

## **EXHIBIT B: ANTITRUST POLICY**

### **OVERVIEW**

The Consortium for Execution of Rendezvous and Servicing Operations (“CONFERS”) is committed to complying fully with applicable antitrust and competition laws (the “Antitrust Laws”). Accordingly, all activities of CONFERS, including standards development work, shall comply with the Antitrust Laws, and CONFERS members shall also comply with the Antitrust Laws in connection with all CONFERS-related activities. All meetings of CONFERS and all communications between members of CONFERS relating to CONFERS-related activities shall be conducted in accordance with the Antitrust Laws, as detailed further below.

#### **1. The Antitrust Laws**

The Antitrust Laws are designed to promote vigorous competition and to protect consumers. Violations of these laws can result in enormous reputational harm, criminal penalties (including fines and jail sentences), as well as civil penalties and treble damages. This antitrust compliance program seeks to minimize, and hopefully eliminate altogether, the prospect of antitrust liability for CONFERS and its members.

Certain violations of the Antitrust Laws result in “per se” liability, meaning no justification for the behavior is accepted as a defense. Offenses falling into this category are agreements among competitors relating to price and other terms and conditions of sale, market and customer allocations, certain group boycotts and certain tying arrangements. Conduct of this sort necessarily poses the greatest risk under the Antitrust Laws.

#### **2. General Policy**

CONFERS assigns the highest priority to full compliance with both the letter and the spirit of the Antitrust Laws, and it is vital that meetings of CONFERS and its committees and task forces, as well as activities by the CONFERS Executive Committee and Board of Directors (collectively, “CONFERS Meetings”) be conducted in a manner consistent with this policy. If, during the course of a CONFERS Meeting, the leader of the meeting believes that a sensitive topic under the Antitrust Laws is being discussed, or is about to be discussed, the leader will so advise the meeting and halt further discussion pending receipt of an analysis by a person trained in antitrust compliance. As attendees at a CONFERS Meeting, a member or other participant likewise should not hesitate to voice any concerns in this regard.

It is important to bear in mind that those in attendance at a CONFERS Meeting may be competitors. CONFERS members and other participants should avoid discussing certain subjects when they are together — both at formal CONFERS Meetings and in informal contacts with others — and should adhere strictly to the guidelines that follow. In general, the types of discussions that should be avoided are those that may suggest or tend to reflect agreements among competitors as to: price; other terms of sale that could impact price; allocation of customers, markets, or territories; bid-rigging; and boycotts or joint refusals to do business with others.

While many of the Antitrust Laws apply only to "concerted" action or "agreements," an illegal agreement can be found even without a "handshake" or express words or writings indicating agreement. Tacit understandings, including responding to pressure, exerting pressure or doing "what is expected," can violate the law. An implied agreement also may be inferred from communications between competitors followed by unexplained parallel behavior. For example, if two competitors discuss prices, and later adopt prices that are similar, a conspiracy to fix prices may be inferred, even though the competitors never explicitly "agreed" to do anything. Comments made in an informal environment may be used as proof of an agreement, even though the parties' subsequent actions actually were taken independently for sound business reasons. Thus, the safest practice, in CONFERS Meetings or elsewhere, is to avoid any communications (oral or written, formal or informal) with competitors about topics on which it would be illegal to agree.

The Antitrust Laws apply to organizations such as CONFERS just as they apply to any individual company or group of competitors. Members and other participants should always avoid conduct that would violate the Antitrust Laws. As such, with rare exceptions that should be invoked only upon the advice of legal counsel, there should never be discussion of the following topics at any CONFERS Meeting (whether as part of a structured formal meeting or as part of informal discussions among members at social functions or other events):

- any member's or participant's prices or pricing policies;
- any member's or participant's other terms of sale, warranties or contract provisions;
- division of customers, territories or locations;
- restrictions on or reductions of a member's or participant's business activities;
- any member's or participant's specific R&D, sales or marketing plans;
- any member's or participant's confidential product, product development or production strategies;
- whether to purchase from certain suppliers or sell to certain customers;
- prices paid to input sources;
- complaints about individual firms or other actions that might tend to hinder a competitor from competing fully in any market (with some exceptions in the public policy context); or
- data concerning fees, prices, production, sales, bids, costs, salaries, customer credit or other business practices, unless the data in question is exchanged and disclosed pursuant to a well-considered CONFERS plan that has been approved by legal counsel.

All CONFERS Meeting attendees have an obligation to terminate any discussion or activity, seek the advice of legal counsel, or, if necessary, terminate any meeting if the discussion or activities reasonably might be construed to raise antitrust issues. In the unlikely extent that serious antitrust concerns are left unaddressed, a member or other participant should announce his or her departure, explain why, and withdraw from the meeting.

### **3. CONFERS Meetings – Protocol**

No CONFERS Meeting shall occur unless in advance of the meeting an agenda has been created and distributed. Discussions of CONFERS Meetings will be limited to the topics set forth in the meeting agenda, which can be amended at the meeting by a majority vote. If any member or participant has a question about the agenda, that member should consult with counsel before attending the meeting.

At each CONFERS Meeting at least one person in attendance must have been trained in antitrust compliance.

At the commencement of the first meeting of CONFERS, or any committee, subcommittee or task force thereof, or of the CONFERS Executive Committee or Board of Directors, held during a calendar year, and during the opening session of any CONFERS conference held for the purpose of discussing, debating, proposing, revising, or otherwise working on one or more deliverables, the meeting leader shall read the following statement, in its entirety:

On behalf of CONFERS, I welcome you to this meeting. It is essential that we observe certain ground rules as we participate in this meeting. The Antitrust Laws prohibit the discussion of a number of matters in a meeting such as this. It is important that discussions at this meeting address only that information needed for legitimate functioning of CONFERS and the [insert committee or working group name here]. Relative to any company or companies represented by any of us, there can be no discussion of: prices; other terms and conditions of sale such as credit terms, markups, or profits; geographical areas in which a company or companies seek or may seek to do business; the persons or companies with whom a company or companies will or will not do business; production costs; or any future marketing plans. Any departure from these ground rules could result in severe civil and criminal penalties to you as individuals and/or to your companies. Federal sentencing guidelines mandate jail sentences for antitrust violations and call for criminal fines that may range into the millions of dollars. CONFERS is committed to complying with federal antitrust regulations. Before participating in this meeting, you are encouraged to familiarize yourself with CONFERS's Antitrust Compliance Policy, which is available in Exhibit B to the CONFERS Articles of Collaboration at [www.satelliteconfers.org](http://www.satelliteconfers.org). It is a condition of your participation in this meeting that you accept and agree to abide by the terms of the CONFERS Antitrust Compliance Policy. If you do not accept these terms, please leave the meeting at this time.

The fact that this statement was read shall be recorded in the applicable meeting minutes or conference proceedings.

At subsequent CONFERS Meetings or during ensuing meeting sessions, the meeting leader shall ask whether anyone present has not received or does not agree to this Antitrust Compliance Policy, and, after offering any person responding in the affirmative an opportunity to withdraw from the meeting or conference, shall record the fact that the question was asked, along with the name and affiliation of any person responding in the affirmative, in the minutes of the meeting or the proceedings of the conference session.

#### **4. Exceptions**

Notwithstanding the provisions above, the antitrust notice need not be read at meetings of a subordinate body, such as a sub-committee or working group (“Subordinate Body”), if the following three conditions are met:

- a. The notice is printed prominently on the agenda of a meeting and the agenda is provided to all members of the Subordinate Body at least 24 hours in advance of the meeting's scheduled start time;
- b. The notice is verbally recognized by the chair or presiding officer of the Subordinate Body at the commencement of the meeting; and
- c. Non-consenting participants are given an opportunity to leave the meeting.

When this procedure is used by a Subordinate Body, that body shall record in its minutes the fact that the chair or presiding officer called attention to the notice and provided an opportunity for non-consenting participants to reject the policy and leave the meeting.

#### **5. Obligation to Report Violations**

If a member believes that a discussion at a CONFERS Meeting would violate the Antitrust Laws or the policy described above, then such member shall:

- a. Declare and be identified as an objector to the discussion or activity in question.
- b. Immediately disassociate him or herself from the discussion and withdraw from the meeting; and
- c. Report her or his objection to the chair or presiding officer of the relevant CONFERS committee.

The fact that a member or other participant stated an objection and withdrew from a meeting shall be recorded in the meeting minutes.

#### **6. Consultation Recommended**

CONFERS encourages all members or other participants to familiarize themselves with this Antitrust Compliance Policy and to consider discussing their participation in a CONFERS Meeting with someone trained in antitrust compliance.

#### **7. Communications to Members**

Upon approval by CONFERS, a copy of this policy shall be sent to all members and other participants, and, in the future, shall be included in the member registration package for all new members. Further, this policy shall be posted on the CONFERS website at [www.satelliteconfers.org](http://www.satelliteconfers.org), and CONFERS shall establish mechanisms whereby all existing and new members must, as a condition of membership, acknowledge and agree to be bound by the terms of this policy.

Antitrust compliance training shall be offered at least once each year.

#### **8. Guidelines With Respect to Standards Activities**

Well-conceived and properly implemented standards development programs pose no significant risk of Antitrust liability. However, poorly structured and improperly implemented

programs addressing standards development and related activity can give rise to significant antitrust risks. Although not dispositive as to antitrust liability, procedural regularity in standards development and related activity is an important safeguard. Government oversight and involvement in standards development efforts can in certain circumstances limit or eliminate antitrust liability.

Standards development work and related activities, such as the creation of guidelines and best practice summaries, should be undertaken pursuant to written procedures that have been approved by counsel. Among other things, those procedures should address issues such as who may participate in development work, how decisions will be made, when consensus is achieved, who may officially interpret CONFERS standards (if anyone), and who owns the resulting end product.

Set forth below are basic guidelines for members and other participants in CONFERS's standards development activities:

- a. Standardization programs must not be used as a vehicle to fix prices or lessen competition. Similarly, such activities must not be used as a means to effect the boycott/exclusion of competitors or to limit/control production.
- b. Fees charged in connection with participation in standards development should be reasonable in relation to the direct and indirect costs involved.
- c. Due process should be accorded to all parties materially interested in a standards program, including members, other manufacturers, academics, non-profit organizations, users and consumers. Procedural regularity and consistency is essential.
- d. The purpose of a standard should be legitimate, reasonable and clearly shown. It must be socially desirable and in the public interest. Examples of such purposes are the safety of people and property, the interchangeability of parts, and the understanding of common terms of reference between vendors and purchasers.
- e. The requirements of a standard for a product or process shall be those which can reasonably be met by various segments of the industry and should be generally acceptable to users or consumers. Where safety is of primary concern, this factor must be weighed against the above consideration.
- f. Standards shall be written, if possible, in the broadest performance terms to encourage innovation and new technology. Standards employing design criteria should be avoided where possible.
- g. Certification programs should avoid the use of a single "pass/fail" system -- graded systems that preserve consumer/user options are desirable.
- h. A standard should never be written in such a way that it can be used to mislead consumers of the product, service or process covered by the standard.
- i. The test methods required by a standard should be adequate to measure the characteristics in question. The necessary personnel and equipment to conduct the tests should be generally available and at a reasonable cost.

- j. Provisions involving business relations between buyer and seller, such as those normally found in a warranty, should not be included in a standard. This is not interpreted to exclude provisions concerning the determination of conformity with a standard when based on engineering and technical considerations.
- k. Certification and/or marking requirements or quality assurance provisions should not be unduly restrictive.
- l. CONFERS should not refuse to develop a standard simply because it may involve the use of a patented item. However, no standard should be written by CONFERS which requires the use of a patent claim to implement the standard unless such patent is available on a non-discriminatory basis, free of charge or for a reasonable fee.
- m. No standard or guideline shall be published by CONFERS unless it has first been reviewed and approved by a person trained in antitrust compliance.