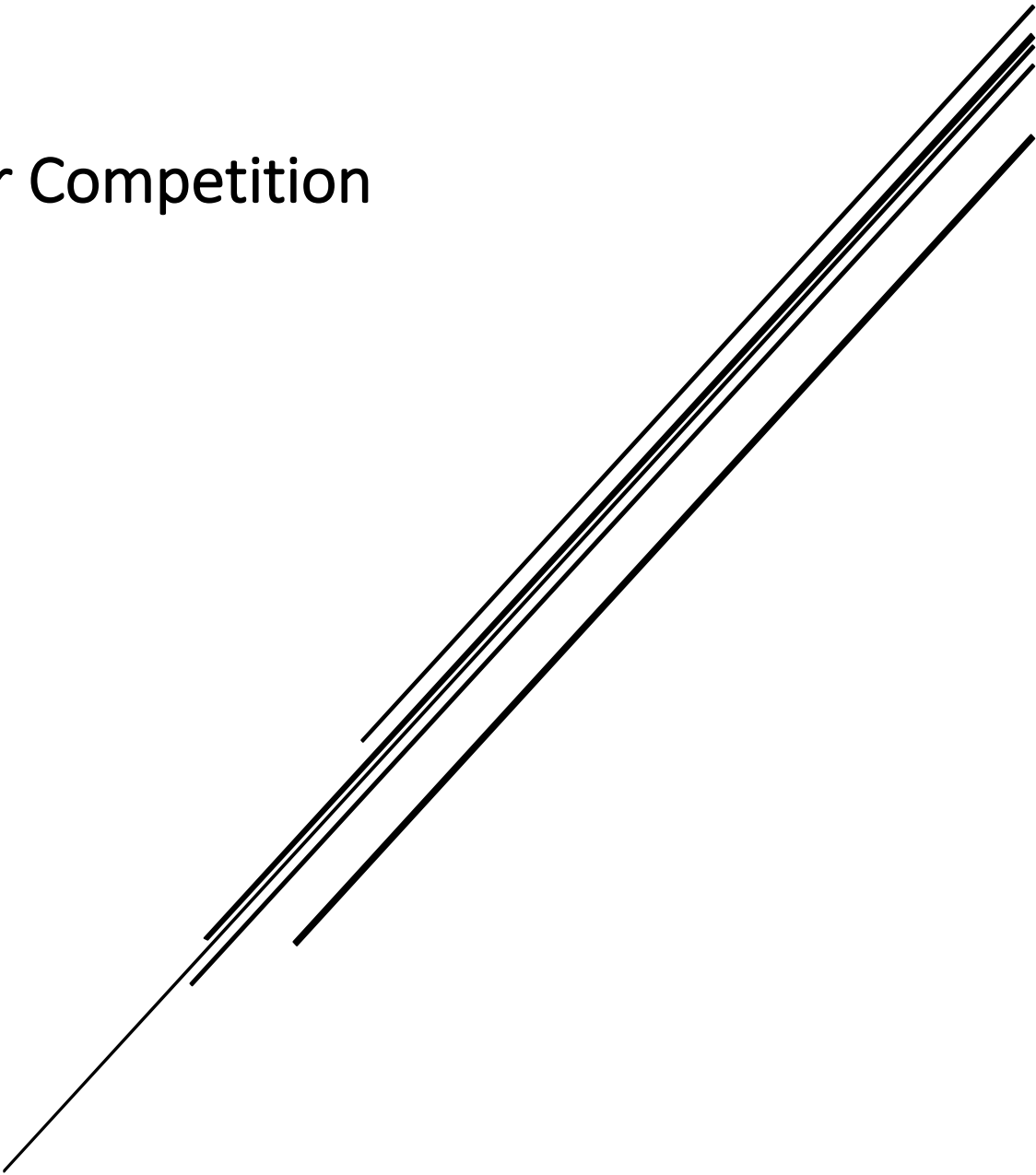


BIKiNNOV



bikevalueinnovationcenter
association

Fair Competition



Overview

The proper functioning of the market economy requires the promotion and defence of competition, as a public asset provided for in the Constitution of the Portuguese Republic and the Treaty on the Functioning of the European Union.

Although antitrust legislation differs from country to country, there are common denominators, where the purpose is to ensure free competition, prevent economic power from preventing effective competition and, consequently, to achieve the improvement of quality, goods and services. In this context, antitrust law is often referred to as competition law.

On 8 March 2022 BIKiNNOV – Bike Value Innovation Center – Association was founded. Formally recognised by the National Innovation Agency (ANI), BIKiNNOV is a Centre for Technology and Innovation whose purpose is to provide technical and technological support to companies in the two-wheeler sector, promoting the use of technology and innovation as tools to improve business competitiveness, to increase added value and to qualify the offer, particularly of small and medium-sized companies (SMEs). It is dedicated to the production, dissemination and transmission of business-oriented knowledge and to the creation of economic value, contributing to the pursuit of public policy objectives, orienting its action towards market needs, seeking to fill existing gaps and contributing to the response to societal challenges.

BIKiNNOV is committed to promoting fair competition and free enterprise in the market, nationally and internationally, to prevent anti-competitive business practices, to ensure compliance with laws and to preserve its reputation by not participating in anti-competitive agreements or practices.

This antitrust policy complements the BIKiNNOV Code of Ethics and Conduct. The guidelines presented below, which are merely illustrative and not exhaustive in nature, reinforce BIKiNNOV's position on the promotion of free competition, as well as the organisation's commitment to comply with all applicable regulations and laws which, due to their complexity, may in case of doubt require concrete and additional legal advice.

Prohibition of agreements with competitors

Secret agreements or concerted practices of competing undertakings or associations of undertakings which, by distorting the market, encourage the fixing of prices or trading conditions, the limitation of output, the sharing of markets, distribution agreements between suppliers and resellers whereby, for example, prices charged to customers are imposed by the supplier, agreements and exchanges of information between a firm and its competitors that reduce the strategic uncertainty of the firm on the market (regarding production costs, turnover, capacity, marketing plans, etc.) sources of supply and customers and even collusion in auctions or public tenders, and the disclosure of such agreements, including the disclosure of strategic information, is also prohibited.

This prohibition on entering into agreements with competitors applies to all formal and informal agreements aimed at the above listed results, whereby BIKiNNOV does not engage in any kind of collusion or coordinated actions and does not exchange or discuss confidential/sensitive business information, such as customer information, prices, costs, salaries, market share, R&D efforts or similar data with competitors, with the exception of agreements, concerted practices or associations of undertakings which are justified under competition law.

In BIKiNNOV's justified and legitimate communications with its competitors, no information is provided or agreed to be provided that could lead to conclusions about the current or future market conduct of any party.

Prohibition of abuse of dominant position

If BIKiNNOV holds a relevant position in the market that allows it to make individual commercial policy decisions, without having to consider the reaction of other economic agents, such as suppliers, partners, clients or competitors, it is prohibited to impose unfair conditions; crush margins; practice predatory pricing; refuse to supply goods or services or discriminate against other companies/organisations.

Furthermore, the abuse of economic dependence is prohibited, as it is forbidden for a company to use, in an illicit manner, the power it holds in relation to another company that is dependent on it because there is no alternative in the market for the supply of those specific goods or services, affecting the functioning of the market or the structure of competition.

“No-poach” - práticas anti concorrenciais no mercado laboral

BIKiNNOV does not enter into non-hiring agreements whereby companies mutually agree not to hire or make spontaneous offers to the workers of the companies with whom they have established the agreement.

Interactions with clients and suppliers

In respect for the principle of market economy and free competition, BIKiNNOV does not enter into agreements that unfairly restrict or limit the market conduct of our customers, suppliers, patent or licence holders, in particular regarding setting minimum prices for goods and services or absolute territorial restrictions, prohibition of resale or prohibition of cross-selling.

Thus, the granting or requesting of exclusive rights to customers or suppliers or the signing of agreements that limit the use, resale or charging of goods or services is preceded by an opinion from the Legal Department.

Conflicts of interest and business dealings with related parties

BIKiNNOV employees may not make decisions and/or participate and/or intervene in deliberations that may result in benefit or harm, whether direct or indirect, financial, personal, professional and/or political or of any other nature to themselves or to persons or entities related to them, nor may they participate in the processes and/or procedures that precede these decisions and/or access any information regarding them.

Based on the principles of loyalty and transparency, BIKiNNOV employees have the duty to immediately inform their hierarchical superior of any situation of conflict of interest, as set forth in the Code of Ethics and Conduct.

Exchange of opinions and information among Members

The sharing of opinions and information between Associates in meetings or joint events of BIKiNNOV is beneficial to the knowledge of the sector and the development of solutions related to the activity in question and is therefore admissible provided it respects the legal and contractual antitrust limits, the confidentiality of information and other legal duties. In this sense they are:

- **Allowable topics:**
 - ✓ Information on the general business expectations of companies, their entire product range or all business areas, provided that the information does not allow conclusions on the market position or market development of individual products;

- ✓ General economic data;
 - ✓ Current legislative proposals and their consequences for all member entities, without implying concerted competitive behaviour;
 - ✓ Discussions on BIKiNNOV lobbying activities;
 - ✓ Benchmarking activities (when data are freely available on the market, the data are not related to specific products or individual behaviour on the market or the information has no competitive relevance);
 - ✓ General exchange of freely accessible data (e.g. by the National Statistical Institute, daily press, internet or annual reports published by acceding members).
- **Inadmissible topics**, even if there is no agreement (planned or carried out), there should be no exchange of information on the following topics:
 - ✓ Individual purchase and sales prices and purchase and sales conditions of the companies;
 - ✓ Planned price increases or decreases as well as changes in the product range structure;
 - ✓ Individual price policies, price levels, systems of conditions;
 - ✓ Individual price policies, price levels, systems of conditions;
 - ✓ Manufacturing and sales costs, costing methods;
 - ✓ Individual company values for reference costs, production, stocks, purchase and sales volumes;
 - ✓ Planned projects of individual companies in terms of technology, investments, design, production, sales, marketing for specific products.

In this context, the mutual exchange of such data is not allowed, as well as the mere verification of such data or the unilateral provision of corresponding information to competitors.

BIKiNNOV is only responsible for monitoring antitrust legal provisions in the context of joint meetings and events between Associates. BIKiNNOV is uninvolved in the conduct of its members outside of the said meetings and joint events and therefore the illegal conduct of its Members outside of the said context is strictly of their own responsibility.

Access to information by service providers, workers and employees

BIKiNNOV explicitly states that service providers, employees and collaborators are prohibited from accessing confidential data or commercially relevant information of competing companies during their business.

If commercially relevant information is provided to service providers, employees and collaborators of BIKiNNOV, these are obliged to actively decline to receive this information and to actively distance themselves from any data communicated in this regard unintentionally. The refusal must be documented.

If service providers, employees and collaborators of BIKiNNOV become aware of a risk of exposure to sensitive competitive data of competitors during the specific activities of their service or activity (for example in the preparation of market research), they have a duty to inform BIKiNNOV immediately.

Under the terms of the law BIKiNNOV may subcontract the market analysis or other research services to third parties and consequently allow them access to confidential and individual company data.

Information provision

BIKiNNOV will only provide Associates and others with market information, market research or statistics that contain anonymous, non-identifiable aggregated data.

BIKiNNOV will not issue any press releases that allow conclusions to be drawn about the personal and market behaviour of its members that have not been publicly proven.

Complaints

In the event of knowledge of a conflict of interest situation, reports can be made through the following channels, where the protection of whistleblowers is ensured under the terms of the current legislation:

- **Email:** participe@bikinno.pt where the complaints are addressed to the Board, which delegates to the Executive Director the analysis and processing of the complaint, taking any action deemed appropriate in accordance with the facts exposed.
- **BIKiNNOV Website** – where a channel is made available for the complaint, following the same procedures as mentioned above.
- **Letter** – send the letter to the BIKiNNOV main office, with 'Confidential' marked on the outside of the letter.
- **In Person** – at a meeting requested by the Executive Director or the Board.

Checklist

The present antitrust policy of BIKiNNOV aims to increase the degree of awareness of all those who interact in the ecosystem of the association, at the level of danger areas related to competition law. Based on the above, a checklist has been created, in simple language and if any situation of conflict is identified, the channels of communication and complaint have been identified.

1. Always practice competition in a transparent and documented manner.
2. Do not practice any kind of formal or informal agreement, or even any discussion with competitors approaching prices, costs or any other type of agreement;
3. Do not exchange sensitive competitive information with competitors;
4. Do not attend meetings with competitors (including trade association meetings) where discussion of prices or any of the previously mentioned issues takes place;
5. In case of involvement in a meeting with competitors, involving market discussion, you should immediately withdraw and formally report the incident, indicating who were the participants in the meeting;
6. Use the communication channels whenever participating in meetings where matters related to prices, costs or sales conditions are discussed, in order to safeguard your position with a documentary record;
7. Consider foreign laws and regulations in antitrust, in order to comply with the applicable foreign rules and regulations in the conduct of international business, in addition to complying with BIKiNNOV's policy;
8. Respect the client's independence, not imposing any commercial, territorial, price or other restrictions. Any restriction must be subject to prior legal opinion;
9. Avoid tactics that could be interpreted as being intended to exclude all or a percentage of BIKiNNOV's competitors, in any line of business;
10. Avoid marketing or other programs that can be characterized as unfair or deceptive. Choose to comply with the principles of honesty, transparency in selling and providing services, including in advertising and promoting them.

Brief reference to the Competition Law

What should you do?

Immediately inform the Executive Director or Board in writing of contacts with competitors requesting or reporting price or other competitively sensitive information.

Immediately interrupt any conversation in which a competitor speaks about pricing issues or other prohibited matters and inform the Executive Director or Board in writing of the attempted conversation.

Document the source and date of receipt of all competitor price lists and other competitive data contained in your files

Withdraw immediately from any meeting at which competitors discuss prices or clients.

Consult BIKiNNOV legal services before starting negotiations with a competitor.

What shouldn't you do?

Discuss prices (past, current or future), pricing strategies, bids, quotes, terms, conditions of sale, clients or similar topics with competitors.

Ask competitors for pricing or other competitive information, nor communicate the Company's current or potential prices to competitors on request or otherwise.

Do not impose a non-compete restriction that prohibits a buyer from buying from another supplier.

Do not apply different prices (or other commercial conditions) to similar clients or the same prices to different types of clients without justification for such differences in treatment ("discriminatory pricing").

Do not impose exclusive purchasing obligations on clients.

Do not discuss, agree or exchange information on bidding strategies with competitors.

Application

The present global antitrust policy of BIKiNNOV was approved at a board meeting on 6 March 2023 and became effective on the day following its publication.

This was disseminated to all workers and associates of BIKiNNOV and published on the WEB page (www.bikinno.pt).

Due to the importance of these antitrust guidelines for cooperation with BIKiNNOV, the requirements will be reviewed at regular intervals, considering the needs of the occurrences that are identified and adapted to the current legal situation.