

Group Guideline No. 3: Anti-trust

Version: 1.1

Scope of Application: Brose Sitech Group

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Area of Responsibility: Compliance (CO-PO)

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Change History:

Version	Responsible Person	Summary of Changes
01.00	P. Borkowska-Polanowicz	Document creation.
1.1	P. Borkowska-Polanowicz	Change in definition of 'Brose Sitech Group'.

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1. Guideline Purpose

1. Anti-trust law prohibits agreements that restrict competition and the exchange of competitively sensitive information between competitors. The aim of this guideline is to provide general advice and guidance for dealing with competitors in accordance with anti-trust law.

2. Scope of Application

1. The Guideline applies to all Employees employed in each of the Companies.
2. Each of the Companies adopts the Guideline in such a way that, in accordance with the applicable legal regulations relevant to a given Company, it becomes a document forming part of its internal legal order and a source of rights and obligations for its Employees.
3. The person responsible for the proper implementation and communication of the Guidelines to Employees is the Compliance Officer in the Parent Company, and in other Companies – the Compliance Coordinator.

3. Responsibilities

1. Anti-trust rules also apply to competition for employees and thus vis-à-vis other employers.
2. Unsolicited agreements not to poach each other's employees are a violation of anti-trust law.
3. In exceptional cases (e.g., within the framework of cooperation or M&A deals), non-poaching agreements may be permissible. Clarify such agreements in advance with the Compliance department.
4. The Compliance Officer is authorized to develop supporting materials that can further specify, explain, or regulate the topics mentioned in the guidelines. Such supporting materials are implemented in the companies in the manner provided for in the Guidelines and are considered an integral part of the Guidelines.

4. Terms and Definitions

Terms written in this Guideline with a capital letter have the following meaning:

Aggregated or anonymized information	Data that is processed in a way that it cannot be associated with a specific company.
Brose Sitech Group	For the purposes of this guideline, "Brose Sitech Group" shall mean: Brose Sitech sp. z o. o. and other entities for which this company is the parent company (subsidiaries), i.e. those in which it holds, directly or indirectly, all of shares in the share capital.
Company	The Parent Company and each of its subsidiaries.
Compliance Officer	An Employee of the Parent Company entrusted with the duties of a Compliance Officer in accordance with the Compliance guideline.

Compliance Coordinator	An Employee of a given Company who has been entrusted with the duties of a Compliance Coordinator in accordance with the Compliance guideline.
Parent Company	Brose Sitech sp. z o.o. with registered seat in Polkowice.
Employee	Any person employed in any Company based on an employment contract or any other legal basis.
Guideline	This guideline.
Historical information	All data that, due to its age, does not allow conclusions on current or future market behavior. Generally, data that is older than five years can be considered historical. However, there is no fixed time limit.
OEM	Original equipment manufacturer.
Publicly accessible information	All competitors and customers have (also regarding the costs incurred) the same access to the information (e.g., public statistics, published business reports, press releases, information on the internet).
Sensitive information for competition purposes	All information that is indicative of current or future market behavior, in particular, prices, pricing calculations, price components, margins, cost structures, contract terms, information regarding customers/suppliers, sales territories, current/future orders, participation/non-participation in calls for tenders, projects, production volumes, production costs, revenues, sales figures, market shares, capacities, loads, quotas, quality, marketing plans, strategies, risks, investments, technologies, innovations, current/future R&D programs and their results, other strategic, non-publicly-accessible information, other trade secrets, salaries, other employment conditions.

5. Content of Group Guideline

1. Contact with competitors:

1.1. What is permitted:

- a) discuss legal changes, technical changes of a general type, and general developments within the industry.
- b) disclose and receive Information if it is Publicly accessible, Historically, Aggregated, or anonymized.

1.2. What is required:

- a) Reduce contacts with competitors to the absolute minimum necessary.
- b) Only meet competitors for concrete business-related reasons and document the reasons and content of such meetings.
- c) Only attend meetings in which competitors are participating if
 - i. a detailed and clear agenda has been sent out in advance which does not contain any items that may be of concern under anti-trust law.

- ii. the results of the meeting are subsequently recorded in meeting minutes which will be sent to the group of participants for review and revision, if necessary.
- d) If topics that may violate anti-trust law are raised during a meeting,
 - i. express your protest clearly and have it recorded in the meeting minutes,
 - ii. leave the meeting and have this recorded in the meeting minutes if the discussion on the topics critical to anti-trust law continues, and
 - iii. inform the Compliance department.
- e) For each individual case, document separately:
 - i. The permissible source of the competitively sensitive information.
 - ii. The reason or circumstances under which you received the information and Employees of the Brose Sitech Group participating.
- f) If you receive competitively sensitive information from a competitor in an unlawful manner (e.g., in a telephone call or by email):
 - i. Object to the exchange of information in the event of a conversation.
 - ii. Refrain from further discussion, and report the incident to the Compliance department to determine whether further measures need to be initiated,
 - iii. The objection and the termination of the conversation must be documented.
- g) Use the anti-trust disclaimer (Annex No. 1 of this Group Guideline) to raise awareness in presentations you show at meetings with competitors.
- h) If competitively sensitive information is disclosed internally, the correct source of the information must be indicated.

1.3. What is not permitted:

- a) Do not collude with competitors on prices, price components, quotas, or customer or territory allocations.
- b) Do not use competitively sensitive information that has been obtained from sources other than Aggregated or anonymized information, Historical information, or Publicly accessible information. Different regulations may apply to different types of cooperation, e.g., such as purchasing cooperation. Contact the Compliance department for an anti-trust assessment in individual cases.
- c) Do not rely on statements made by third parties, such as competitors or association representatives, when assessing whether a situation may be problematic under anti-trust law.
- d) Do not use third parties to disclose, receive or exchange competitively sensitive information with competitors.
- e) Do not knowingly or systematically ask for competitively sensitive information.
- f) Do not participate in market information procedures, statistics, and benchmarking without prior legal review.

2. Contacts with customers/suppliers which are also competitors:

- 2.1. Do not use customer/supplier relationship to exchange competitively sensitive information that does not relate to the supply relationship.
- 2.2. Exchange competitively sensitive information only to the extent that it is absolutely necessary for the conduct of the customer/supplier relationship (i.e., it would also be exchanged with customers/suppliers who are not competitors).
- 2.3. Do not enter into any agreements that restrict mutual competition in any way, such as price fixing clauses, exclusivity ties or territorial or customer protection clauses. In

individual cases, contact the Compliance department for an anti-trust assessment.

3. Coordinating with competitors at the request of an OEM:

- 3.1. If the exchange of information between a Company and a competitor takes place at the express request of the OEM, the exchange is generally permitted. Any coordination that goes beyond the OEM's request shall not take place.
- 3.2. Include the OEM in the correspondence.

4. Anti-trust law advice:

- 4.1. The Compliance department should be initially informed via telephone of matters requiring a review under anti-trust law. Documents that are already in the Company's possession for which you require an anti-trust law review may be submitted to the Compliance department in advance. Please provide your question, background information and other information on the documents via telephone. If further clarification is needed, the responsible processor will contact you.