



ANTI-TRUST AND COMPETITION LAW COMPLIANCE POLICY

Compliance Policies - Policy 5.1- Anti-trust and competition law compliance

Approved by	The Board of Managers
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Policy Owner(s):	Acting Group Head of Compliance
Contact(s):	CPDD Manager

In this document, the “Company” or “ERG” means Eurasian Resources Group S.a.r.l. and includes, where applicable, all subsidiaries.

This Policy should be read in conjunction with the Guidelines contained in Appendix 1 (to be updated as required).

1. Policy Objective

1.1. The policy's objectives are:

- 1.1.1. to ensure that the Company complies with anti-trust and competition laws in all countries in which it does business;
- 1.1.2. to provide Company employees with clear requirements and universal guidelines on the prevention, detection and reporting of behavior, which fails to comply with applicable anti-trust and competition compliance laws and rules;
- 1.1.3. The policy is not intended to constitute an exhaustive list of all legal anti-trust and competition compliance requirements. Competition law compliance is pervasive and requires the diligence of all employees in all business dealings to ensure no infringements.

1.2. The policy sets out:

- 1.2.1. the Company position on anti-trust and competition compliance;
- 1.2.2. roles and responsibilities in ensuring compliance with applicable anti-trust and competition compliance laws as well as with this Policy.

2. Scope

2.1. This policy applies to:

- 2.1.1. the Company, its subsidiaries and agents;
- 2.1.2. all employees (including temporary or contract staff); and
- 2.1.3. all business dealings in all jurisdictions within which the Company conducts business.

3. Definitions

- 3.1. The Board – the Board of Managers of Eurasian Resources Group SARL.

4. Policy Statements

- 4.1. The Company does not engage in or tolerate any form of conduct which fails to comply with the requirements of applicable anti-trust and competition laws.
- 4.2. It is contrary to the Company's policy for any employee or agent acting on behalf of the Company to engage in any conduct, which may infringe anti-trust and competition laws.
- 4.3. If any anti-trust or competition law concerns or claims are raised by any governmental, supra-national or regulatory authorities or any other third parties in relation to the conduct of business by the Company, the Group General Counsel must be advised immediately.
- 4.4. If the Company employee has concerns around activities of other Company employees, which could contravene anti-trust or competition law compliance or be otherwise in breach of this Policy, they must report such concerns to the Company management as per the Whistleblowing and Investigations Policy as soon as possible.
- 4.5. Should Company employees have any anti-trust or competition law concerns relating to the conduct of third parties they should report these concerns the Group General Counsel as soon as possible.

- 4.6. All Company employees and agents must exercise special care in relation to potential anti-trust and competition law issues having regard in particular to the following in ensuring compliance with this policy:
 - 4.6.1. Be diligent and always consider anti-trust or competition law compliance in all communications (including presentations, reports, emails, telephone calls and meetings) with or relating to suppliers, customers and competitors; use words carefully to avoid accidentally creating suspicion in relation to otherwise legitimate activity.
 - 4.6.2. Avoid participating in trade associations where concerted activity amongst members may lead to anti-trust and competition law concerns.
 - 4.6.3. Agreements with suppliers and customers containing restrictions on price, products or territory and / or including any elements of exclusivity should be reviewed by respective in-house counsel before being entered into. Such arrangements should not be entered into with competitors without prior clearance from the Group General Counsel.
- 4.7. In general anti-trust and competition compliance laws prohibit:
 - a) Agreements and understandings between businesses which have the purpose or effect of restricting competition (including those with competitors which fix prices or output and those which allocate customers or territories, and those with non-competing businesses which fix resale prices)
 - b) Any abuse of a dominant position or significant market power. Where a company holds a dominant position on any market its unilateral conduct can breach competition law where it is found to constitute an “abuse” of that dominant position. Such abuses include selling products below cost to prevent competitors from entering the market and making the purchase of one product conditional on the purchase of another product, for example, by making the two products only available for purchase together.
 - c) Obtaining a dominant market position or reducing competition through merger and acquisition activity.
- 4.8. While the Policy applies to all business activities of the Company, extra care should be taken in respect of activities in the following Key Areas of Concern, which are inherently exposed to risk of breaches:
 - 4.8.1. Dealing with Competitors Personally, Professionally and Socially
 - 4.8.2. Pricing of Products or Services
 - 4.8.3. Supply of Products or Services
 - 4.8.4. Refusing to Deal (Boycott)
 - 4.8.5. Trade Associations
 - 4.8.6. Acquisitions, Disposals and Business Restructuring
 - 4.8.7. Technological Co-Operation
 - 4.8.8. Market Information Gathering/ Information Exchange
 - 4.8.9. Tying
 - 4.8.10. Import and Export
 - 4.8.11. Dumping
- 4.9. Group General Counsel from time to time should issue guidelines for the Key Areas of Concern, which provides examples of prohibited activities, permitted activities and activities requiring Group General Counsel clearance. The current guidelines are included at Appendix1.
- 4.10. If an employee has any doubt regarding a proposed discussion, agreement or activity and its compliance with anti-trust and competition law they should seek advice from his/her Business Unit Head.
- 4.11. All employees should be given training on Code of Business Conduct, which include main principles of anti-trust and competition law compliance requirements. It the responsibility of the employee responsibility to attend such training when provided by the Company.
- 4.12. Employees likely to be dealing in the Key Areas of Concern should be provided comprehensive trainings on Anti-Trust and Competition law Compliance.
- 4.13. Group General Counsel should coordinate such Group-wide training, however it is the responsibility of each Business Unit Head to ensure that staff likely to be dealing in the Key Areas of Concern undergo such training on a timely and regular basis. No employee should be allowed to conduct activities in the Key Areas of Concern without being trained first.
- 4.14. Any act, neglect or default by an employee in breach of this Policy and/or that knowingly exposes the Company to a liability to investigation and/or sanction by any such relevant authorities will be



regarded extremely seriously by the Company, and may be subject to disciplinary action, which could include summary dismissal.

5. Responsibilities

- 5.1. The Board of Managers of Eurasian Resources Group SARL (the Board) is responsible for establishing this Policy
- 5.2. The Compliance Committee of the Board is responsible for oversight of compliance with this Policy.
- 5.3. The Group Chief Executive, supported by the Group General Counsel, has responsibility for implementing this policy in accordance with the requirements of the Board.
- 5.4. The Division and Business Unit Heads are responsible for establishing appropriate responsibilities, procedures, training and internal controls within their respective operations to ensure the consistent implementation of this policy across all jurisdictions and compliance with its requirements.
- 5.5. It is the responsibility of each Business Unit Head to ensure that their respective employees and all third party service suppliers acting on behalf of the Company are made aware of this policy.
- 5.6. It is the responsibility of each Company employee to comply with the terms of this Policy.

6. Monitoring

- 6.1. Group General Counsel should periodically, but at not less once per quarter, report on the status of Anti-Trust and Competition Compliance to the Compliance Committee of the Board.
- 6.2. Regional Management is responsible for effective implementation of this Policy in their respective areas of responsibility and for ensuring that adequate controls and procedures are implemented to ensure on-going compliance.
- 6.3. Internal Audit should periodically review compliance with this Policy and report any deficiencies and respective recommendations to the Group Management and the Compliance Committee of the Board.



Appendix 1

Guidelines regarding Key areas of concern

A. Dealing with Competitors (Personally, Professionally and Socially)

Examples of prohibited behavior:

- × Dividing up different projects between you and a competitor, for example by agreeing to bid for different contracts.
- × Having discussions or making plans with a competitor to keep a new arrival out of the market.
- × Warning a competitor or new market entrant to stay off your patch or keep to a specific territory.
- × Discussing with a competitor possible investments that a competitor is considering making in a particular country.
- × Agreeing to boycott particular customers or suppliers. Making an agreement or acting with a competitor in such a way as to allocate sales, territory, customers or products between you and the competitor.
- × Discuss or exchange other confidential information with a competitor such as about customers, market conditions or forecasts.

Group General Counsel should be consulted on the following:

- Discussing a joint venture proposal.

Generally permissible:

- Speaking at conferences provided no price sensitive, customer sensitive or other confidential information is divulged.

B. Pricing

Any discussion about pricing particularly with competitors could raise concerns

Examples of discussions which are explicitly prohibited include:

- × Contacting a competitor to ask whether, if you were to raise your prices, they would do the same.
- × Discussing with a competitor the prices of key raw materials that you both purchase.
- × Comparing costs with a competitor
- × If we have a dominant market position, making sales below COGS to drive competitors out of the market.
- × The Company has a dominant market position and you want to offer an extra discount to customers who buy exclusively from you.
- × Inadvertent disclosure of competitors pricing for example, if this information is obtained in a social setting and then "reporting back"

Group General Counsel should be consulted on the following:

- Suggesting that you and a competitor increase leverage with a supplier of non-key items by purchasing jointly.
- Making an announcement of price changes in advance of the effective date).

Generally permissible:

- You offer customers discounts related to the volume of their individual orders (although you should obtain prior clearance from the Compliance Department if the business may be dominant).

C. Supply

Examples of prohibited behavior

- × Discussing a supply arrangement with a competitor in order to get a feel for selling prices in the market.
- × Agreeing resale prices with a supplier or distributor.
- × Group General Counsel should be consulted on the following:
- × Entering into product-swap arrangements with a competitor.



- × Entering into exclusive distribution agreements.
- × Discussing with a competitor the possibility of closing one of your plants and substituting a product supplied by him.

Generally permissible:

- Recommending resale prices or conditions of resale to a distributor provided that no pressure is exerted on the distributor to adhere to the recommendations.

D. Refusing to Deal

Examples of prohibited behavior:

- If the Company is in a dominant position, refusing without any objective justification to deal with an existing customer.

Generally permissible:

- Making an independent decision not to deal with a certain party on credit because of justified concerns about creditworthiness.

E. Trade Associations

Examples of prohibited behavior

- Discussing at a trade association meeting product, prices, terms of sale, product or marketing plans, or business relations with suppliers or customers or any other commercially sensitive information.
- If competitors discuss commercially sensitive information in your presence, you must respond with a clear statement that you do not wish to receive such information because it could breach competition laws. You should then report the matter immediately to the Group General Counsel.
- Group General Counsel should be consulted on the following:
 - Joining a trade association.
 - Generally permissible:
 - Attending trade association meetings generally. (Review agendas in advance with in-house counsel if possible.)
 - Discussing health and safety issues at a trade association meeting.
 - Discussing proposed changes in the law relevant to the industry in general terms.

F. Acquisitions and Disposals/Business Structures

- Group General Counsel should be consulted on the following:
 - Buying or selling all or some of the shares of another company, or merging with it.
 - Buying all or part of the business or assets of another company, or selling all or part of the business or assets of your company,
 - Establishing a joint venture or making a joint investment in a business with another company.

G. Technological Co-Operation

- Examples of prohibited behavior:
 - Agreeing with a competitor the exact introduction time of new technology and/or products, which we are both developing independently.
- Group General Counsel should be consulted on the following:
 - Discussing the possibility of carrying out joint R&D with a competitor.
 - Entering into technology licensing arrangements.
 - Generally permissible:
 - Undertaking joint R&D with a non-competitor, where all parties participating are free to exploit the results,

H. Market Information Gathering/ Information Exchange

- Examples of prohibited behavior:



- Exchanging information on historical sales, prices, discounts, terms of business etc. directly with a competitor.
- Exchanging information on future sales, prices, discounts, terms of business or any other commercially sensitive information directly with a competitor.
- Generally permissible:
 - Participating in a scheme approved by legal counsel, in which sales volumes are supplied to an independent third party, which aggregates the figures and distributes the aggregated industry-wide sales figures to participants.
 - Obtaining information on competitors' sales and prices from publicly available sources, such as the media, or from customers.

I. Tying (making purchase of one product conditional on purchase of others)

- Examples of prohibited behavior:
 - If we have a strong market position, informing a customer that you will only supply product A (in which you are dominant) if he also purchases product B from you.

J. Import and export

- Examples of prohibited behavior:
 - Specifying one price to a distributor if he is selling the product in his own country and a higher price if he is going to export it to another jurisdiction (e.g. another EU country.)
 - Requesting a distributor neither to resell the product for export to another jurisdiction (e.g. another EU country) nor sell it himself to a customer in another jurisdiction.
- Group General Counsel should be consulted on the following:
 - Requiring a distributor not to actively seek customers outside his allocated territory.

K. Dumping¹

- The Company is opposed to undertaking dumping practices. The best way to ensure that we do not "dump" our products is to continually monitor our export and pricing levels appropriately.

¹ Dumping is the act of charging a lower price for goods in an export market than we charge for the same good in a domestic market. This is often referred to as selling at less than "fair value" and it would be said we are "dumping" our product. Under the World Trade Organization (WTO) Agreement, dumping is condemned if it causes or threatens to cause material injury to a domestic industry in the importing country. Governments are allowed to act to counter dumping if there is genuine injury to the competing domestic market. This is usually achieved by introducing an anti-dumping tariff, which imposes an import tariff on the relevant product and is calculated such that the tariff brings the sale price of the product into line with domestic producers.