Open Device Alliance
Antitrust Compliance Policy

Adopted under ODA Bylaws Article VII

Document ID	*ODA-POLICY-ANTITRUST-001*
Version	*1.0.1 — Ratified*
Status	*Ratified*
Adopted by	*ODA Board (2026)*
Authority	*ODA Bylaws Article VII, §7.1*
Effective date	*2026-06-10*
Next review	*2026-06 — Annually*
Policy owner	*Board of Directors*
Supersedes	*N/A*

ARTICLE I: PURPOSE AND SCOPE

1. Purpose and Scope

1.1 Purpose

The Open Device Alliance (the “Alliance”) is a collaborative industry standards organization. Developing specifications, running interoperability tests, certifying devices, and coordinating among competitors are activities antitrust law watches closely. Done right they help competition and consumers; done wrong they create serious civil and criminal liability for the Alliance, its members, and individuals.

This Policy implements ODA Bylaws Article VII, §7.1, and satisfies the Board’s obligation under §7.1(a-1) to adopt a written Antitrust Compliance Policy within one hundred eighty (180) days of incorporation. Until adopted, Article VII governs all Alliance activities.

1.2 Who Is Bound

This Policy applies to everyone participating in any Alliance activity — in person, by video, by phone, or in writing — including directors, officers, and employees; member representatives in Board, Working Group, Task Group, committee, and event settings; guests, observers, and advisors; and counsel, consultants, and vendors acting for the Alliance or a member. Participation constitutes agreement to comply. Members are responsible for ensuring their representatives understand and follow this Policy.

1.3 Laws Covered

This Policy is designed for compliance with the antitrust and competition laws of every jurisdiction in which the Alliance or its members operate, including:

- U.S. federal law — the Sherman Act (15 U.S.C. §§1–7), Clayton Act (15 U.S.C. §§12–27), and FTC Act (15 U.S.C. §§41–58).

- Texas law — the Texas Free Enterprise and Antitrust Act (Tex. Bus. & Com. Code §§15.01 et seq.).
- Other applicable competition laws where members operate or where Alliance specifications have commercial effect, including EU (TFEU Art. 101) and UK (Competition Act 1998) law.

Where laws conflict, the most restrictive applicable standard governs, and the Alliance will seek guidance from counsel.

> **Out of scope:** Export controls and foreign-investment review (including CFIUS) are national-security frameworks, not antitrust law. They are addressed under separate Alliance membership and export-control policies.

ARTICLE II: PROHIBITED CONDUCT

2. Prohibited Conduct

The following are prohibited in every Alliance context — formal meetings, sidebar conversations, written exchanges, or anywhere else connected to participation — even if they appear incidental or inadvertent. These mirror ODA Bylaws §7.1(b).

2.1 Pricing and commercial terms

No discussing, agreeing, or exchanging information with a competitor about prices, pricing strategies, discounts, credit terms, margins, costs, or terms of sale — including future intentions framed as “industry trends.” RAND/FRAND royalty discussions are permitted only under the IPR Policy (§5.2).

2.2 Market and customer allocation

No dividing markets, territories, customers, or products; no agreeing not to compete for accounts; no coordinating bids or proposals (bid-rigging); no agreeing to limit output or product range.

2.3 Group boycotts and exclusionary conduct

No coordinating to refuse or restrict dealing with any supplier, customer, competitor, or prospective member; no using membership, specifications, or certification to disadvantage competitors; no conditioning participation on terms unrelated to legitimate technical or governance requirements.

2.4 Competitively sensitive information

No sharing or soliciting non-public pricing, costs, margins, customer lists, sales volumes, market share, unannounced roadmaps, bidding strategies, or personnel/compensation information (which can create wage-fixing or no-poach exposure).

> **Technical information** necessary for standards work — device specs, test parameters, protocol implementations, interoperability requirements — is generally permitted within the Alliance’s defined processes, subject to §6 and the IPR Policy. When in doubt, consult counsel before sharing.

2.5 Standards manipulation

The standards process must not be a tool for anticompetitive ends. Prohibited: advocating specs designed mainly to disadvantage competing technologies; failing to disclose essential IP intending to assert it later (patent ambush); coordinating outside formal processes to predetermine a vote; or using participation to extract competitor information under cover of technical cooperation.

ARTICLE III: PERMITTED CONDUCT

3. Permitted Conduct (Safe Harbor)

These activities are pro-competitive and are the legitimate purpose of the Alliance (mirroring Bylaws §7.1(c)). This section exists so participants are not so cautious that they undermine the technical mission.

These activities are permitted:

- Developing and adopting open specifications for device interoperability on Private Cellular Networks.
- Designing and running interoperability testing and certification procedures.
- Sharing technical information necessary for standards development.
- Discussing publicly available market information (published studies, regulatory filings, analyst reports).
- Collaborating on pre-competitive R&D, education, and industry best practices.
- Making RAND/FRAND commitments under the IPR Policy.
- Advocating collectively for pro-competitive policy positions (with counsel review for specific lobbying).
- Discussing and voting on Alliance governance, budget, membership, and administration.

3.1 Where the line falls

❌ Prohibited	✅ Permitted
Discussing prices members charge or plan to charge for certified devices.	Discussing the technical criteria a device must meet for ODA certification.
Agreeing members won't sell devices to certain enterprise customers.	Agreeing which device form factors are in scope for a Task Group.
Sharing a competitor's unreleased roadmap learned in an Alliance meeting.	Sharing a device's RF performance data for a WG2 specification.
Coordinating outside a meeting to decide how members will vote on a spec.	Debating the technical merits of a proposal in a noticed WG meeting.
Using a certification requirement to block a competitor on non-technical grounds.	Rejecting a certification because the device fails objective test criteria.

ARTICLE IV: MEETING CONDUCT

4. Meeting Conduct

4.1 Agenda and scope

Every Alliance meeting must have a written agenda distributed in advance, and discussion must stay within it. Off-agenda matters may be taken up only if all participants agree and the Chair is satisfied there is no antitrust risk. Any participant may request a future agenda item by notifying the Chair in writing.

4.2 Mandatory opening reminder

Every Alliance meeting — Board, committee, Working Group, or Task Group, regardless of cadence or format — must open with the single ODA Antitrust and Conduct Reminder in Appendix A before any substantive discussion. The Chair (or Vice Chair) delivers it, and the minutes record it by reference: "The Chair gave the standard ODA Antitrust and Conduct Reminder per Alliance policy." Minutes should also note any objection raised.

4.3 Chair and participant duties

The Chair delivers the reminder; watches for discussion drifting into prohibited territory and redirects or recesses until the matter is resolved or counsel is consulted; ensures informal talk before, during breaks, and after the meeting stays clear of prohibited topics; and records objections in the minutes.

Every participant must object immediately if discussion approaches prohibited territory (even if the Chair has not); leave and report to counsel if a prohibited discussion continues after an objection; decline informal discussion of prohibited topics; and not keep notes of any discussion that entered prohibited territory — such records create exposure even absent any agreement.

4.4 Written communications

The same rules apply to email, chat, document comments, contributions, and minutes. Write as though a regulator or plaintiff's attorney will read it — because they may. Avoid language implying collective action on commercial matters ("we should all agree to…"). If you receive a communication touching prohibited topics, do not forward, reply, or act on it — preserve it and report it to counsel.

ARTICLE V: STANDARDS-SPECIFIC REQUIREMENTS

5. Standards-Specific Requirements

5.1 Openness and non-discrimination

Specification processes must be open, transparent, and non-discriminatory. All Voting Members may participate; technical decisions rest on objective criteria, not on favoring any member's proprietary position. WG and TG chairs ensure no single member or coalition captures the process for anticompetitive ends. Membership, participation, and certification decisions rest on objective, published criteria applied without discrimination, and any applicant or member denied or removed on those grounds may appeal through an independent process.

5.2 IPR disclosure and RAND/FRAND

Essential-patent disclosure and RAND/FRAND commitments are core antitrust safeguards; patent ambush is a recognized violation in the U.S. and EU. Participants must disclose any known potentially essential patent or application at the earliest opportunity (ideally before the contribution is tabled) per the IPR Policy, and make binding RAND/FRAND commitments. Specific royalty or licensing-term discussions occur only within formal RAND/FRAND processes under the IPR Policy with counsel present or on call — never informally.

5.3 Certification integrity

Certification must run on objective, published criteria derived from ratified specifications, applied uniformly regardless of membership. Decisions may not be swayed by competitive considerations or commercial relationships, criteria must be accessible to non-members before launch, and any applicant may appeal on technical grounds through an independent process.

ARTICLE VI: CONFIDENTIALITY AND INFORMATION HANDLING

6. Confidentiality and Information Handling

Non-public Alliance information — draft specs, unpublished results, contributions, meeting discussions — must stay confidential and be used only for legitimate Alliance purposes. Do not share it outside the Alliance without written approval from the Secretary or Chair, and never use it for competitive intelligence or unfair advantage. Any collection of information from members — including for Alliance registries — uses objective

technical criteria, relies on aggregated or anonymized data where appropriate, and excludes current or forward-looking commercial information such as pricing, costs, or volumes.

Collaboration means participants learn about competitors' technical approaches. Technical information shared in an Alliance context must not be reused competitively without the sharing member's consent. If you inadvertently receive sensitive non-technical information (pricing, customers, strategy), do not use it and notify counsel. If your employer asks you to share what you learned here for competitive purposes, decline and report the request to counsel.

ARTICLE VII: REPORTING SUSPECTED VIOLATIONS

7. Reporting Suspected Violations

7.1 Obligation to report

Anyone who witnesses, takes part in, or learns of conduct that may violate this Policy or antitrust law must report it promptly — even if unsure it is a violation. If in doubt, report. Early reporting is the single most effective way to limit exposure for the Alliance and for individuals.

7.2 Reporting channels

Any channel may be used; choose whichever is most comfortable.

Channel	How to Report
Board Chair	By email or phone (contact details held by the Secretary). The Chair engages legal counsel within 24 hours.
Legal Counsel	Directly to Alliance legal counsel, without going through the Chair.
Compliance Committee	If established, submit a written report to the Committee Chair via the member portal or email; receipt acknowledged within two business days.

7.3 Investigation and non-retaliation

The Board Chair and counsel assess each report within five business days. If a formal investigation is warranted, the Chair appoints a team of counsel plus at least one conflict-free Director, which may interview participants and review records and reports findings to the Board within sixty days (with 30-day interim updates if needed). The Board determines remedial action and cooperates fully with any government inquiry.

The Alliance prohibits retaliation against anyone who reports in good faith, participates in an investigation, or objects to suspected violations. A good-faith report is protected even if the conduct turns out not to be a violation. Retaliation may itself be reported through any channel above and under the Whistleblower provisions of the Bylaws.

ARTICLE VIII: TRAINING

8. Training

Implements Bylaws §7.1(d). Required training is phased in and need not be in place immediately.

8.1 Who and when

All Directors, officers, committee chairs, and Working Group / Task Group leads must complete antitrust compliance training. The Alliance will stand up the training program at a time set by the Board, not to exceed

two (2) years from Alliance establishment; once established, training recurs annually. New people in a covered role complete training within one hundred eighty (180) days of taking it on.

8.2 Content, delivery, and records

Training covers applicable laws; the prohibited conduct in §2 and safe harbors in §3; meeting-conduct and Chair duties; standards-specific risks (patent ambush, certification manipulation); reporting channels; and notable developments from the prior year. It may be delivered by Alliance counsel, external counsel, or approved online materials. The Secretary documents completion (name, organization, date, format) and retains records for at least seven (7) years.

ARTICLE IX: CONSEQUENCES OF VIOLATION

9. Consequences of Violation

9.1 Legal

Antitrust violations carry severe consequences for organizations and individuals: under U.S. law, criminal Sherman Act fines up to $100M per violation for corporations and up to $1M and/or 10 years imprisonment for individuals, plus treble civil damages and fees; under EU and UK law, fines up to 10% of worldwide turnover, with UK director disqualification up to 15 years. Individuals — not only their employers — can face personal prosecution.

9.2 Alliance

In addition, the Alliance may remove the individual from the meeting or group; require remedial training; suspend the member's participation pending investigation; terminate membership under the Bylaws; refer the matter to authorities; and disclose the violation and remedy at the Board's discretion to protect the integrity of the standards process.

ARTICLE X: ADMINISTRATION AND REVIEW

10. Administration and Review

This Policy is administered by the Board of Directors. Under Bylaws §7.1(e) the Board may establish an Antitrust & Legal Compliance Committee; if established, the Committee owns this Policy and carries out the responsibilities below. Until then, the Board (with counsel) performs them directly.

- Review this Policy annually and recommend updates for changes in law, structure, or industry practice.
- Review Board, Working Group, and Task Group agendas in advance for antitrust issues and advise Chairs.
- Receive, triage, and oversee investigation of reports.
- Oversee the training program and maintain completion records.
- Report to the Board at each regular meeting on open reports, training status, relevant developments, and recommended updates.

This Policy may be amended by a two-thirds (2/3) vote of the Board after review by counsel. Members are notified of amendments within fourteen (14) days of adoption.

Appendix A — ODA Antitrust and Conduct Reminder

This is the single canonical reminder for every Alliance meeting, regardless of type or cadence. Record it by reference in the minutes.

> **ODA ANTITRUST AND CONDUCT REMINDER**
>
> This meeting is conducted under the ODA Antitrust Compliance Policy (ODA-POLICY-ANTITRUST-001), the ODA Bylaws, and the Texas Nonprofit Corporation Act. Minutes are a confidential legal record retained per ODA policy.
>
> **Do not discuss** pricing, market allocation, customer lists, bid strategies, or any competitively sensitive business information with any other participant.
>
> **Keep discussions technical and general.** Do not single out, compare, or critique specific OEM implementations, product roadmaps, or business practices.
>
> If the discussion enters any of those areas, raise an objection. The Chair will stop and redirect. Antitrust violations carry severe civil and criminal consequences for individuals and organizations.
>
> *This reminder is recorded in the meeting minutes.*

Appendix B — Annual Training Acknowledgement

Completed by each required participant once training is in effect, and retained by the Secretary.

Full Name	
Organization	
Alliance Role	*(Director / Officer / Committee Chair / WG Lead / TG Lead / Other)*
Training Date	
Format	*(In-person / Video / Online self-study)*
Delivered by	

I confirm I have completed the ODA Antitrust Compliance Training for the year shown, have read and understand the ODA Antitrust Compliance Policy (ODA-POLICY-ANTITRUST-001), and agree to conduct all Alliance activities accordingly. I understand that violations may result in personal liability and termination of my organization's membership.

Signature: _____ Date: _____

Printed Name: _____ Organization: _____

Revision History

Version	Date	Author	Description
1.0.0	[YYYY-MM-DD]	[Author, Org]	Initial adoption. Simplified and aligned to Bylaws §7.1.