European Solar Manufacturing Council AISBL
2 rue de Praetere | 1000 Brussels – Belgium

EUROPEAN SOLAR MANUFACTURING COUNCIL

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Contact for inquiries:
podewils@esmc.solar

Competition Law Compliance Statement

Rules for all ESMC meetings, working groups and electronic communication

1. Why this statement

The European Solar Manufacturing Council (ESMC) AISBL brings together companies that compete with one another. Under Article 101 TFEU, ESMC is an association of undertakings: its decisions, recommendations and the exchanges that take place under its roof are subject to EU and national competition law. ESMC and its members are committed to full compliance. This statement sets out the rules that apply to every ESMC activity and to every person taking part in it.

Infringements expose ESMC, its member companies and the individuals involved to fines of up to 10% of annual turnover, damages claims and, in some jurisdictions, personal sanctions. Liability can arise from passive attendance alone: a participant who stays in a discussion that crosses the line without objecting may be held to have taken part in it.

2. Scope

These rules apply to all ESMC activities, formal or informal: General Assemblies, Board and Executive Committee meetings, working groups, task forces, webinars, events, side conversations at events, and all electronic communication – mailing lists, e-mail, chat groups, shared

documents and online meetings. They apply to members, their representatives, guests, speakers and the Secretariat alike.

3. What is never discussed or exchanged

ESMC activities must never be used to agree, coordinate or exchange information on:

- **Prices and pricing:** current or future prices, price changes, discounts, rebates, margins, price components, payment or delivery terms, bidding strategies or intentions.
- **Costs:** company-specific production, input or logistics costs, cost structures or cost forecasts.
- **Output and capacity:** individual production volumes, capacity utilisation, planned capacity changes, inventories, production stoppages or expansion plans not yet public.
- **Markets and customers:** allocation of customers, territories, products or sales channels; individual customers, suppliers, contract terms or tender participation.
- **Strategy:** business plans, investment decisions, R&D programmes or commercial strategies that are not public.
- **Boycotts:** any collective refusal to deal with a customer, supplier, competitor or service provider.

This applies whether the information is exchanged orally, in writing, in a document, in a chat message, in a mailing-list thread or through a third party acting on behalf of a member. It applies to one-to-one exchanges in an ESMC context as much as to group discussions.

4. What ESMC does

ESMC's purpose is to represent the interests of European solar manufacturing towards EU institutions and the public. Legitimate activities include: policy positions and advocacy; public and regulatory affairs; the analysis of legislation, trade measures and market conditions on the basis of public or aggregated data; technical standards, sustainability and quality issues; and industry

statistics compiled by the Secretariat or an independent third party in aggregated, anonymised form, with no single company identifiable and no data on current or future conduct.

Where ESMC collects data from members – for example on capacities, production or investment plans for advocacy purposes – the data is submitted only to the Secretariat or an appointed third party, is treated as confidential, and is shared with members and the public only in aggregated, historical or sufficiently anonymised form.

5. Rules for meetings

- Every ESMC meeting has a written agenda circulated in advance. Topics not on the agenda are not discussed.
- Each meeting opens with a competition law reminder. The chair is responsible for keeping the discussion within the agenda.
- Minutes record the topics discussed and the decisions taken accurately and are circulated to participants.
- Any participant who believes a discussion is moving towards a prohibited topic must say so. The chair stops the discussion immediately. If it continues, participants leave the meeting and ask that their objection and departure be recorded in the minutes.
- The same rules apply to breaks, dinners, side conversations and informal gatherings connected with an ESMC event.

6. Rules for electronic communication

Written communication is permanent, searchable and easily forwarded. The rules in section 3 apply without exception to ESMC mailing lists, e-mail, chat groups, shared folders and online meetings. In addition:

- Do not post, forward or request commercially sensitive information on any ESMC list or in any ESMC channel, even “for information only” or on an individual basis.

- Do not use ESMC channels to continue a discussion that was stopped in a meeting.
- Do not reply to a message that contains prohibited content. Notify the Secretariat; the Secretariat will remove the message from the archive where possible and address the matter with the sender.
- Documents shared through ESMC are prepared for the stated purpose only. Company-specific figures are removed or aggregated before circulation.
- Every ESMC mailing list carries a link to this statement. By using a list, participants confirm that they have read and will follow it.

7. Membership

ESMC admits members on the basis of objective, transparent and non-discriminatory criteria set out in its Articles of Association and membership rules. Decisions on admission, suspension or exclusion are reasoned and can be appealed to the General Assembly. No member has a veto over the admission of a competitor.

8. Responsibilities and consequences

Each member company is responsible for ensuring that the persons representing it in ESMC know and follow this statement. Member companies confirm their adherence when joining ESMC and upon request. The Secretary General is responsible for compliance within the Secretariat, for the competition law reminder at meetings and for this statement, and is the first point of contact for questions or concerns.

Breaches of this statement may lead to removal from mailing lists and meetings, suspension of the representative concerned and, for serious or repeated breaches, exclusion of the member company under the Articles of Association. ESMC will cooperate fully with competition authorities.

This statement does not constitute legal advice. Members are responsible for their own compliance and should consult their own counsel where in doubt.

9. Contact

Questions about this statement or concerns about a specific discussion: Christoph Podewils, Secretary General, podewils@esmc.solar, +49 177 8741214.

Annex – Competition law reminder for meetings and electronic channels

"ESMC activities are subject to EU and national competition law. Participants must not discuss or exchange information on prices, costs, output, capacity, customers, markets, bids or commercial strategy of individual companies, and must not agree on any coordinated market conduct. If a discussion moves towards such topics, say so; the chair will stop it. The full ESMC Competition Law Compliance Statement is available at [link]."