

# ANTITRUST GUIDELINES OF SECURE POS VENDOR ALLIANCE LTD.

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Whereas the Secure POS Vendor Alliance (“**SPVA**”) was formed to develop and promulgate new security standards that further advance payment security (“**SPVA standards**”) for the POS industry to the benefit of all stakeholders, the SPVA shall observe the following guidelines.

1. Admission to the SPVA membership should be based on clear, neutral and objective criteria.
2. The SPVA standards shall be open to all developers and manufacturers of POS equipment at all times, based on fair, reasonable and non-discriminatory terms. Any member or non-member that manufactures, develops, or designs a POS device may apply for SPVA certification for such product provided that the applicant pays the requisite fees and complies with the promulgated procedures, which procedures shall be clear, neutral, objective and non-discriminatory for all applicants seeking certification.
3. The SPVA standards shall be non-exclusive and voluntary. Members may comply, or not comply, with SPVA standards with respect to all or a portion of their products and services. Members may comply, or not comply, with any non-SPVA standards with respect to all or a portion of their products and services. Members may choose to certify their products and services as compliant with multiple security standards, including SPVA standards. The SPVA shall not in any way take action in relation to members that do not comply with SPVA standards or that choose to comply with other security standards.
4. Discussions, communications or any other exchange of information at all formal and informal SPVA meetings, including any subcommittee or working group, shall be limited to the scope of SPVA business. Competitively sensitive topics, including the following examples, shall **not** be discussed at any formal or informal SPVA meeting, including any subcommittee or working group meetings:
  - a. The pricing of any member’s, or competing non-member’s, products or services or the profit margins achieved.
  - b. The terms and conditions of sale offered to customers for any products or services including lease versus one-time payment, license versus sale, line-item versus bundled pricing, etc.

- c. Marketing initiatives or plans for any member's, or competing non-member's, products or services.
  - d. Any member's, or competing non-member's, plans for new products or services.
  - e. The costs of developing, manufacturing, or distributing any member's, or competing non-member's, products or services.
  - f. Any member's, or competing non-member's, manufacturing capacity.
  - g. Which distributors or service providers a member, or competing non-member, uses or plans to use. With the prior approval of legal counsel, members may provide objective evidence to SPVA of distributors or service providers that have taken actions that are non-compliant with SPVA standards.
  - h. Which suppliers or contract manufacturers a member, or competing non-member, uses or plans to use. With the prior approval of legal counsel, members may provide objective evidence to SPVA of suppliers or contract manufacturers that have taken actions that are non-compliant with SPVA standards.
  - i. Any other competitively sensitive information.
5. For the avoidance of doubt, the SPVA members shall not discuss or reach any explicit or tacit agreement as to the price they will charge for their products or services, contract terms and conditions that they will offer to, or accept from, customers or suppliers, products or services that members will develop or discontinue, or methods by which members will market, sell, or distribute their products or services.
  6. Legal counsel for the SPVA shall be present (either in person or by phone) at (i) every SPVA management committee meeting and (ii) if determined advisable in consultation with legal counsel, subcommittee and working group meetings. An agenda for each such meeting will be circulated in advance and will be reviewed in advance by the participants' respective in-house counsel. Minutes of all meetings shall be drawn up promptly by legal counsel for the SPVA and kept by the participants' respective in-house counsel.
  7. The SPVA shall be a not-for-profit organization.