

IEC TRADE TALK PROGRAM

Participant Guidelines

Independent Electrical Contractors

PART I — Code of Conduct

Purpose & Scope

The IEC Trade Talk program provides a platform for members to share knowledge, discuss industry trends, and foster professional development within the electrical contracting community. This Code of Conduct governs all participants — including speakers, moderators, attendees, and sponsors — and applies to all Trade Talk sessions, communications, and related activities.

Participation in the IEC Trade Talk program constitutes an agreement to abide by the policies set forth in this document, as well as all applicable IEC bylaws, antitrust guidelines, and professional conduct standards.

Antitrust Compliance

Because IEC represents competitors across the electrical contracting industry, all Trade Talk participants must strictly comply with federal, state, and applicable foreign antitrust laws. The following topics are strictly prohibited in all Trade Talk discussions, presentations, Q&A sessions, and informal conversations connected to the program:

- Fixing, regulating, or suggesting prices, markups, or terms of sale at any level
- Discussing geographic trading areas, market allocation, or preferential customer treatment
- Proposing uniform terms of sale, warranties, or contract provisions
- Exchanging data on fees, pricing, bids, costs, salaries, or customer credit with intent to restrict trade
- Any plan that discriminates against or excludes competitors
- Coordinating to refuse dealing with customers or suppliers for economic reasons
- Agreeing to standardize services or products offered to customers
- Coordinating to limit or restrict advertising practices

Moderators are responsible for redirecting any discussion that approaches these prohibited areas and must escalate the issue to the appropriate IEC personnel when questions of legality arise.

Conflicts of Interest

All Trade Talk participants acting in any capacity on behalf of IEC — including as speakers, panelists, or moderators — must disclose any actual or perceived conflicts of interest prior to their participation. Decisions about program content and resources must be made solely in the interest of IEC members, not for personal or private financial benefit.

Participants must:

- Disclose any financial or business relationship with sponsors, vendors, or entities discussed in their presentation
- Avoid using the Trade Talk platform to promote personal business interests at the expense of IEC's mission
- Recuse themselves from program decisions where a conflict of interest exists or could be perceived

Professional Conduct

IEC National is committed to providing a Trade Talk environment that is fair, ethical, respectful, and honest. All participants are expected to uphold these standards in every interaction connected to the program.

Expected Behavior

- Treat all participants — staff, members, speakers, and guests — with professionalism and respect
- Engage in discussions in good faith, based on factual and accurate information
- Respect the diversity of viewpoints, backgrounds, and business approaches within the IEC community
- Honor confidentiality obligations when sensitive business or organizational matters are discussed

Prohibited Behavior

- Harassment, intimidation, discrimination, or disrespectful conduct of any kind
- Misrepresentation of credentials, affiliations, or the source of information shared
- Unauthorized recording or distribution of Trade Talk session content
- Use of the program to advance personal agendas contrary to IEC's interests

Reporting Misconduct

All Trade Talk participants share responsibility for maintaining program integrity. Suspected violations of this Code — including antitrust concerns, conflicts of interest, or professional misconduct — must be reported to an appropriate IEC supervisory authority.

Moderator Responsibilities

Trade Talk moderators play a critical role in ensuring compliance with this Code of Conduct. Moderators must:

- Review and adhere to this Code of Conduct and IEC's antitrust guidelines.
- Keep discussions respectful and redirect any conversation that raises antitrust or legal concerns.
- Immediately address conduct that is disrespectful, discriminatory, or otherwise violates this Code.
- Consult appropriate IEC counsel when questions of legality arise during a session.
- Report any violations or concerns to IEC leadership following each session.

When a discussion begins to approach or enter non-compliant territory, moderators are expected to actively intervene by steering the conversation back to appropriate topics. This includes issuing a

verbal redirection, reminding participants of the applicable guidelines, and, if necessary, pausing or closing the discussion on that subject entirely.

Repeated or egregious violations of this Code of Conduct will result in escalating consequences. A participant who frequently disregards the Code — despite moderator intervention — may be removed from the session and, upon review by IEC leadership, suspended or permanently excluded from future Trade Talk participation.

Financial Integrity & Sponsorship

Sponsorship of the IEC Trade Talk program must not create undue influence over program content or compromise the independence of moderators and speakers. IEC National maintains financial transparency through annual independent audits. Any financial arrangements connected to the Trade Talk program are subject to the same oversight and shall be reported to the Board of Directors as appropriate.

PART II — Accountability Contract

This contract establishes the commitment of all participants to conduct IEC trade discussions in accordance with IEC's professional standards. Each participant agrees to the obligations set forth herein.

Meeting Conduct

All participants agree to:

- Adhere strictly to the published agenda for each meeting
- Refrain from raising or engaging in discussion of topics of doubtful legal standing
- Not make recommendations on sensitive subjects relating to price, products, markets, or the selection of customers or suppliers
- Not coerce any member into participating in any IEC activity
- Refrain from policing or inquiring into how other individual members conduct their businesses

Chair Responsibilities

The chair of each meeting accepts the following responsibilities:

- Monitor all discussion for potential issues and redirect conversation as needed
- Conduct the meeting in a manner that does not infringe upon applicable laws
- Seek advice of appropriate legal counsel if any question arises about the propriety of topics under discussion

PART III — Non-Poaching Agreement

This Non-Poaching Agreement ("Agreement") is entered into by each member of Independent Electrical Contractors ("IEC") as a condition of participation in the IEC Trade Talk Program ("Program"). Each participating member agrees to be bound by the terms and conditions set forth herein.

Purpose and Program Overview

The IEC Trade Talk Program is designed to facilitate the open exchange of knowledge, best practices, operational insights, and industry experience among IEC members. To ensure that participants can engage candidly and in good faith, all members must agree that information shared within the Program will not be used to recruit or solicit the employees, contractors, clients, or customers of fellow participating members.

Definitions

For purposes of this Agreement:

- **"Participating Member"** means any IEC member company, its officers, directors, employees, and authorized representatives who attend or participate in Trade Talk Program sessions.
- **"Program Information"** means any information disclosed, shared, or otherwise made available during Trade Talk sessions, including but not limited to business strategies, employee information, client relationships, and operational practices.
- **"Solicitation"** means any direct or indirect attempt to recruit, hire, or engage any employee, subcontractor, client, or customer of another Participating Member for personal or business gain.
- **"Protected Period"** means the duration of the member's participation in the Program and for a period of twelve (12) months following the member's last participation in any Trade Talk session.

Non-Poaching Obligations

During the Protected Period, each Participating Member agrees to refrain from the following activities with respect to any other Participating Member:

- Directly or indirectly soliciting, recruiting, or hiring any employee or subcontractor of another Participating Member who was identified or became known to the member through Program participation.
- Using Program Information to identify, approach, or solicit the clients, customers, or business relationships of another Participating Member.
- Sharing Program Information about another member's employees, clients, or business practices with any third party for the purpose of facilitating Solicitation.
- Encouraging or assisting any third party in conducting activities that would otherwise be prohibited under this Agreement.

This restriction shall not apply to any individual who independently responds to a general public job posting or is identified and recruited by an independent third-party recruiter without the use of Program Information or direction from the Participating Member.

Limitations and Scope

This Agreement is limited in scope and shall not be construed to:

- Prohibit the hiring of any individual who independently and without solicitation responds to a public job posting or general advertising not targeted at members of the Program;
- Restrict competitive business activities conducted wholly independent of and without use of Program Information; or

- Apply to business relationships or contacts that existed prior to Program participation and that are not derived from Program Information.