

 charles river	GLOBAL CORPORATE POLICY	Doc #: GLBL-POL-00057
		Rev #: 2
		Effective Date: 27/Apr/2021
Title: Antitrust and Fair Competition Policy		

Status CURRENT, Confidential & Proprietary

PURPOSE

Charles River Laboratories International, Inc. and its subsidiaries (together, the “Company”, “Charles River” or “we”) are committed to fair competition and business practices. It is our policy that we will, without exception, comply with all applicable laws and regulations in conducting our business. Each employee, officer, and director of the Company (together, “Representatives”) is expected to abide by this policy. When carrying out Company business, Representatives must avoid any activity that violates the antitrust and competition laws or regulations of any country or region.

This policy does not address specific local laws or every situation that Representatives may confront. This policy also does not substitute for legal advice. Please consult with the Corporate Legal Department if you have any questions about this policy or how antitrust and competition laws apply to particular business activities.

POLICY

This policy sets forth the types of activities that, if done inappropriately, could implicate antitrust and competition laws or regulations. It is important that our business practices and activities do not give the appearance of an attempt to engage in unfair competition. Because of the complexity of antitrust statutes and competition laws, all Representatives of the Company should immediately seek the advice of the Corporate Legal Department if they are confronted with a situation that they believe may violate those laws.

Although not a complete list, the examples listed below set forth certain actions that, in the past, have been found to violate antitrust or competition laws. Accordingly, you should exercise caution and consult with the Corporate Legal Department before engaging in any of the conduct described below.

Interactions with Competitors

The greatest potential for antitrust problems arises from relationships with competitors (i.e., those organizations that produce or sell the same or related goods or services as Charles River). Any type of agreement, understanding, or arrangement between or among competitors, whether written or oral, formal or informal, express or implied, that limits or affects competition is subject to antitrust review and can, in extreme cases, result in serious criminal penalties for both Charles River and the Representatives

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participating in the unlawful conduct. Representatives must decide, independently of competitors, all aspects of competition, including which products are to be produced, in what quantities, which services to offer, to whom they will sell, at what prices to sell, the terms and conditions of sale, and employee recruiting and compensation decisions. Actual or potential competitors are not permitted to act in concert, including signaling to one another or agreeing among themselves, to fix, set or control any of the aspects just described, except in rare circumstances and with regulatory approval.

Exercise Caution When Interacting with Competitors

Representatives should exercise caution in any formal, informal or social interaction with competitors, including trade association meetings. It is advised that, prior to any planned interactions with a competitor, Representatives review the subject matter and agenda with the Corporate Legal Department. Participants in any meeting, calls or other communications should ensure that discussions do not stray from such agenda and should object to any inappropriate discussions. If the counterparty persists in attempting to stray from the agreed discussion points, Representatives should leave the meeting and consult with the Corporate Legal Department.

Protect Competitively Sensitive Information

Competitively sensitive information is any non-public information relating to a company's terms or conditions of sale, such as rates, price lists, price formulas, marketing or competitive strategies, customers, market shares, profits, costs, and forward-looking business information. In certain contexts, sharing competitively sensitive information, whether directly or through an intermediary, could be viewed as unlawful in certain jurisdictions.

Avoid Unlawful Agreements with Competitors

In an antitrust charge or complaint, an illegal agreement can be proven simply by showing that competitors met or had discussions, especially if competitors subsequently took actions that would not make economic sense unless done jointly, such as price increases, or where one competitor chose not to bid on a contract against the other competitor with whom it met. Even criminal convictions may be based on indirect or circumstantial evidence of an agreement. Therefore, you should be extremely careful to avoid meetings or communications with competitors outside of a legitimate business collaboration that has been discussed in advance with the Corporate Legal Department. If you find yourself unavoidably in such a situation, it is wise to make it clear that you will not discuss anything related to pricing or other competitively sensitive information.

Moreover, any attempt or invitation to reach such agreements, understandings, or arrangements may be subject to antitrust review even if it is unsuccessful. Even seemingly innocent conversations with

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employees or representatives of competitors can support an accusation of an unlawful agreement with that competitor.

To avoid any actual or appearance of collusion or improper conduct, you should not engage in public or private discussions or agreements with an actual or potential competitor about the following matters (unless advised or granted permission to do so by the Corporate Legal Department and subject to the discussion above regarding competitors who are also customers):

- Pricing policies, discounts, margins, rebates, and other terms and conditions of sale;
- Pricing practices or trends of suppliers, wholesalers, distributors, or customers;
- Bids, the intent to bid, or bid procedures;
- Projected profits, profit margins, market shares, or product or service concentrations within an identified market;
- Costs and projected costs;
- Business, marketing and promotional plans, including, for example, product or service launch dates or controls or limitations on advertising initiatives;
- Customer or supplier selection, rejection or termination;
- Whether to sell to or buy from particular third parties;
- Current or potential research activities;
- Credit terms;
- Freight charges or royalties;
- Employee compensation and employee recruiting or “poaching” practices;
- Allocating sales territories, customers, customer lists, or a particular customer’s business;
- Avoiding doing business with certain companies or customers (other than for valid reasons);
- Controlling the rate of production or market supply of any product or raw materials essential to the completion of any product; or
- Controlling or attempting to control or delay the production or market supply of any comparable product, analogue or perceived substitute for a product with potential competitors (i.e., “pay for delay” or “reverse payment” provisions).

Take Action

If you are asked by a competitor to enter into an illegal or questionable agreement or to share competitively sensitive information about our Company’s practices, you should immediately take the following actions:

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- Inform the party that (a) such discussions may be illegal, resulting in potential criminal penalties, including jail and/or fines and (b) you will not discuss this subject;
- Leave the meeting, noting your departure in any meeting minutes; and
- Inform your supervisor and the Corporate Legal Department about the incident, and make a detailed note for the file.

Interactions with Customers

In addition to interactions with competitors, our interactions with customers could also expose the Company to antitrust or competition law risk. Accordingly, exercise caution and consult with the Corporate Legal Department before engaging in the following conduct with our customers or potential customers:

- Requiring multiple different products to be purchased in order to obtain a discount (note: this is different from creating incentives for customers to buy multiple products at discounted rates that are above our costs, which is a generally acceptable practice);
- Entering into an agreement in which we limit a customer's right to purchase goods and services from others in circumstances in which the customer's purchases and ours' account for substantial portions of the overall relevant markets; or
- Entering into agreements or understandings with distributors which establish the prices that the distributor will charge its customers.

In addition, Representatives should never:

- Require a customer to buy from us before buying from the customer (i.e., reciprocal dealing);
- Require a customer to purchase a less popular product or service in order to be eligible to purchase a more popular product or service (i.e., tying);
- Induce customers to terminate, breach, or violate contracts with competitors; or
- Bribe customers or suppliers to help our business interests or to hurt competitors.

Interactions with Competitors Who Are Also Our Customers or Suppliers

We do business with organizations that are our competitors with respect to some services and/or products but who are also our customers or suppliers with respect to those same or different services and/or products. It is important when interacting with those organizations to clearly distinguish between (1) customer-supplier interactions on the one hand, where certain discussions of prices and terms are a

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necessary aspect of the supply relationship, and (2) competitor-to-competitor discussions on the other, where such discussions are likely to raise suspicion.

Representatives should avoid letting a legitimate customer-supplier discussion spill over into other topics involving competition between the organizations, and should consult in advance with the Corporate Legal Department to take prudent measures to ensure that information exchanged during such discussions and communications is shared only with the necessary individuals and is utilized only for appropriate purposes. It is important to make clear that you will not discuss competitive topics if the other party attempts to move the discussion outside supplier-customer context.

Careful Communication

It is important that Charles River documents and communications be accurate in order to avoid any statements that could be misread or misinterpreted. Representatives should avoid disparaging our competitors or our competitor's products or services with customers. Statements concerning competitors or their products or services that cannot be substantiated may violate unfair competition statutes or unfair trade practice acts. Because of the complexity of the antitrust and competition laws, whenever we are engaged in pricing negotiations or bid situations, it is imperative to not deviate from our existing pricing standards (including permissible discounting bands) and, when in doubt, contact the Corporate Legal Department for additional guidance.

Please send any sensitive communications with our competitors to the Corporate Legal Department while in draft form and mark the drafts as "Privileged and Confidential – Request for Legal Advice."

Reporting Conduct in Conflict with This Policy

Representatives who witness or are otherwise aware of conduct violating this Policy should contact their supervisor, Human Resources, Legal Compliance or the Corporate Legal Department. Representatives may additionally report the alleged violation by calling the Charles River Helpline.

The Company does not tolerate retaliation against anyone who raises good faith concerns about a violation of the law or any Company policy (including this policy). Concerns about retaliation directed toward any Representative who honestly reports a concern should be reported immediately to Legal Compliance or the Legal Department for appropriate action.

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Non-Compliance

All policies require the cooperation of all Representatives to be successful. Subject to local laws, any Representatives found to have materially violated this policy may be subject to disciplinary action, up to and including termination of employment.

General

The Company reserves the right to amend or terminate this policy at any time as the Company deems necessary.

SCOPE

All directors, officers and employees of Charles River Laboratories International, Inc. (and its affiliates and subsidiaries).

RESPONSIBILITIES

Any questions related to the interpretation of this policy and/or a subject matter included in this policy should be directed to the Office of the General Counsel.

RELATED DOCUMENTS

Code of Business Conduct and Ethics