



Antitrust Policy and Rules

October 2008

Antitrust Policy Statement (the Policy)

The Responsible Jewellery Council (**the Council**) is an international organisation whose mission is to promote responsible business practices throughout all areas of the diamond and gold jewellery supply chain, from mining to retail (**the Industry**), in order to promote ethical sourcing practices and maintain consumer confidence in the Industry. The Council has developed a Code of Practices which contains the social, ethical, human rights and environmental standards that the Council believes will provide increased clarity about key responsible business practices. It is the Council's view that its objectives can best and most effectively be achieved through a common industry approach and with the on-going involvement of industry and community stakeholders.

The Council acknowledges and understands that its activities must at all times be undertaken with an understanding of the importance of compliance with all applicable laws and regulations, including but not limited to laws and regulations relating to antitrust and competition. These laws are intended to preserve and promote free, fair and open competition. Failure to abide by these laws can potentially have extremely serious consequences for the Council and its members.

Therefore, in carrying out its activities, it is the policy of the Council and its members to act at all times in accordance with, and strictly adhere to, the letter and the spirit of all applicable national and international antitrust and competition laws and regulations (**Antitrust Laws**). For this reason, the Board of Directors takes this occasion, through this statement of policy, to make clear its unequivocal support for the policy of competition served by Antitrust Laws, as well as its uncompromising intent to comply strictly in all respect with those laws.

The Board further undertakes to ensure that this Policy is made known to, and complied with, by all individuals and groups acting under the authority of the Council and engaged in administering its activities. In addition, the Council shall ensure that each of its members is made aware of, and has due regard for, this Policy.

Antitrust compliance is the responsibility of every Council member. Any violation of Antitrust Laws or of this Policy may result in immediate suspension from membership of the Council and immediate removal from any Council office held by any official representative violating the same.

General Rules of Antitrust Compliance (the Rules)

The following Rules are applicable to all activities of the Council and its members and must be observed in all situations and under all circumstances, without exception or qualification, other than as noted below.

- The Council will not become involved in the competitive business decisions of its members, nor will it take any action that would tend to restrain competition in the Industry.
- No activity of the Council shall be used to bring about, or attempt to bring about, any understanding or agreement, whether written or oral, formal or informal, expressed or implied, among its members with regard to, but not limited to, price fixing, market sharing, bid-rigging, limiting production or supply, boycotting, or unfair discrimination.
- No Council activity or communication (**Activity**) shall involve the exchange or collection and dissemination of business secrets or other commercially sensitive information among its members. For the purposes of these Rules, commercially sensitive information includes (but is not limited to) information (other than information already publicly available) regarding:
 - a) previous, current or future negotiations with individual customers, or negotiation strategies generally;
 - b) previous, current or future terms of trade, including but not limited to prices;
 - c) capacity, production or sales forecasts;
 - d) previous, current or future stock levels;
 - e) previous, current or future production and/or export data, whether by asset or otherwise; and
 - f) previous, current or future sales data, whether by asset or customer or otherwise.
- Notwithstanding the foregoing, commercially sensitive information does *not* include aggregate industry data made up or comprised of commercially sensitive information, provided that such aggregate data is provided in such a manner as to prevent any member or other Industry participant from ascertaining company-specific commercially sensitive information from which the aggregate data was derived. Any such aggregated data will be compiled by or at the direction of the administrative staff of the Council, and in no case will Council Members or Industry participants have access to company-specific business secrets or commercially sensitive information of other companies.
- No Activity shall include any discussion or action which might be construed as an agreement or understanding to prevent any business entity from gaining access to any market or to any customer for goods or services, or to prevent or boycott any business entity from obtaining a supply of goods or otherwise purchasing goods or services freely in the market.
- No Activity shall include any discussion or action that might be construed as an agreement or understanding to refrain from purchasing (or limit the prices paid for) any raw materials, semi finished products, equipment, services or other supplies from any supplier.
- The development of common standards for the Industry is not intended to limit any company's freedom or discretion to make its own business decisions, to prevent the manufacture or sale of any product not conforming to such a specified standard, or to have the effect of a restraining competition.

- No company shall be unreasonably or arbitrarily excluded from the Council's membership, or from participation in any Council activity, where such exclusion may impair such company's ability to compete effectively in the Industry.
- In conducting all Council Annual General and General Meetings (as those terms are defined in the prevailing Articles of Association of the RJC, together **Meetings**), the chairman thereof shall prepare and follow a formal agenda which must be reviewed and approved in advance by an external legal counsel. Minutes of each such Meeting shall promptly be distributed to all persons who attended such Meetings. Approval of the minutes shall be obtained from the members of Council at its next Meeting. Copies of the minutes shall be transmitted to the headquarters staff.
- During all Meetings, an external legal counsel shall be present to ensure that the Council conducts itself in accordance with the Policy and these Rules. Legal Counsel shall attend all other meetings of the Council as are deemed necessary to ensure that the Council conducts itself in accordance with the Policy and these Rules.
- The following statement will be included on the agenda of all Council meetings.
 - *Attendees are kindly reminded that the RJC is committed to complying with all relevant antitrust and competition laws and regulations and, to that end, has adopted an Anti-trust Policy Statement, compliance with which is a condition of continued RJC membership. Failure to abide by these laws can potentially have extremely serious consequences for the RJC and its members, including heavy fines and, in some jurisdictions, imprisonment for individuals. You are therefore asked to have due regard to this Policy today and indeed in respect of all other RJC activity.*
- In informal or social discussions at the site of, or in connection with, any Council meeting (including, but not limited to, meetings of any RJC committee or sub-committee), all members and representatives are expected to observe the same standards of personal conduct required of the Council in its compliance with the Policy and these Rules.
- The Council will ensure that copies of the Policy and the Rules are provided to members on registration.

Approved: Matthew J Runci

Chairman, Responsible Jewellery Council