

INTERNET OF THINGS TALENT CONSORTIUM, INC.
ANTITRUST GUIDELINES

Internet of Things Talent Consortium, Inc. (the “Corporation”) is committed to conducting its affairs in compliance with the antitrust laws of the United States and, as applicable, the antitrust laws of the states within the United States and the antitrust/competition laws of other countries (collectively, the “Antitrust Laws”) in which the Corporation has business. The Antitrust Laws are intended to preserve and promote free, fair, and open competition. A violation of the Antitrust Laws can have serious consequences for the Corporation and for participating companies. Accordingly, the Corporation has adopted these Antitrust Guidelines (“Guidelines”) for itself, its members, directors, officers, employees, and agents, and for all attendees at Corporation meetings and events (collectively, “Participants”), as guidance in connection with participation in the Corporation’s activities. These Guidelines are conservative and are 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 these Guidelines and the Antitrust Laws, the Antitrust Laws preempt and control.

At all meetings of the Board of Directors, or of any committee, subcommittee, work team or work group (each, a “Committee”) of the Corporation, a statement substantially similar to the following should be read at the beginning of the meeting:

This is a reminder that all Internet of Things Talent Consortium, Inc. activities are subject to compliance with the Internet of Things Talent Consortium, Inc.’s Antitrust Guidelines. Each individual participant and attendee at this meeting is responsible for complying with the Antitrust Guidelines. Copies of the Antitrust Guidelines are available at this meeting or, if applicable, may be immediately emailed to anyone on this call or at this meeting.

1. The Corporation and its Committees or activities should not be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, express or implied, between and among competitors regarding their prices, terms or conditions of sale, distribution, volume of production, product development or introduction plans, territories, customers, or credit terms.

2. In connection with participation in the Corporation, there should be no discussion, communication, agreement, or disclosure among Participants regarding their current or projected prices or any elements of such prices, including price differentials, discounts, allowances, pricing methods, profits, profit margins, cost data, or terms or conditions of sale or licensing of products or services, production plans, capacities, market shares, sales territories, geographic or product markets, allocation of territories or customers, information on the timing, cost, or volume of research and development projects, production or sales, or information on bids, intentions to bid, procedures for responding to bid invitations, or specific contractual arrangements.

3. In connection with their participation in the Corporation, each Participant should exercise its independent business judgment in pricing its services and/or products, dealing with

its customers and suppliers, choosing the markets in which it will compete, and the terms under which it will compete for business.

4. The Corporation and the Participants, in connection with their participation in the Corporation, should not enter into any agreement or understanding among themselves to refrain, or to encourage others to refrain, from purchasing any raw materials, product, equipment, services, or other goods or services from any supplier or vendor, or from dealing with any supplier or vendor.

5. In connection with their participation in the Corporation, neither the Corporation nor its Participants should attempt to prevent any person from gaining access to any market or customer for goods and services, or attempt to prevent any person from obtaining a supply of goods or services freely in any market. Nothing in these Guidelines shall preclude the Corporation or any Participant from asserting its intellectual property rights.

6. The qualifications for participation in the Corporation are as established by the Articles of Incorporation, Bylaws of the Corporation, and, to the extent not inconsistent with the Articles of Incorporation and Bylaws, by the Board of Directors. No Participant should be excluded from a Committee for an anti-competitive reason.

7. To the extent that the Corporation develops, administers or approves guidelines, standards, specifications, test procedures, or certification programs, a Participant's decision to adhere to or participate therein should be voluntary on the part of the Participant, and should in no way be compelled or coerced by the Corporation; provided however, that this guideline shall not prevent the Corporation from adopting testing and certification programs, as well as logo and trademark usage requirements tied to adherence with the Corporation's guidelines, standards, specifications, test procedures, or certifications programs.

8. Guidelines, specifications, standards, test procedures, and certification programs which may be developed, administered, approved, or adopted by the Corporation, should be based upon appropriate technical, business, and consumer considerations, and should not be based upon any effort or purpose to affect competition in the sale, supply, and furnishing of products and services that is inconsistent with applicable Antitrust Laws.

9. The Corporation may condition use of its trademarks, logos, and other intellectual property, on compliance with terms and conditions developed to regulate the use of and to protect such intellectual property, and otherwise to maintain and enforce a compliance certification program in accordance with agreed terms and conditions and in conformity with the Antitrust Laws. Such terms and conditions may include a requirement of adherence with the Corporation's guidelines, standards, specifications, test procedures, or certification programs. The Corporation also reserves the right to take appropriate action against any individual or entity which engages in false or misleading advertising regarding the use of or compliance with the Corporation's guidelines, standards, specifications, test procedures, or certification program. In conducting any meeting of the Board of Directors or any Committee, the chairperson or secretary at the meeting should prepare and follow a formal agenda. Minutes of all such meetings should be maintained, and should accurately reflect the subjects discussed and any actions taken.

10. During the course of the activities of the Corporation, or at any event sponsored or co-sponsored by the Corporation, Participants should refrain from disclosing to any other Participant any Confidential Information that is not reasonably related to the legitimate purposes of the Corporation.

11. The Corporation shall appoint and maintain independent legal counsel to provide legal advice to the Corporation (“Antitrust Counsel”), and to take reasonable steps to actively supervise the Corporation’s compliance with the Antitrust Laws. The Antitrust Counsel shall be: (i) a lawyer who is admitted to practice law in the District of Columbia or in one or more States of the United States, and who is not employed by and does not represent any Participant; or (ii) a law firm that employs a lawyer who is admitted to practice law in the District of Columbia or in one or more States of the United States, and that does not represent any Participant.

12. The Antitrust Counsel shall make annual training available to the Board of Directors and to any employees and agents of the Corporation providing an overview of the Antitrust Laws as they apply to the Corporation’s activities, behavior, and conduct.

13. The Antitrust Counsel should review and pre-approve: (i) the agenda of any meeting of the Board of Directors; (ii) minutes of all meetings, and (iii) the final version of any press release or other document that the Corporation intends to distribute to the public.

14. Any Participant should report to the Antitrust Counsel and/or to the Board of Directors any actual or potential violation of these Guidelines or the Antitrust Laws by any Participant. The Corporation prohibits any threat of retaliation or retaliation of any kind against anyone who raises an antitrust concern in good faith.

15. The Corporation reserves the right to take any and all reasonable and appropriate disciplinary actions against any Participant who fails to comply with these Guidelines or the Antitrust Laws in connection with their participation in the Corporation.

16. These Guidelines will be distributed to all Participants and all Participants shall use their best reasonable efforts to comply in all respects with the Antitrust Laws and these Guidelines in carrying out Corporation-related activities.

These Antitrust Guidelines were adopted by the
Board of Directors of the Internet of Things
Talent Consortium, Inc., on September 11,
2015.