

Antitrust Guidance

Purpose: The Analytical, Life Science & Diagnostics Association (“ALDA”) is committed to preserving and promoting competition and working conscientiously to comply with applicable antitrust laws. Accordingly, ALDA seeks to help our members connect life science research and clinical diagnostics and bring diagnostic solutions faster to market, enabling better diagnostics and helping patients throughout the world in a manner that is procompetitive and lawful.

ALDA brings together companies that may be competitors (or potential competitors), making ALDA conferences or other events the vulnerable to antitrust scrutiny and can expose participants to antitrust risk. It is imperative that ALDA members, directors, officers, committee members, meeting participants, and employees act in a manner consistent with the antitrust laws and that all ALDA activities are conducted in compliance with the antitrust laws.

This document is intended to help you recognize the kinds of conduct that antitrust and competition laws address that are most applicable to your participation in ALDA. This document *does not* address every situation that may raise antitrust issues, and at times *may be stricter than the law itself* to help ALDA and its members avoid even the appearance of a legal violation.

Agreements in Restrain of Trade: Section 1 of the Sherman Act makes illegal contracts, combinations, or conspiracies that unreasonably restrain trade. State antitrust laws or Section 5 of the FTC Act may also govern similar conduct.

Per se agreements are deemed automatically illegal and can be prosecuted criminally. These involve horizontal agreements between competitors, which may include:

- **Price-Fixing Agreements:** agreements to set, raise, lower, maintain, or stabilize prices or any component of price (e.g., eliminate or modify discounts)
- **Output-Fixing Agreements:** agreements among competitors to restrict a company’s production, sales, or output of any good or service
- **Agreements to Allocate Markets or to Allocate Customers:** agreements between competitors to divide markets (such as an agreement to divide customers geographically or along product lines) among themselves
- **Bid-Rigging Agreements:** agreements between competitors to manipulate the outcome of a bidding process
- **Group Boycotts:** agreements among competitors not to do business with targeted individuals or firms

Other agreements between competitors may be subject to the rule-of-reason, which assesses the circumstances of the conduct to evaluate if the agreement unreasonably restrains trade.

Summary of Prohibited Behavior: ALDA members, directors, officers, committee members, meeting participants, and employees should abide by the following practices when attending ALDA conferences or other activities, including in informal or social situations before, during, and after any formal ALDA events. The following guidelines are intended to make you aware of potentially problematic conduct when you see it, it is not a comprehensive list of potentially unlawful conduct.

Information that ALDA directors, board members, employees, and other participants should not discuss include:

- **Pricing:** Including what your company or any competitors should charge, strategies for pricing,

discounts, rebates, profit margins, bid amounts, and terms or decisions about whether or not to bid

- Production levels: Including output or capacity, limits on sales levels or sales of certain products to certain regions
- Costs: Including individual company costs, R&D costs, and production costs
- Customers: Including keeping away from one another's customers, keeping out of one another's markets, rejecting specific commercial customer demands, and refusing to do business with any customer or supplier
- Contracting terms: Including key contract or sale terms, terms or conditions of sale, contract provisions, or credit terms
- Employment data: Including salaries and wages, or limitations on hiring a competitor's employees
- Confidential business information: Including strategic plans, business expansion or contraction plans, planned geographic growth, and how best to launch or market a new or existing product

ALDA expects all of its members, directors, officers, committee members, meeting participants, and employees to comply with the antitrust laws.

- Board Meeting Agendas: ALDA expects that its board members and board meeting participants will abide by the approved agendas at its meetings. If you have questions about an agenda item or do not receive an agenda, please contact Mike Cops.
- Objecting to Improper Discussion: ADLA expects that its members and meeting participants will make a "noisy exit" if discussion ventures into a forbidden topic and seek legal counsel.
- Laws Apply at All Formal, Informal, and Social Events: ALDA expects that its members and meeting participants will abide by these guidelines and the antitrust laws at any ALDA-related activity, formal, informal, or social.
- Formal Market Surveys: ALDA conducts surveys to provide valuable insights and bring procompetitive benefits to our members' customers. ALDA surveys are conducted along with neutral, third-party partners in compliance with the antitrust laws. ALDA members, officers, board members, employees, or other meeting participants should not share confidential information outside of the structure of ALDA's surveys.
- Membership: ALDA abides by objective criteria for membership that are reasonable to support ALDA's goals and needs of its members.

Risks of Antitrust Violations: ALDA and its members must ensure that their activities do not lead to a violation of the antitrust laws, or give the appearance of a violation of the antitrust laws. Such activities could lead to severe reputational harm, time-consuming and costly litigation, and/or criminal and civil fines and penalties for ALDA and its members.

Any questions about this antitrust guidance should be directed to Mike Cops. Thank you for sharing in ALDA's responsibility to abide by the antitrust laws.



ALDA Board of Directors: Board Nomination Process

At the board meeting each spring, the ALDA Board of Directors will begin the nominating process for the fall election.

Process:

- Nominations will be submitted either during the meeting or to the ALDA CEO by July 1.
- The nominations committee (ALDA officers) will review the nominations in July.
- The nominations committee will submit their proposed slate by September 1, to provide ample review time for the board prior to the fall meeting.
- Any nomination not approved will be explained in writing to whoever nominated that individual, prior to September 1.
- The slate will be approved by the board at the fall meeting.
- Membership will vote on the board-approved slate at the fall Business Meeting.

Candidate Qualifications:

- Board candidates would have ideally attended at least two senior executive conferences in the two years prior to the fall election.
- All candidates must be nominated by a sitting board member.
 - Board members should not openly discuss nominations outside of the board room prior to or during this process, outside of confirming interest from potential candidates.

For Open Seats Outside of Nominations Cycle:

- For seats that open during other times of the year, the nominations committee will reference prior nominees and other qualified candidates to potentially fill that seat. If there is a clear choice, the committee will put that recommendation in front of the board. If not, the committee will wait until the next nomination period to fill that seat.