SEAFOOD TASK FORCE, INC.

Antitrust Compliance Policy and Guidelines

It is the policy of the Seafood Task Force, Inc. (the "Task Force") to fully comply with all laws and regulations applicable to its activities.

This document establishes a mandatory Antitrust Compliance Policy and Guidelines to assist them Task Force and its Members in conducting Task Force meetings and activities within the limits established by the United States' antitrust laws. The Task Force and its Members will, as a condition of membership, comply with all applicable antitrust laws (known in some countries as competition laws).

Please remember that the Task Force may be held liable for activities of Members at a Task Force meeting. In addition, actions by a Task Force Member or director or officer that an outsider could reasonably assume were authorized by the Task Force may be interpreted by the courts to be an act of the Task Force, and therefore for which the Task Force bears legal responsibility.

Overview of the Antitrust Laws

Associations by their very nature present potential antitrust issues. One reason is that in bringing competitors together into an association, there exists the means by which collusive action can be taken in violation of the antitrust laws. In addition, many of an association's valuable programs could deal with subjects that are sensitive from an antitrust standpoint – statistical reporting, sharing of competitively-sensitive data, and standards and certification programs.

Under the U.S. antitrust laws, certain kinds of conduct are exclusively presumed to be unreasonable and therefore unlawful. Such conduct, which is considered to be unlawful *per se*, consists of certain practices which clearly restrain competition and have no other redeeming benefits.

Examples of such practices include:

- Agreements to establish price (price fixing)
- Agreements to refuse to deal with third parties (boycotts)
- Agreements to allocate customers or markets

- Tie-in sales which require the customer to buy an unwanted item in order to
- Buy the product desired

Task Force Members should refrain from any discussion which could provide the basis for an inference that the Members agreed to take any action that might restrain trade. An "agreement" among members in antitrust terms is a very broad concept – it may be oral or written, formal or informal, expressed or implied. A "gentleman's agreement" to "hold the line" on prices is more than sufficient to evidence an unlawful conspiracy to fix prices.

There are both civil and criminal penalties for violating the antitrust laws. The penalties for violating the antitrust laws are severe. In addition to government enforcement of the antitrust laws, an individual or company that suffers injury as a result of an antitrust violation may file a private suit against the violator and recover treble damages. Therefore, the Task Force's antitrust liability does not lay solely at the hands of government enforcement agencies.

Areas of activity which should be carefully scrutinized from an antitrust standpoint are the following:

- Denial of membership to an applicant
- Expulsion of a Member
- Membership qualifications
- Conduct of a statistical reporting or data sharing program
- Conduct of a standards or certification program
- Denial of Task Force services to non-members

Meetings and Teleconferences

The following are guidelines which can minimize the possibility that inferences of potential antitrust violations can be drawn from Task Force meetings:

1. Meetings should be limited to what is reasonably necessary to achieve the purposes and objectives of the Task Force.
2. In advance of every meeting, a notice of meeting along with an agenda should be sent to each member of the group; the agenda should be specific and broad topics should be avoided.
3. This Antitrust Compliance Policy and Guidelines should be reviewed at each meeting and a copy should be included in the meeting materials.
4. Participants at the meeting should adhere strictly to the agenda. In general, subjects not included on the agenda should not be considered at the meeting.

5. If questions arise as to what topics may be discussed or agreed to, Members should consult legal counsel.

6. Minutes of all meetings should be kept by the Task Force, and they must accurately report what actions, if any, were taken.

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Data Sharing Guidelines

A data sharing program can be competitively neutral or pro-competitive by enhancing efficiencies. However, the Task Force must be cautious that any data sharing programs do not facilitate anticompetitive harm by advancing competitors' ability to collude. The more competitively sensitive the data or information shared, the greater the risk.

Therefore, any data sharing program conducted by the Task Force should adhere to the following general guidelines:

1. Disaggregated, confidential and/or competitively sensitive information or data should be collected only by authorized persons and in compliance with advance legal guidance from counsel. Using an independent third party to receive and aggregate or process competitively sensitive information or data is preferred.

2. As a general rule, the more historical the data being collected (more than three (3) months old), the less likely is it is that that the data would be viewed as competitively-sensitive.

3. The sharing of competitively sensitive data among Members may occur only in compliance with advance legal guidance from counsel.

4. Decisions regarding whether and under what terms or conditions to do business with a supplier or other business are to be made by each Member in its own unilateral company discretion, and should not collectively be agreed upon among Members.