ANNEX 2 - ANTITRUST POLICIES & GUIDELINES

TM Forum’s purpose is to promote competition and innovation and to benefit consumers. TM Forum has adopted a By-Law committing itself and its Members to “open competition” and specifically directing that the purposes and object of TM Forum prohibit discussions or activities on any topic that “could violate any applicable national or international law regarding competition or trade.”

Private associations of members of a particular industry have been recognized by the United States Supreme Court and other courts as posing a serious potential for anticompetitive conduct. The penalties for violating antitrust laws are significant and may include substantial fines, civil damages, and prison sentences. An agreement does not need to be written, formalized, or even openly expressed to be illegal. It can be implied or inferred from the parties’ conduct.

With these considerations in mind, and being committed to respect for and adherence to domestic and international antitrust laws, TM Forum adopts the following policies. These policies apply to all TM Forum activities of any kind and in any format whatsoever, including in person, by telephone, virtual, or in another format, and whether oral or written. These policies apply to anyone working on behalf of TM Forum (including without limitation all employees, contractors, consultants, elected representatives, and officials of TM Forum) and all Members and their representatives in connection with their participation in TM Forum activities as Members (including without limitation their participation in TM Forum meetings, workings groups, and any and all other activities).

1. Neither TM Forum nor any of its Committees or activities shall be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, express or implied, among and between competitors on any element of competition. Such elements of competition on which competitors cannot reach an agreement include, by way of example and without limitation, prices, costs, or other terms or conditions of sale or distribution; volume of production or sale; territories or markets (or their allocation); customers (or their allocation); suppliers; employment matters (such as recruiting or salaries); credit terms; and marketing practices.

2. There shall be no discussion, communication, or other exchange between TM Forum Members of any competitively sensitive information. That includes, without limitation, any information on any element of competition that is not publicly available (see point 1 above).

3. No activity or communication of TM Forum or any of its Members shall include any discussion that might be construed as an agreement or understanding to refrain, or to encourage a Member to refrain, from doing business or otherwise dealing with any customer, supplier, Member, non-member, or other market participant.

4. No activity or communication of TM Forum or any of its Members shall include any discussion that might be construed as an attempt to prevent any person or business entity from gaining access to any market or customer for goods or services, or to prevent any business entity from obtaining a supply of goods or services or otherwise purchasing goods or services freely in the market.

5. The qualifications for membership with TM Forum are set forth in its Certificate of Incorporation and By-Laws. No applicant for membership who otherwise meets the qualifications set forth therein shall be rejected for any anticompetitive purpose or for the purpose of denying such applicant the benefits of membership. In addition, upon reasonable request, non-members shall be granted the opportunity to
participate meaningfully in any process by which TM Forum develops, promulgates, recognizes, or approves any specification or standard (which may include, without limitation, a reasonable fee).

6. Neither TM Forum nor any Committee or member thereof shall make any effort to prevent the manufacture, sale, or supply of any product or services not conforming to a specified standard. It is TM Forum’s express policy that it shall not compel or coerce any Member or non-member into accepting or complying with any standard either adopted, recognized, or approved by TM Forum. If a TM Forum Member voluntarily elects to comply with such standard, it may do so in any way it may see fit, and may decide to stop complying with such standard at any time with immediate effect and without having to serve any notice.

7. To the extent that TM Forum, through its Committees and membership, develops or approves specifications that, if followed, will permit specific equipment, service, software, or other products to interoperate with any other equipment, service, software, product, or network, adherence to such specifications shall be voluntary on the part of TM Forum Members and shall in no way be compelled, directed, or coerced by TM Forum or any Committee thereof. It is solely a voluntary decision on the part of the particular TM Forum Member or Members as to whether to adhere to or comply with any such specifications. If a TM Forum Member voluntarily elects to comply with such specifications, it may do so in any way it may see fit, and may decide to stop complying with such specifications at any time with immediate effect and without having to serve any notice.

8. Any specifications that may be developed or approved by the TM Forum membership to effectuate the purposes of TM Forum as set forth in its Certificate of Incorporation and By-Laws shall be based solely and exclusively upon technical considerations and upon the merits of objective expert judgments and thorough procedures and shall in no way be based upon any effort, intention, or purpose of any of its Members to reduce or eliminate competition in the sale, supply, and furnishing of products and services.

9. Neither TM Forum nor any Committee thereof shall impose sanctions for the violation of, nor shall they enforce compliance with, standards or specifications developed, promulgated, recognized, or approved by TM Forum.

10. Should a request be made by anyone for interpretation or definition of a specification or standard developed, promulgated, recognized, or approved by TM Forum, the Committee that has received such a request shall consult with the TM Forum subject matter expert and, as appropriate, counsel for TM Forum before providing any such interpretation or definition.

11. Meetings:

(a) All meetings at which more than one Member is present shall begin with a brief reminder of TM Forum’s (1) commitment to comply with global antitrust and competition laws and (2) requirement that all Members follow those laws and these Antitrust Policies & Guidelines.

(b) For all Board of Directors meetings, annual meetings of Members, and selected other meetings attended by more than one Member, the Chairman of each such meeting shall prepare and follow a formal agenda approved by TM Forum’s counsel or another individual responsible for antitrust compliance selected by the Appointments and Governance Committee or Collaboration Subcommittee. The discussions in such meetings will be strictly limited to what has been agreed to in the agenda. Minutes of all such meetings shall be reviewed in advance by counsel before submission to the membership or Board of Directors, as the case may be, for approval.

12. If any Member is aware of any conduct in connection with TM Forum that violates any applicable antitrust and competition laws or these Antitrust Policies & Guidelines, it must promptly report that
violation to TM Forum’s counsel. If any Member objects to any agenda item or discussion at a meeting on the basis that it violates any antitrust and competition laws or these Antitrust Policies & Guidelines, that Member must promptly report the objection to TM Forum’s counsel and leave the meeting. TM Forum’s counsel may be reached at legal@tmforum.org. TM Forum encourages its members to report improper activities and TM Forum is committed to protecting its Members from retaliation for making any such report in good faith. Any reports concerning a violation of these Antitrust Policies & Guidelines shall be made directly to TM Forum’s counsel, as noted above, and will be handled in accordance with the Whistleblower Policy of TM Forum, a copy of which can be found at https://tmforum-resources.s3.amazonaws.com/External_Whistleblower_Policy_of_TM_Forum_web.pdf.

13. If certain benefits or services provided by TM Forum are essential or important to compete effectively in the market, then TM Forum shall make such benefits or services available to all persons on request and upon fair, reasonable and non-discriminatory terms (which may include, without limitation, a reasonable fee).

14. To the extent that the purposes of TM Forum, as set forth in its Certificate of Incorporation and By-Laws, require, for TM Forum’s purposes and objectives, joint research and development by two or more of its Members, any such joint research and development for TM Forum shall exclude the following activities:

(a) the exchange of information among competitors relating to costs, sales, profitability, prices, marketing, or distribution of any product, process, or service that is not reasonably required to conduct the research and development;

(b) any agreement or any other conduct restricting, requiring, or otherwise involving the production or marketing by any TM Forum Member of any product, process, or service, other than the production or marketing of proprietary information developed through such joint research and development, such as patents and trade secrets;

(c) any agreement or any other conduct restricting or requiring the sale, licensing, or sharing of inventions or developments not developed through such joint research and development or restricting or requiring participation by any TM Forum Member in other research and development activities that is not reasonably required to prevent misappropriation of proprietary information contributed by any TM Forum Member or of the results of such joint research and development; and

(d) any other activities that may violate applicable antitrust laws.