

AMERICAN CLEANING INSTITUTE®

ANTITRUST POLICY STATEMENT

Antitrust Policy Statement

It is and has been the policy of the American Cleaning Institute® (“ACI” or “Institute”) and its members to strictly comply with all laws applicable to Institute activities. Because our Institute activities involve cooperative undertakings and meetings of competitors and potential competitors, which may be viewed critically by antitrust enforcement agencies, it is important to emphasize the unwavering commitment of our members and ACI to full compliance with the federal and state antitrust laws. This statement is being distributed as a confirmation and reminder of the long-standing commitment and as a general guide to those antitrust principles which have particular significance to our activities and meetings.

Responsibility for Antitrust Compliance

All ACI programs are carefully reviewed by counsel to make certain they comply with Federal antitrust laws. An equal responsibility for antitrust compliance - which includes avoidance of even the appearance of improper activity – is yours. Your corporate employer and this Institute depend on your good judgment to avoid all discussions and activities which you believe involve improper subject matter or improper procedures. Our staff members work conscientiously to avoid subject matter or discussion which may have unintended implications, and counsel for the Institute provides guidance with regard to these matters. It is important for you to realize, however, that the competitive significance of particular conduct and communication probably is most readily evident to you, who are directly involved in the industry.

This statement is not a summary or an analysis of the laws applicable to Institute activity. It is intended only to highlight and emphasize the principal federal antitrust standards that are relevant to ACI programs. The antitrust laws are stated in general terms, and it is frequently difficult to be certain how those laws may be applied. You should, therefore, seek the guidance of Institute counsel or your own corporate legal department if antitrust concerns arise at meetings or in any other way.

Penalties for violating the antitrust laws are severe. Corporations are subject to heavy fines and injunctive decrees that can have far-ranging impacts on corporate activities, including liability for substantial damage judgments. Individuals are subject to criminal prosecution and may be punished by fines and imprisonment.

Antitrust Guidelines

In general, the antitrust laws seek to preserve free and open competition in the United States and in commerce with foreign countries. Competitors may not restrain competition among themselves with reference to the price, the quantity or the distribution of their products, and they may not agree or act together to restrict the competitive capabilities or opportunities of other competitors, their suppliers or their customers. In all Institute activity, you should heed the following guidelines:

Prices

Prices, discounts or other terms of sale of industry products must not be discussed at ACI meetings or at social gatherings incidental to ACI meetings.

Other Competitive Information

Communication regarding or exchange of confidential competitive information of other kinds may also be improper, and ACI imposes safeguards to prevent inappropriate disclosure.

Meetings

ACI meetings are carefully structured and monitored. An agenda is prepared and is carefully followed at the meeting. Generally, minutes of each meeting are prepared, reviewed by counsel and adopted. Counsel or a trained ACI staff member is assigned to monitor each meeting for compliance with the Institute’s Antitrust Policy. Informal meetings of the Institute or any of its committees, subcommittees, work groups and task forces are forbidden.

Membership and Participation

Membership in the ACI is open to companies that meet the requirements of the Institute’s bylaws.

Institute-Sponsored Programs

ACI staff will work with counsel as appropriate in the development of ACI-sponsored programs to ensure compliance with antitrust laws.

Public Statements

The Institute strives to ensure that statements made on behalf of the cleaning products industry are accurate, particularly those statements made to federal and state government officials. It is the responsibility of each Institute member that accurate information is provided to ACI staff.

Improper Appearances

Compliance with this policy involves not only the avoidance of antitrust violations, but also avoidance of behavior which might be so construed. If any question arises about any ACI activity, consult the Institute’s General Counsel or your corporate legal department.

Fundamental Rules-Dos and Don’ts

Compliance with antitrust laws can be accomplished only through a thorough understanding of antitrust principles and with effective use of counsel. The most fundamental guidelines for antitrust compliance are:

1. **Do** conduct all meetings and activities in accordance with ACI policies.
2. **Do not** discuss or allow discussions of prices or anything which might affect prices, such as costs, discounts, terms of sale, profit margins, or credit terms.
3. **Do not** discuss or allow discussions of allocations or shares of product or geographic markets.
4. **Do not** discuss refusing to deal with a company/customer because of its pricing or distribution practices.
5. **Do not** disclose or allow disclosures of any competitively sensitive information.
6. Do stop or leave any meeting where improper topics are being discussed, and report such conduct to Institute counsel, and to your corporate legal department or law firm.
7. **Do** confer with counsel before bringing up any topic or making any statement which may have competitive ramifications.

Conclusion

The American Cleaning Institute will not knowingly be a party to conduct that restricts in any way a member’s freedom to make independent decisions in matters that affect competition. You have an important responsibility to make sure that all Institute activities conform to this standard.