

Competition Law Policy

AkzoNobel is committed to complying with Antitrust and Competition Laws (“antitrust”). Antitrust Rules are about competing fairly. We compete based on our strengths, not by taking illegal shortcuts. This Policy gives a more detailed description of what we should and should not do related to Competition Law.

By following this Policy we ensure that we conduct business with integrity and compliance with competition laws.

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1. Contact with Competitors

1. We must not coordinate our competitive conduct in the market with a Competitor, whether through an agreement or other understanding. This includes that we must not do the following: price fixing, markets-allocation, customers-allocation, restriction of production, boycotting a customer or a Competitor, no poaching of respective employees, fixing wages or other employment terms, coordination on bids or tenders.
2. We must not exchange Competitively Sensitive Information with any Competitor.
3. We must not ask customers or suppliers to provide, confirm or Competitively Sensitive Information regarding our Competitor. If a customer or supplier volunteers competitively sensitive information regarding a Competitor, we can accept it provided that happens within an individual commercial negotiation.
4. We must not make public announcements on future pricing but inform customers directly.
5. In countries or markets where we compete with our own customers (so called dual distribution), we must not coordinate our competitive conduct in the market with the customers or exchange Competitively Sensitive Information.

2. Procedure for Contact with Competitors

1. Before any meeting or contact with a Competitors, we must seek written approval from our line manager and Legal. If our manager is part of the meeting or contact with the competitor(s), we must seek approval from our line manager's line manager.
2. We send a request via email covering certain criteria.

3. After receiving the approvals, we must circulate the agenda to the attendees requesting that they accept in writing the contents of the agenda.
4. During the meeting or contact with Competitors, we make sure that minutes are taken, and the Antitrust Rules are complied with.
5. After the meeting or contact with Competitors, we make sure that the minutes are circulated to attendees and accepted by each of them in writing.

3. Trade Associations or Other Industry Organizations

1. We must not attend trade association meetings or contacts, unless:
 - We have the required approvals in line with the Authority Rules;
 - We have completed the relevant training.
2. If Competitively Sensitive Information is shared by others in a Trade Association or Industry meeting, we must request the conversation is stopped. If such exchange continues, we must withdraw and ask for the minutes to record that (“Noisy Exit”) and report orally to our manager and Legal.
3. We do not conduct any benchmarking, market intelligence and/or industry statistics within a Trade Association, unless they:
 - Are Collected by an independent third-party approved by Legal;
 - Have more than 5 (five) Competitors contributing to the study/overview;
 - Display aggregated (and not individual) and historic (at least one year old) information.
 - Do not contain Competitively Sensitive Information.

4. Relations with Customers

1. We must let our customers set their own resale price.
2. We must not restrict a customer to whom and where to sell by entering into:
3. We allow passive sales by our distributor.
4. If we operate in the European Economic Area (EEA), we must not restrict resale of our products across two EEA States (so called parallel imports).
5. We must not “facilitate” the infringement of these Antitrust Rules by our suppliers or by our customers, who are in turn competitors between them.
6. We must not organize meetings or events where multiple customers or multiple suppliers are present, we have completed the relevant training.
 - We alert the customers (or suppliers) that we are keen on their compliance with competition and antitrust law.

5. Prohibition of Abuse of Dominance

1. We apply the Antitrust Rules in Section 4 only in markets or regions where we have a Potential Dominant Position. We must assume that AkzoNobel could be considered dominant when our market share exceeds 40% in any plausible markets or regions.
2. In such markets or regions where we have a Potential Dominant Position, we must not, unless we have approval from Legal (as set forth below):
 - Grant retroactive rebates, pre-bates, discounts or other loyalty-inducing conditions;
 - Set prices at loss-making level;
 - Force exclusive purchasing or require a customer to purchase a certain percentage of products from AkzoNobel (“exclusive purchasing”);
 - Oblige a customer to purchase two different products jointly (“tied products”);
 - Discriminate between customers;
 - Sudden refusal to supply customers;

- Apply excessive prices when compared to competing products or with no reasonable relation to the economic value;
- Apply other unfair terms, such as terms which are targeted at exploiting customers or excluding smaller competitors from the market.

6. Procedure for Dominance Assessment

1. For markets or regions where we have a Potential Dominant Position, we must seek approval from Legal for the following conduct: retroactive rebates, exclusive purchasing, tied products, discrimination between customers, sudden refusal to supply, excessive prices and other unfair terms.
2. We send a request via email covering certain criteria

7. Mergers and Acquisitions

1. For any intended acquisition, divestment, merger or joint venture, we must reach out to Corporate M&A and Legal.

8. Authorities' Inquiries and Inspections

1. In case an Antitrust Authority inspects an AkzoNobel entity or office (so called "surprise inspection" or "dawn raid"), we must contact Legal immediately and follow the relevant internal procedure.

10. Careful Written Communications

1. We must be aware of the consequences of written communications, and contact Legal in case of doubt.
2. We must indicate the source of Competitively Sensitive Information in written communications.
3. We must not use language which: invites improper or unlawful behavior, for example "Destroy after reading"; or is emphatic, for example "We are the leader / biggest / unique / Number 1".
4. We must share documents on a need-to-know basis only. We must reach out to Legal when in doubt whether a document is confidential, restricted or legally privileged.

11. E-learning

1. If we are a Designated Employee, we must annually do the e-learning and relevant training.