Anti-Trust and Competition Policy

The Organic Cotton Accelerator ("**OCA**") is the only multi-stakeholder organisation dedicated to organic cotton. As a global platform, we are committed to bringing integrity, supply security and measurable social and environmental impact to organic cotton.

Accordingly, OCA hereby issues the following Antitrust and Competition Policy ("Policy") for itself and its Contributors hereinafter called "**Contributors**" in connection with participation in OCA's governance bodies, programmes and activities.

OCA intends to conduct its affairs in compliance with the applicable antitrust/competition laws of the European Union, the United States, the states within the United States, and other countries and jurisdictions (collectively, "Antitrust Laws").

Anti-Trust and Competition Guidelines

OCA intends for all its activities, including meetings and collaborations between and among Contributors (as competitors), to comply with the antitrust and competition laws. The antitrust laws prohibit agreements that unreasonably restrict competition. Most importantly, these laws prohibit virtually all agreements between or among competitors with respect to price or other competitively significant terms of sale. Also prohibited are: agreements with respect to the amount of production; the division or allocation of markets, territories, or customers; bid-rigging; and the boycotting of third parties. As part of their participation in meetings, programs and general activities of OCA, competitors must refrain from disclosing any confidential or commercially sensitive information to one another, including future business plans, which might result in accusations that such disclosure was part of an anticompetitive agreement.

An unlawful agreement does not have to be in writing. Any actual or implied agreement, whether written, electronic, or oral, direct or indirect, can give rise to antitrust liability. This means that the antitrust laws apply equally to informal conversations and social gatherings as they do to discussions during a formal OCA meeting or correspondence. Inferences can also be drawn from any notes of meetings.

An agreement may also be proven by the conduct of the parties—any kind of mutual understanding which gives the parties a basis for expecting that a business practice or decision adopted by one would be followed by the other may be used to prove an illegal agreement.

To ensure compliance with all applicable antitrust laws, members must follow these guidelines at all times:

1. **Be vigilant about the content of discussions.** One very important way to avoid the appearance of any wrongdoing is to avoid discussions of competitively sensitive subjects or any member's confidential business information during OCA sponsored activities that could lead to the inference of an illegal agreement on prohibited topics. To this end, there should

never be any discussion, communication, or other exchange, including informal and "off the record" discussions, regarding any of the following:

(i) Terms on which competitors will or will not deal with particular customers or suppliers;
(ii) Current or projected costs (fiber, differential, product, etc.)
(iii) Allocation of markets;
(iv) Non-public information regarding market shares;
(v) Non-public financial information;
(vi) The degree to which competitors will or will not do business with firms that do not participate in or support the Coalition; or
(vii) Non-public product or business development strategy.

In the event that any of these topics arise during any OCA meeting or correspondence, participants should immediately express their concerns for the record and terminate the discussion. If the discussion does not immediately terminate, participants should leave the meeting and report the incident to OCA Secretariat or legal counsel immediately.

2. Conduct meetings in accordance with this Policy. Special care should be taken to ensure that OCA meetings or correspondence are not used, or give the appearance of being used, as a means of violating the antitrust laws. Accordingly, the following practices should be followed:

i. All meetings should follow a written agenda. If any agenda items raise potential antitrust questions, such items should be reviewed and approved in advance by counsel.
ii. Discussions should be limited to the items on the approved agenda. Informal discussions, including so-called "off the record" discussions, should comply with these Guidelines.
iii. Minutes for meetings should be kept accurately reflecting the topics that were discussed.

3. Use appropriate language in all correspondence. The careless use of language in written materials can easily give rise to the mistaken impression that an antitrust violation has occurred.

i. Do not use inflammatory or exaggerated language in internal or external correspondence. To the extent possible, present issues in a factual manner without editorial comment and refer to the public sources of any data and other information cited regarding the activities, prices, or policies of competitors or third parties.
ii. Do not speculate on what other competitors or other third parties will do in response to planned or hypothetical developments in the industry.
iii. Do not speculate whether or not a particular course of conduct may or may not be illegal or present a legal risk.
iv. Do not include statements that suggest or jokingly suggest that you believe the content of the correspondence to be inappropriate. For instance, do not write "Please delete this after you read it."

4. Open contributor policies. Participation in OCA's Contributor Meetings should be available to all Contributors, or individuals representing that Contributor.

5. Seek antitrust advice. Seek legal counsel in advance of any activities that potentially implicate the antitrust laws.