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Antitrust and Competition Law Policy

1. General Principals

- 1.1. A number of countries have antitrust/competition laws which are actively enforced. Generally these laws prohibit practices amongst companies that reduce competition or threaten to shut out competition from third parties. These laws also prohibit unilateral behaviour by companies that have a very strong market position which abuse that position or seek to monopolise markets.
- 1.2. Breach of antitrust/competition laws in some jurisdictions may expose the company to fines and legal action by third parties as well as exposing the individuals involved to the risk of criminal prosecution and imprisonment.
- 1.3. In light of the above, the company has introduced a Global Antitrust/Competition Law Compliance Programme in order to ensure, so far as possible, that the company's staff are aware of antitrust/competition laws and to provide guidance on how to observe them in practice (Compliance Programme).

2. Simplified Guidelines

2.1 In general the following activities are likely to raise antitrust/competition law issues and should be avoided:

2.1.1 **Competitor contact:** When dealing with competitors you should avoid participating in the following activities:

a. **Fixing** (with competitors):

- **prices** (e.g. to charge a certain fare on a specified route or ground handling rates or hotel rates);
- **capacity** (e.g. to reduce frequencies on a certain route or not to offer more than a certain number of seats);
- **schedules** (e.g. to fly on days 1, 3 and 6 whilst another competitor flies on days 2, 4 and 7 on a route so as not to overlap); or
- **other terms on which companies compete** (e.g. travel agent commissions, internet sales discounts, frequent flyer programmes, marketing / promotional support, etc.).

b. **Allocating/sharing markets or customers** (e.g. agreeing with a competitor not to operate a certain route or ground handlers allocating certain airlines among themselves);

c. **Bid-rigging** (e.g. secretly agreeing with another competitor as to how you will both respond to an RFP); and

d. **Collective boycotts** (e.g. agree with a competitor not to deal with travel agents who will not accept a standard form agreement or travel agents agreeing to boycott certain airlines).

2.1.2 **Abuse of a dominant position:** If your company has a strong market position, it should not abuse that position or seek to monopolise markets by engaging in discriminatory, predatory or excessive pricing and / or tying or bundling of products or services.

2.2 In addition to Section 2.1, the following commercial arrangements may also raise competition/antitrust issues:

2.2.1 **Joint ventures:** If a proposed joint venture looks as if it could have an effect on trade in a country that has competition/antitrust law, you should take particular care with any non-compete clauses or situations where the parties amalgamate pre-existing businesses.

2.2.2 **Mergers:** Mergers raise their own competition issues between competitors and specific legal advice should be taken.

3. Global Antitrust / Competition Law Compliance Programme

3.1 Group Legal have developed a full Compliance Programme document which is available on the company intranet for your review. This gives you further guidance on how to conduct business in a manner that complies with competition law. It also sets out guidance and procedures that should be followed in the event that a regulator conducts an onsite inspection at our office (sometimes known as a dawn raid).

3.2 Your line manager will provide you with a copy or ask you to read this document if your work may be effected by these laws. However, should you be in any doubt please consult your manager/supervisor, Group Legal or your normal source of legal advice before undertaking activities that you feel may breach these laws.

3.3 Non-compliance is a disciplinary offence, which could lead to termination of employment for any employee who wilfully or negligently infringes any applicable antitrust / competition law.