

Antitrust Guidelines for RSPO Members

The principal objective of the Roundtable on Sustainable Palm Oil (RSPO) is “to promote the growth and use of sustainable palm oil through co-operation within the supply chain and open dialogue with its stakeholders”. However, being a multi-stakeholder initiative, RSPO also brings competitors together and, in doing so, present potential risks of contravention of antitrust or competition laws and regulations of the countries in which they operate. Accordingly, the following precautions must be taken to ensure full compliance with those laws.

A) General Principles:

- 1) Participation in RSPO is voluntary. No one will be pressured to participate in it.
- 2) Members of RSPO shall remain free at all times to join other initiatives on sustainable agriculture and shall not be limited in any respect in the ways they decide to conduct their business.
- 3) Membership of RSPO shall be open to all companies/organisations within the membership categories specified in its Statutes and By-laws.
- 4) RSPO will not be used in any manner as a vehicle for participating companies/organisations or individuals to discuss or seek agreement on any of the subjects mentioned under paragraph C) herein. It is important to keep in mind that no formal agreement needs to be reached to run afoul of antitrust or competition laws.
- 5) No competitively sensitive information will be exchanged among RSPO members.

B) Meetings:

- 1) All agendas and minutes have to be circulated to all participants well in advance of any meeting.
- 2) The RSPO Secretary-General shall ensure that agendas and minutes of meetings comply fully with these Guidelines. When in doubt, he/she must seek advice of a legal counsel before dissemination.
- 3) All meetings shall begin with a review of these Guidelines by the Chairman of the meeting.
- 4) If a participant is uncertain whether a discussion or conduct may contravene the relevant antitrust or competition law issues he/she should immediately seek the advice of his/her legal counsel.
- 5) If a participant senses a contravention, he/she should dissociate himself/herself from the discussion or conduct immediately.

C) Restrictive Covenants:

In view of antitrust considerations and to avoid any possible restraints on competition, competitively sensitive subjects must be avoided during any discussion between and among competitors, including inter alia the followings:

Future marketing plans of individual competitors should not be discussed between competitors;

- 1) Any complaints or business relating to specific customers, specific suppliers, specific geographic markets or specific products, should not be discussed between competitors;
- 2) Purchasing plans or bidding plans of companies in competition should not be discussed (except privately between two parties with a vertical commercial relationship such as supplier and customer);
- 3) Current and future price information and pricing plans, refund or rebate plans, discount plans, credit plans, specific product costs, profit margin information and terms of sale should not be discussed between competitors;
- 4) RSPO shall also not be used in any manner as a vehicle for competitors to limit or control production, markets, sources of supply, technical development or investment, nor should it be used as a platform to agree or discuss joint reactions to specific companies (for example boycott of particular suppliers or customers).