COMPUTE EXPRESS LINK CONSORTIUM, INC.

ANTITRUST POLICY (Version 1.0)

Adopted as of September 10, 2019

Compute Express Link Consortium, Inc., a Delaware nonprofit corporation (the "**Corporation**") intends to conduct 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**"). The Antitrust Laws are intended to preserve and promote free, fair, and open competition. This competition benefits consumers and companies that are innovative and efficient. A violation of the Antitrust Laws can have serious consequences for the Corporation and for participating companies. Accordingly, the Corporation has adopted this Antitrust Policy ("**Policy**") for itself, its Members (as such term is contemplated by the Corporation's Bylaws), directors, officers, employees, and agents, and for all attendees, licensees, customers, and other participants (collectively referred to as "**Participants**"), as guidance in connection with participation in the Corporation's activities.

At all meetings of the Board of Directors or of any other committee, subcommittee, or work group of the Corporation or of any of the foregoing (each, a "**Committee**"), a statement substantially similar to the following will be read at the beginning of the meeting:

> **This is a reminder that all Compute Express Link Consortium, Inc. activities are subject to strict compliance with Compute Express Link Consortium, Inc.'s Antitrust Policy. Each individual participant and attendee at this meeting is responsible for knowing the contents of the Antitrust Policy, and for complying with the Antitrust Policy. Copies of the Antitrust Policy are available at: [INSERT A LINK] .**

1. The Corporation and its Committees or activities shall 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 shall be no discussion, communication, agreement, or disclosure among Participants that are actual or potential competitors, regarding their current or projected prices or any elements of 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; provided, however, this Policy shall not preclude the disclosure of a Participant's technical information to the extent such disclosure is necessary to carry out the specification development activities of the Corporation.

3. Each Participant is obligated and expected to exercise its independent business judgment in pricing its services or products, dealing with its customers and suppliers, and choosing the markets in which it will compete.

4. The Corporation and the Participants, in connection with their participation in the Corporation, shall not enter into any agreement or understanding among themselves to refrain, or to encourage others to refrain, from purchasing any materials, product, equipment, services, or other supplies from any supplier or vendor, or from dealing with any supplier or vendor; provided however, that this Policy shall not preclude the Corporation or any Participant from asserting its intellectual property rights.

5. The Corporation and the Participants, in connection with their participation in the Corporation, shall not attempt to prevent any person from gaining access to any market or customer for goods or services, or attempt to prevent any person from obtaining a supply of goods or services or otherwise purchasing goods or services freely in the market; provided however, that this Policy shall not 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 Certificate of Incorporation and Bylaws of the Corporation, and to the extent not inconsistent with the Certificate of Incorporation and Bylaws, by the Board of Directors. No otherwise eligible Participant shall 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 shall be voluntary on the part of

the Participant, and shall 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 certification programs.

8. Guidelines, specifications, standards, test procedures, and certification programs, which may be developed, administered, approved, or adopted by or on behalf of the Corporation, shall be based upon appropriate technical, business, and consumer considerations, and shall not be based upon any effort or purpose to reduce or eliminate competition in the sale, supply, and furnishing of products and services.

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 certifications 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.

10. In conducting any meeting of the Board of Directors, or any Committee, the chairperson or secretary at the meeting shall prepare and follow a formal agenda. Minutes of all such meetings should be generally maintained, and should accurately reflect the subjects discussed and any actions taken.

11. 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 information that is not reasonably related to the legitimate purposes of the Corporation.

12. The Corporation and each Participant, in connection with the activities of the Corporation, shall use their best efforts to comply with the Antitrust Laws.

13. The Corporation's general outside counsel shall act at the Corporation's antitrust counsel to provide legal advice to the Corporation regarding, and to assist the Corporation to take reasonable steps to remain in compliance with, all applicable Antitrust Laws.

14. The Corporation's general outside counsel shall periodically provide training to the Board of Directors, any chairpersons of any Committees, or to any employees or agents of the Corporation concerning an overview of the Antitrust Laws as they apply to the Corporation's activities, behavior, and conduct.

15. Any Participant may report to the Board of Directors, its officers, or to the Corporation's general outside counsel any actual or potential violation of this Policy or the Antitrust Laws by any Participant, without fear of retaliation of any kind.

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

17. This Policy shall be promulgated to all Participants and all Participants shall abide by this Policy as of its Effective Date.

CERTIFICATE OF SECRETARY OF COMPUTE EXPRESS LINK CONSORTIUM, INC.

I, the undersigned, do hereby certify:

1. That I am the Secretary of **Compute Express Link Consortium, Inc.**

2. That the foregoing Antitrust Policy (Version 1.0) constitutes the Antitrust Policy of said corporation adopted by the Board of Directors as of September 10, 2019.

DATED EFFECTIVE: September 10, 2019.

By: _____
Kurtis Bowman, Secretary