETTING

AVERE is active in different expert groups, such as the United Nations Economic Commission for Europe (**UNECE**). In addition, it takes part in several European and international projects. In this context, AVERE may contribute to the creation of an industry standard, common technical specifications, and the like to contribute to the development of e-mobility products and services. While such common norms may reduce competition between competitors, they also present pro-competitive benefits and may thus escape the application of the antitrust rules.

The standard setting process must be transparent, open, objective, and non-discriminatory at all stages. More specifically:

- (a) Stakeholders must be able to effectively inform themselves of upcoming, ongoing and finalised standardisation work at any stage of the development;
- (b) Any member (and possibly non-member of AVERE) that wishes to take part in the standard setting process should be allowed access to the standard on fair, reasonable and non-discriminatory terms³;
- (c) Voting rights in relation to the choice of standard should be allocated on a non-discriminatory basis;
- (d) The technology to be included in the standard must be selected on the basis of objective criteria;
- (e) Members must remain free to develop alternative standards or products that do not comply with the agreed standard.

To ensure compliance with the relevant antitrust laws, legal advice should be sought before participating in any standard setting exercise.

6. DEALINGS WITH GOVERNMENTS, INCLUDING REGULATORY AUTHORITIES

AVERE is often requested to provide informed and technical opinions on key policy issues and implementing measures. It thus functions as a regular contact for governments and regulatory authorities. While conveying or even advocating a specific position to a government body is lawful and may even be necessary, AVERE should observe the following rules:

³ When the use of a specific technology protected by intellectual property rights (**IPR**) such as patents is essential for the implementation of the standard, AVERE can request participants who wish to have their IPR included to provide an irrevocable commitment in writing, prior to the adoption of the standard, to license their essential IPR to all third parties on fair, reasonable and non-discriminatory terms (**FRAND commitment**). Furthermore, AVERE can request participants to disclose, in good faith, IPR that might be essential for the implementation of the standard. Non-observance of the FRAND commitment or the obligation to make good faith disclosures may result in fines imposed by the antitrust authorities on the IPR owner in question.

- (a) Under no circumstances should lobbying activities be used as a pretext to discuss any of the blacklisted topics listed under section 2 of the Guidelines;
- (b) Joint action towards the authorities should not compromise each individual member's autonomy in defining its own strategy and taking its own commercial decisions;
- (c) Joint action should be intended to develop and expand the market, rather than frustrate the activities of third parties.

Please note that under specific circumstances even the exchange of information which does not appear on the list of blacklisted topics may still have a restrictive effect on competition. To ensure compliance with the antitrust laws, legal advice should be sought before proceeding.

7. BEST PRACTICES FOR AVERE MEETINGS

To minimise the risk of an antitrust law violation, the following rules should be followed when organising AVERE meetings:

- (a) Before each meeting, an agenda that accurately reflects the discussion topics should be circulated to all participants. This agenda should be closely followed during the meeting.
- (b) Complete minutes of the discussions held during the meeting should be prepared. The minutes should include a complete list of attendees.
- (c) Each meeting should begin with a reminder that the meeting is to be conducted in compliance with the antitrust laws, and this should be reflected in the minutes.
- (d) The agenda, any other documents to be exchanged in the meeting, and the minutes of the meeting should be reviewed to ensure that they do not contain ambiguous or misleading wording that may incorrectly imply the existence of improper discussions.
- (e) If topics are raised which you consider improper from an antitrust law perspective, you should object and request for the discussion on the subject to be stopped immediately. The topic should be referred to a subsequent meeting so that appropriate legal checks can be made. The minutes should clearly indicate that an objection was raised, and that the topic was not discussed. If the conversation continues despite the objection, leave the meeting immediately and ask that your departure be clearly noted in the minutes. Follow up with an e-mail to the person chairing the meeting.
- (f) Legal counsel should attend meetings when potentially sensitive topics are on the agenda.
- (g) All agendas, minutes and documents exchanged in connection with meetings should be preserved in accordance with AVERE's document retention policy.

- (h) If, after a meeting, it is unclear whether any discussion or meeting activity may have violated antitrust law, legal advice should be sought immediately.

Carefully reread the do's and don'ts at the beginning of this document.

8. CONFIDENTIALITY

All meetings hosted by AVERE and information provided in connection with these meetings as well as any other communication are intended exclusively for the benefit of its members and its employees. Except when AVERE gives prior approval, meeting discussions, company position statements, drafts of comments, correspondence, or other related information should not be disclosed to third parties, including the media.

I acknowledge, understand and will comply with the above referenced Guidelines.

Name

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Signature

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