

Berlin Group Governance Principles, Antitrust Guidelines and Proper Conduct Rules

The 'Berlin Group' is a pan-European payments interoperability standards and harmonisation initiative with the primary objective of defining open and common scheme- and processor-independent standards in the interbanking domain between Creditor Bank (Acquirer) and Debtor Bank (Issuer), complementing the work carried out by e.g. the European Payments Council. As such, the Berlin Group has been established as a pure technical standardisation body, focusing on detailed technical and organisational requirements to achieve this primary objective.

The Berlin Group has been created in the spirit of an 'open source'-initiative for the market supply-side with the intention to contribute its achievements freely to any interested party. Berlin Group activities are based on the following governance principles:

- The Berlin Group is governed by a Plenary which is the decision making body, complemented by several task forces, all of which report to the Plenary.
- The Berlin Group has a light, rather informal but organised governance, comparable to ISO.
- All decision making within Berlin Group takes place on the basis of broad consensus (only for the openFinance services a qualified majority rule applies at Plenary level in case consensus is not possible). Discussions always take place on the basis of the contents in which the best argued technical solutions will prevail.
- The scheme- and processor independent principles are always leading and are also guiding the discussions on functional and business requirements.
- Research items that could impact the Creditor/Acquirer-to-Debtor/Issuer domain are being discussed in dedicated (NextGen) Taskforces. The (NextGen) Taskforces are open for participation to any interested and committed non-Berlin Group supply-side participant as well, because the scope of the (NextGen) topics might be interesting to work on also for others, not necessarily only for Berlin Group members.
- Structures are setup in a transparent way and everything is transparently explained and published on the website.
- Participants are engaged in the different work items on a voluntary basis. For participants, there are no further Terms of Reference restrictions or applicable joining or regular fees. The only commitment asked from participants is to participate as actively as possible on a best effort basis, which allows them to influence the process and results and being informed at first hand. These principles apply equally well to all Taskforce activities.
- The Berlin Group is not engaged in the implementation of standards. Participation to the Berlin Group does not imply either endorsement of any of the solutions identified, or a commitment to implement them. Decisions on the implementation of the standards delivered by the Berlin Group are left to individual market participants.
- The standards specifications issued via the Berlin Group website are provided free for use into the public domain.
- As an open standardisation initiative, Berlin Group is transparent to the market in communicating which institutions joined the standardisation work. Therefore, an updated participant list will be published on the Berlin Group website each time a new participant joins. The list mentions the company name and logo of the participants. This equally applies to the Taskforces.

For the standardisation discussions, Berlin Group brings together business competitors from the same market sector. Berlin Group has transparent, non-discriminatory and objective admission criteria and participation rules which are published on the Berlin Group website. Berlin Group activities aim to be in full compliance with national and EU regulations. The simple participation in a common standardisation effort could in itself be considered to be an infringement of competition law and Berlin Group participants designate the utmost value to respecting and complying to EU and Member States competition law. In order to prevent any type of competition law infringement within the scope of collective Berlin Group discussions, workstreams and deliverables and help ensuring that inadvertent breaches of such competition laws are avoided, the following Antitrust Guidelines and Proper Conduct Rules have to be obeyed by Berlin Group participants:

- Berlin Group meetings (including conference calls, contacts with third parties) are only attended for the above-mentioned purpose and will not discuss or share commercially sensitive, strategic or competitive information, or any other non-public/confidential information that would infringe or give the appearance of infringing competition / antitrust rules or can be perceived as collusive behaviour in any form whatsoever. In practice this means that exchange of information on prices, sales volumes, costs, business plans, allocation of markets / customers, exclusion of (potential) competitors, limitation of services, technical developments or investments, is

not allowed. However, the exchange of information which is general, not competitively sensitive and not strategic and needed to promote innovation and / or security is permitted.

- At the beginning of each meeting, participants are reminded to observe and obey antitrust laws in general and the Berlin Group Antitrust Guidelines and Proper Conduct Rules in specific. Recordings of meetings shall accurately reflect what was discussed and shall at least contain a statement that participants have been reminded of their responsibility to observe and obey antitrust laws in general and the Berlin Group Antitrust Guidelines and Proper Conduct Rules in specific.
- Before each meeting, a written meeting agenda will be prepared and issued at least one week in advance of each meeting. The content of the meeting agenda must be clear, precise and respect the terms of the invitation to attend.
- Discussions during meetings should be limited to agenda topics.
- Minutes of each meeting, or a summary of the principle conclusions is approved by the participants (using any means necessary : at the next meeting, by email, etc.) and archived afterwards.
- The Berlin Group Secretariat must ensure that issues which are susceptible to raise questions regarding competitive practices are not listed on the meeting agenda or are not being discussed during meetings.
- Discussions, decisions, instructions, recommendations or any other action taken by Berlin Group participants shall be taken strictly in accordance with competition law and shall not be construed to have either the object or effect of leading to anti-competitive restrictive practices.
- It is the responsibility of each Berlin Group participant to ensure strict compliance with these Berlin Group Antitrust Guidelines and Proper Conduct Rules. In case of doubt or concern, participants should consult their own legal counsel.

These Berlin Group Antitrust Guidelines and Proper Conduct Rules have been endorsed by the Berlin Group Plenary on 17 December 2020.