

OpenID Foundation Antitrust Policy

1. OIDF Background

The OpenID Foundation (“OIDF”) is an international, non-profit, standards development organization. It is focused on creating, developing, adopting, and promoting the implementation of voluntary international open identity standards that are secure, interoperable, and privacy-preserving. In addition, it provides associated educational events, and open-source conformance testing software, and has established an optional self-certification program for implementers of such standards. OIDF may also license others as a self-certification body to operate a similar self-certification program regarding its standards. All work products created by OIDF standards development work groups are non-confidential, open source, and publicly accessible. The membership of OIDF is open to all individuals and businesses in all sectors, and participation in OIDF standards development work groups is open to all members and non-members alike who agree to the standard OIDF Contribution Agreement.

2. Scope of Policy

- (a) This Antitrust Policy (“Policy”) applies to all **Covered Persons** when they are acting on behalf of OIDF, or when they are attending or participating in any OIDF-sponsored activity. **“Covered Persons”** include all individuals and entities who are --
 - (1) Members of OIDF,
 - (2) Directors, officers, staff, employees, contractors, and/or volunteers of OIDF,
 - (3) Contributors, participants, or volunteers in OIDF work groups, community groups, or other activities or events (whether members or nonmembers of OIDF), including presenters and attendees at OIDF meetings, or
 - (4) licensed by OIDF to operate a certification or self-certification program regarding OIDF standards.
- (b) This Antitrust Policy applies in addition to the antitrust/competition law guidelines and policies of each Covered Person’s company or organization.

3. Antitrust / Competition Law

- (a) Antitrust and competition law generally prohibits conduct that may have an anticompetitive effect on the marketplace, competitors, and/or on potential customers. This includes anticompetitive conduct occurring in connection with standards development activities as well testing, certification, and accreditation activities.
- (b) Violations of the antitrust and competition laws can result in serious civil and criminal penalties for both organizations and individuals. These penalties may include treble damage awards, heavy fines, and injunctions. Individuals may also be subject to imprisonment.

4. OIDF Antitrust Policy Statement

- (a) **General:** OIDF is committed to conducting its affairs, meetings, standards development activities, and other activities in compliance with all U.S. and international antitrust and competition laws and expects the same from all Covered Persons when acting on behalf of OIDF or attending or participating in any OIDF-sponsored activity.

- (b) **Standards Development:** OI DF is also committed to conducting its standards development and related compliance testing and self-certification activities in a manner that incorporates openness, encourages a balance of interests, is based on transparency, voluntary consensus, and due process, and provides an appropriate appeals process as outlined in its Process Document and related policies.

5. Responsibility for Antitrust Compliance

- (a) All Covered Persons should familiarize themselves with the terms of this Antitrust Policy.
- (b) Covered Persons acting within the scope of this Antitrust Policy bear the ultimate responsibility for assuring that their actions, and the actions of any persons under their direction, comply with applicable U.S. and international antitrust and competition laws and with this Antitrust Policy.

6. Meetings and Other Activities

- (a) **Policy.** Under no circumstances shall any OI DF meeting or other activity be used as an opportunity or conduit for discussions or negotiations between or among competitors, vendors, manufacturers, service providers, or other entities with respect to their own competitive activities or the activities of any other participant or group of participants.
- (b) **Procedures.** Unless otherwise provided in the Bylaws or Process Document, all OI DF meetings shall be also subject to the following rules:
 - (1) **Notice.** Prior to a meeting, timely notice should be given to those organizations and individuals that are qualified to be invited to the meeting.
 - (2) **Agenda.** An agenda identifying the subject matter and topics of the meeting shall be prepared, and each person attending the meeting shall have timely access to the agenda in advance of the meeting.
 - (3) **Minutes.** Where required by the Bylaws or Process Document, minutes that accurately reflect the discussion should be kept by the secretary, chair, or other person designated for such purpose.
 - (4) **Notice of Antitrust Policy.** Reasonable efforts must be made to ensure that all meeting attendees are notified of and aware of this Antitrust Policy. Such efforts may include, but are not limited to: (1) reading aloud the Antitrust Statement attached as Exhibit A at the beginning of each meeting, (2) including the Antitrust Statement attached as Exhibit A as the first substantive slide of the presentation deck displayed at the meeting, or (3) providing a link to this Antitrust Policy on the agenda circulated prior to the meeting.
 - (5) That all reasonable efforts must be taken to ensure meeting attendees are aware of and notified of the Antitrust Policy, including but not limited to the following three ways
 - (6) **Information Exchanges.** No exchange of non-public, confidential, or sensitive company information is allowed. All information shared must be considered public and non-confidential.
 - (7) **Response to Anti-Competitive Topics.** If a subject with any anti-competitive implication or appearance is raised at any OI DF meeting or other activity, or if the discussion is diverted toward topics that may raise questions under the antitrust laws, OI DF staff and/or the meeting chair(s) should terminate such discussion or, if necessary, the meeting itself. Otherwise, one or more persons attending the meeting should object and request that the subject be dropped.

7. **Adoption of Standards.**

- (a) **Policy.** Under no circumstances shall any OIDF standards development activity be used as an opportunity to develop standards or related procedures that have an unlawful anticompetitive effect on the marketplace, competitors, and/or on potential users.
- (b) **Decision-making.** Each Covered Person participating in any OIDF decision or other activity relating to development, adoption, or administration of standards, specifications, guidelines, or test procedures, should at all times act independently and in good faith.
 - (1) All such decisions must be based upon appropriate objective technical and business considerations consistent with this Antitrust Policy and the mission of OIDF, and not upon any effort or purpose to restrict or eliminate competition from any person or business entity or to impede the development or adoption of any new or innovative products or services.
 - (2) No decisions should be taken which could lead to an unlawful restriction of competition, or which may otherwise have an anticompetitive effect, including but not limited to decisions that:
 - (A) favor or discriminate against the interests of one component of the standard-setting or implementing constituency, and which result in some form of unlawful harm to competition, competitors, or consumers;
 - (B) exclude (or have the effect of excluding) any user, supplier, competitor, or other party from competing in the relevant market(s) for any reason other than objective technical considerations;
 - (C) require the exclusive use of any OIDF standard, or suggest that the use of any OIDF standard, test, self-certification, interoperability capabilities, or other products or service of the OpenID Foundation is mandatory or a pre-condition to offering products or services that may be covered by or related to such standards; provided, however, that the foregoing does not preclude (i) the good faith inclusion in one OIDF standard of a normative reference to another OIDF standard, or (ii) any action by a strategic partner of OIDF in selecting or mandating the use of OIDF products or services for its own operational purposes, so long as OIDF is not party to the governance decision taken by the strategic partner; or
 - (D) propose or attempt to promulgate or influence the development, adoption, or use of an OIDF standard for the purpose of gaining a competitive advantage or excluding other competitors, or as a means to exclude others from competing or as a means to limit competition, provided, however, that the foregoing does not preclude OIDF from providing good faith advice to entities performing due diligence on OIDF standards or deploying OIDF standards so they may benefit fully from OIDF products and services, or from helping those entities avert problems with security, interoperability and operational effectiveness that may otherwise result.

- 8. **General Conduct Guidelines.** It is important that Covered Persons not behave in a manner that may violate, or create the perception of a violation of, applicable antitrust or competition laws. When acting on behalf of OIDF, or attending or participating in any OIDF-sponsored activity, Covered Persons shall not engage in potentially anticompetitive communications of any type, whether written, oral, or

implicit, and whether occurring at in-person or virtual meetings or conferences, remotely by phone or virtual calls, or by mail, email, text, or otherwise. In addition to topics identified above, such potentially anticompetitive communications include, but are not limited to, communications regarding or relating to –

- (a) Pricing or price fixing, bid rigging, allocation of customers or territories, output restrictions, boycotts of or against the use of any product or service offered by a company or individual, or restrictions on production, limitations on research, development, and innovation of any other company or individual.
 - (b) Proposing or developing OI DF standards for the purpose of unlawfully gaining a competitive advantage, restricting competition, excluding competitors, or for an otherwise unlawful anticompetitive effect.
 - (c) Seeking control of any OI DF committee, work group, community group, or other activities by any one group, industry sector, or special interest group.
 - (d) Unfairly excluding any interested party from OI DF membership or from participating in any portion of the OI DF’s standards development process.
 - (e) Suggesting or implying that use of OI DF standards is a matter of “industry agreement” or “industry policy” rather than as a matter of self-interest and independent judgment of any company or entity that seeks use such standards and/or obtains certification by the OI DF with respect to its standards.
9. **Counsel Review.** Covered Persons are strongly urged to consult with their own (or their company’s) counsel for legal advice concerning questions regarding what is, or is not, permitted under antitrust laws, and regarding documents they (or their company) wish to disseminate, presentations they (or other company officials) wish to make, and other pertinent issues. Upon request of OI DF, and to help ensure compliance, OI DF counsel may review agendas, key action items, handouts, and slide presentations in advance of meetings; review meeting minutes in advance of distribution; and be present, as requested, to monitor OI DF meetings.
 10. **Breach of Policy.** Any breach of this Antitrust Policy may result in disciplinary action by the OI DF Board of Directors, including but not limited to termination of the right to participate in OI DF work groups or other activities, and, in the case of OI DF members, terminations of membership and forfeiture of remaining annual membership dues.
 11. **Modifications:** This Antitrust Policy may be amended by the OI DF Board of Directors from time to time and posted on the OI DF website, and all Cover Persons agree to abide by the terms thereof as amended.
 12. **Questions:** Questions to OI DF regarding this Antitrust Policy should be directed to help@oidf.org.

EXHIBIT A

Antitrust Statement

To be read at the beginning of all meetings or events, or included as first slide in all meeting presentations:

Antitrust Statement

The OIDF Antitrust Policy, and any applicable U.S. and international antitrust and competition law, governs the conduct of all attendees and participants in all OIDF-sponsored activities, including this meeting or event. Each attendee is responsible for knowing the contents of the OIDF Antitrust Policy and for complying with it. Attendees must not use this meeting or event as a forum for anticompetitive conduct, or otherwise engage in any discussions which might give rise to an allegation of violation of antitrust laws.

The **OIDF Antitrust Policy** is available at www.openid.net/antitrust