ANTITRUST

SCHNEIDER

DESCRIPTION

Antitrust laws and regulations prohibit agreements among competitors and other practices in restraint of trade such as allocating territories, markets or customers, price fixing, bid rigging, boycotting suppliers or customers, predatory pricing, unfair competition, and attempts to monopolize. Antitrust laws and regulations also apply to competition among firms to hire employees. The antitrust laws are designed to protect and promote vigorous and fair competition. Failure to comply with the antitrust laws can result in severe penalties for Schneider and individuals, including, but not limited to, substantial fines for Schneider, and termination or prison sentences for the offending Schneider associate. Schneider abides by all applicable federal and state laws, including antitrust laws.

Marketing, Sales, Operations, Recruiting, Purchasing, and Human Resources associates are the most likely to be exposed to antitrust situations, but anyone who has contact with suppliers, customers, recruits and/or competitors, including contacts through trade or professional organizations, needs to be keenly aware of the subject.

PRINCIPLES

Schneider must exercise extreme caution when interacting with competitors. As a result, you MUST adhere to following:

- Never discuss prices, components of price (e.g., credits, discounts, rebates, warranties, particular services, products, etc.), markets, territories, or customers with competitors under any circumstances.
    - Interpret this requirement broadly. For example, this requirement includes discussions regarding: (a) past, current and future prices; (b) the process of setting prices; (c) bidding for contracts; (d) the way prices are determined; (e) profit levels; and (f) price increases.
- Never discuss or enter into an explicit or implicit agreement or understanding with a competitor (oral or written) that restrains trade (e.g., an agreement to set prices, commercial terms or production, rig bids, or to divide or allocate products, customers, markets, or territories).
- Never discuss, collaborate, or agree with a competitor about capacity, costs, or demand.
- Never discuss, collaborate, or agree with a competitor about market shares.
- Never discuss or exchange non-public information about specific customers, suppliers, or other parties with a competitor.
- Never agree with a competitor not to do business with specific customers, suppliers, or other parties.
- Never agree with a competitor only to deal with a particular third party (for example, agree to only work with one supplier).
- Never discuss with competitors the terms on which Schneider is dealing with a particular customer or plans to do so in the future.
- Never comply with a competitor's request to reveal the price that Schneider charged or plans to charge a particular customer.
- Never make a statement that could be interpreted to signal, invite, or encourage competitors to take certain actions.
    - For example, never say publicly or to any competitor that "prices are too low," or make similar statements that may be interpreted as (i) a signal to the market, (ii) a signal as to what Schneider may/may not do; or (iii) an invitation to a competitor to respond.
- Never engage in any practice that could be characterized as unfair or deceptive (e.g., making knowingly false or misleading claims about Schneider's products or services or about a competitor or its products or services).
- Never discuss or enter into an explicit or implicit agreement or understanding with a competitor (oral or written) that limits or fixes the terms of employment for potential hires (e.g., agreements regarding hiring, wages, salaries, benefits, terms and conditions of employment, or job opportunities).

Extreme care should be taken if participating in trade associations, trade shows, and other events or activities that may involve interaction with competitors. Even in the absence of a formal contract, casual contact and exchange of information can create the appearance of an informal and improper understanding or arrangement between competitors. If a competitor attempts to discuss any of the above topics with you at any time, you must immediately stop the conversation, leave the event and immediately call the Legal Department to provide a detailed overview of the conversation/event.

FOR MORE INFORMATION

The above-referenced examples do not constitute an exhaustive list and should only be used as a guide. Antitrust is a complex area and no policy can answer every question. Therefore, always keep in mind that the antitrust laws are intended to promote competition; that is, the process of winning business by offering a better service or product at a lower price. When in doubt about the requirements of this policy or the antitrust laws, associates should ASK FIRST (before acting) by calling the Schneider Legal Department at 920-357-3876 or via Teams. A more comprehensive antitrust primer is available, and it is your obligation to seek counsel before engaging in any activity which may have antitrust or anti-competitive implications.

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