JS Foundation Antitrust Policy

Introduction.

The purpose of the JS Foundation ("JS Foundation") is to: (a) drive widespread adoption and continued development of key JavaScript solutions and related technologies; (b) facilitate collaboration within the JavaScript development community; (c) create a center of gravity for open source projects throughout the end-to-end JavaScript ecosystem guiding them toward open governance and diverse collaborator bases; (d) host the infrastructure to support hosted open source projects ("Projects") and (e) enable, through advancement of the JS Foundation's projects and strategic partnerships, an open and accessible web.

JS Foundation Projects shall be efficient and promote innovation by eliminating duplicative R&D efforts, attaining economies of scale, and enabling synergies between developers. The purpose of this Antitrust Policy (the "Policy") is to avoid antitrust risks in carrying out the JS Foundation's procompetitive mission.

It is JS Foundation's policy to comply with all applicable antitrust/competition laws, including state and federal antitrust and trade regulation laws in the U.S., as well as applicable antitrust/competition laws of other countries (collectively, the "Antitrust Laws"). The penalties for violating the Antitrust Laws can be severe, including treble damages in the U.S., and large fines and imprisonment of individuals found guilty of illegal conduct in the U.S. and other countries. The U.S. Supreme Court has ruled that a trade association may be held legally responsible for the unauthorized, as well as authorized, illegal acts of its members.

JS Foundation will comply in all respects with the Antitrust Laws. In addition, all members of JS Foundation (collectively, "members") must likewise comply in all respects with the Antitrust Laws and this Policy in carrying out JS Foundation-related activities, as must all non-members who participate in such activities, whether directly or indirectly, including without limitation, participants in JS Foundation's projects, committees and advisory councils (if any), and JS Foundation's employees, consultants, directors and officers (all such non-member participants, "participants").

The main goal of the Antitrust Laws is to safeguard vigorous competition. Nothing in this Policy, or in any other JS Foundation document or policy, prohibits or limits the ability of JS Foundation members or participants to make, sell or use any product, or otherwise to compete between them or with non-JS Foundation members in the marketplace. While this Policy provides general guidance on compliance with Antitrust Law, Members and participants should contact their respective legal counsel to address specific questions.

This Policy is conservative and is intended to promote compliance with the Antitrust Laws, not to create duties or obligations beyond what the Antitrust Laws actually require.

In the event of any inconsistency between this Policy and the Antitrust Laws, the Antitrust Laws preempt and control.

This Policy shall be provided to all members and participants in JS Foundation.

The following policies address three areas in which the Antitrust Laws are particularly concerned: Membership; Conduct of Meetings; and Projects/Requirements.

Membership.

JS Foundation membership shall be made available on reasonable terms to all individuals and entities meeting the qualifications established by JS Foundation for membership, as set forth in JS Foundation's bylaws. No applicant for membership who meets the membership criteria shall be rejected for any anti-competitive purpose or solely for the purpose of denying the applicant the benefits of membership.

Any final JS Foundation information, materials, or reports available to members shall be made available to non-members on reasonable terms, if and when JS Foundation concludes that failure to make them available will impose a significant economic or competitive disadvantage or cost to non-members.

Conduct of Meetings.

At meetings among actual or potential competitors, there is a risk that participants in those meetings may improperly disclose or discuss information in violation of the Antitrust Laws, or otherwise act in an illegal anti-competitive manner. To avoid this risk, JS Foundation members and participants must adhere to the following policies when participating in JS Foundation-related or sponsored meetings, conference calls, or other forums for the exchange of information:

JS Foundation members and participants **must not**, in fact or appearance, discuss or exchange verbal or written information regarding:

- An individual company's current or projected prices, price changes, price differentials, markups, discounts, allowances, price/benefit analyses, terms and conditions of sale, including credit terms, etc., or data that bear on prices, including profits, margins or cost.

- Pricing policies, price levels, price changes, differentials, or the like.

- Actual or projected changes in production, output, capacity or inventories.

- Matters relating to bids or intentions to bid for particular products, procedures for responding to bid invitations or specific contractual arrangements.

- Plans concerning research or development, or the design, characteristics, production, distribution, marketing or introduction dates of particular products, including proposed territories or customers.

- Matters relating to actual or potential individual suppliers that might have the effect of excluding them from any market or of influencing (favorably or unfavorably) the business conduct of firms toward such suppliers.

- Matters relating to actual or potential customers that might have the effect of influencing (favorably or unfavorably) the business conduct of firms toward such customers.

- Current or projected costs of procurement, development or manufacture of any product.

- Market shares for any product or for all products.

- Confidential or otherwise sensitive business plans or strategy.

In connection with all JS Foundation-related meetings, conference calls, or other forums for the exchange of information, members, potential members, speakers and other participants **must do** the following:

- Understand the purposes and authority of each JS Foundation committee, project, advisory council (if any), or other group in which they participate.

- Consult with their respective counsel on all Antitrust Law questions related to JS Foundation meetings, including, where appropriate, requesting legal review of agendas and written information intended for distribution.

- Protest against any discussions that appear to violate this Policy or the Antitrust Laws, leave any meeting in which such discussions continue, and either insist that such protest be noted in the minutes, if occurring during a meeting, or make such protest known to the Legal Counsel of JS Foundation (see Contact Information, below).

Projects/Requirements.

JS Foundation and its projects will create the Projects, and may also establish technical requirements and/or specifications for JS Foundation software (collectively, "Requirement(s)"). The use of any version of the Projects and adoption of any such Requirements shall in all cases be voluntary. Members and participants shall not enter into agreements that prohibit or restrict any member or non-member from using any alternatives to the Projects, or from establishing or adopting any other Requirements. Members and participants shall not undertake any efforts, directly or indirectly, to prevent any firm from using any alternative to the Projects, or from manufacturing, selling, or supplying any product not conforming to a Requirement.

Parties who may be affected by a Requirement developed by the JS Foundation shall be given the opportunity to comment on the development of any such Requirement, regardless of whether they are members of JS Foundation. JS Foundation will publish all

proposed Requirements on a publicly available web page of the JS Foundation website for a reasonable period of time prior to formal adoption, and shall consider comments to those proposed Requirements prior to adopting a final requirement.

JS Foundations shall develop and select Requirements based on their quality, technological attributes and ability to address the needs of JS Foundation users. JS Foundations shall not promote standardization of commercial terms, such as terms for sale for software.

All participants in JS Foundations and committees shall abide by all applicable rules, policies and procedures adopted by JS Foundation or the applicable committee or project, as updated from time to time (collectively "JS Foundation Policies").

Legal Review.

JS Foundation's policy is to discuss thoroughly with legal counsel any proposed programs or policy decisions before they are implemented. If any member or participant has any question as to the legality of a proposed course of action, the matter should be immediately referred to the JS Foundation corporate counsel, Fort Point Legal, PC, PO Box 51476 Boston, MA 02205, antitrust@fortpointlegal.com. In this manner, JS Foundation can ensure continued pursuit of its legitimate objectives with maximum protection for members and participants.

Contact Information.

To contact JS Foundation regarding matters addressed by this Policy, please send an email to legal@js.foundation, and reference "JS Foundation Antitrust Policy" in the subject line.

As adopted by the Board of Directors on October 17, 2016