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# 思塔高道德准则

## 董事长寄语

思塔高的成功和声誉是建立在我们每位合作者的道德操守上的。我们卓越的诚信声誉要求我们所有的合作者、经理、董事和行政管理人员（以下称为“合作者”）在精神和文字上认真遵守所有现行法律法规，并严格遵守最高的道德标准。

思塔高长久以来的成功建立在我们客户的信任上，我们一定要保住这一信任。我们每一个人对于思塔高和其客户的工作都应配得上这一信任。

思塔高保证遵守所有适用法律法规，并期待其所有合作者在表面和本质上遵守所有适用法律，杜绝所有违法、违背道德或不诚信的行为。

集团道德准则确定了思塔高集团全球所有合作者应遵循的全球范围内的诚信、公正和正直的基本原则，除此之外，在需要的情况下，还可以在思塔高的每家实体内实施当地的内部准则，以适应当地国家的现行法律规定。

遵守该道德政策是思塔高每一位合作者的责任。

一个道德委员会已在 STAGO INTERNATIONAL 位于法国 Asnières 的总部设立。思塔高各实体内的道德准则负责人亦将在必要时指定。

我们要意识到保持最高的职业道德标准所需的工作和始终如一的关注。

这是思塔高每位合作者对本道德准则的承诺，表明思塔高对诚信、职业、品质和尊重的执着。



Lionel Viret  
President of Stago Group

A stylized handwritten signature in black ink, appearing to read 'L. Viret'.



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## 序言

本集团道德准则（以下称为“准则”）适用于全体合作者，包括 STAGO International 的领导、董事和员工，及其法国或海外所有关联公司的合作者（以下称为“思塔高”）。本准则由各个国家的特定准则作为补充，尤其是描述在每个国家本准则所适用的合规性程序。

此外，本准则适用于思塔高通过明确的合同协议关系建立起来的零售商、销售商、供应商和客户（以下统称为“商业伙伴”）。

本道德准则的目的不是为取代（i）每个国家所适用的特定内部规则和程序，（ii）可能对在该国家从事业务活动的思塔高合作者或其商业伙伴提出特殊要求的国家性法律法规。

思塔高的所有合作者均应对其与商业伙伴的互动关系是否符合国家所有现行法律法规的规定进行完全独立的审查。

本准则为一份自律文件。思塔高的合作者均应了解，无论在本质上还是在表面上均应遵循本准则。

希望思塔高的所有合作者和领导层遵守思塔高的道德准则。思塔高的合作者应阅读本准则，了解其要求并在必要时提出问题。

最后，思塔高执行准则的能力很大程度上建立在思塔高的合作者愿意遵守准则的要求并愿意举报可能违反准则的行为之上。

**请知道或推测出违反本准则情况的每位思塔高合作者对上述违反准则行为予以举报。** 善意举报违反准则行为的思塔高合作者会受到保护，免于遭受打击报复。所有预警均会受到严肃而慎重的对待。

**本道德准则将于每位合作者受聘于思塔高之时提交给合作者。**

思塔高有权根据适用法律对本道德准则进行修改。

## 1. 保持安全的工作环境

### 尊重及不歧视

思塔高鼓励尊重人类及其多元化。思塔高承诺为所有合格人员建立一个机会与晋升均等的环境。我们合作者的多元化是我们在思塔高集团中将持续鼓励和保持的实力。

思塔高不容忍对性别、年龄、出身、宗教、种族、婚姻状况、国籍、性取向、政治主张、障碍或其他方面的任何性质的任何歧视。

### 不存在骚扰或侵害的工作环境

思塔高承诺提供一个不存在任何形式的侵害和骚扰的工作环境。

因此，思塔高严禁管理层的所有成员及其所有合作者进行不受欢迎的以及/或者主动的性骚扰。同时思塔高严禁造成冒犯他人的工作环境的所有行为。

思塔高不容忍任何形式的职场暴力，包括威胁性行为、侵害、精神骚扰、恐吓、讥讽、经常嘲笑或会导致职场暴力的所有其他行为。

### 卫生与安全

思塔高将尽力提供一个健康的工作环境，并确保所有合作者的安全。合作者应遵守思塔高的所有卫生安全要求，无论其由领导层或当地适用法律制定的。因此，合作者应：行为谨慎；运用安全常识；遵守所有公布的安全指示。思塔高的工作场所禁烟。仅允许在内部规章制度中指定的地点吸烟或电子烟。

## 2. 企业信息

### 资产保护

思塔高的资产包括有关客户和合作者的私人信息和个人资料、网络的运营和设置、信息系统和密码、安全程序、公司设施及其安置地、技术和营销研究数据、产品研发信息、商业及战略计划或其他保密的商业资料，以及思塔高的不动产。

在其工作范围内使用该等资产的思塔高合作者应妥善保管好上述信息，避免被盗、损坏或丢失。因此，思塔高的合作者应采取所有适当的预防措施，保护思塔高的这些资产、系统和场地。上述预防措施包括对财产的良好管理并保护其安全。合作者应注意陪同好访客。

## 知识产权

知识产权包括思塔高商业商标、专利或著作权所保护的信息，其使用受知识产权方面的适用法律限制。为保护思塔高的知识产权免受非法仿制、侵权或其他滥用，思塔高合作者应确保知识产权以注册商标、服务商标或著作权标志的方式作出标记或加以区别。

如思塔高的合作者对于特定项目的保护是否合适或者适当存在疑问，或者其相信第三方的披露或者使用存在不恰当，请该合作者与法务部门联系。

## 正确使用他人知识产权

思塔高的合作者应遵守保护他人知识产权的所有法律和协定，尊重他人的知识产权，包括企业的所有供应商、竞争对手或客户。除非思塔高的合作者事先获得知识产权所有者的特别同意，否则在任何情况下该合作者不得复制、散发、张贴、修改属于第三方著作权的资料，或分享属于第三方著作权的材料或以任何其他形式分享此类文件。即使在文件上未做任何注明，亦可享有著作权保护。

## 保护思塔高的声誉

思塔高的企业声誉至关重要。思塔高的合作者应保护该声誉。对企业商标和标识的使用应符合企业批准的规范。除非思塔高合作者事先获得其直属领导的批准，否则该合作者在从事团体、行业或文化活动或在互联网或社会网络上发表其个人意见时，不得暗示其是以思塔高的名义发表意见。

## 保护思塔高的保密信息

思塔高期望对公司利益有绝对的忠诚，包括保护公司的商业机密和其商业伙伴的保密信息。“保密信息”指 STAGO International、其关联公司、思塔高的任何商业伙伴或与企业或思塔高经营有任何关联的任何其他人员在任何时间未以任何形式公开的所有信息。

保密信息包括思塔高带有“保密”字样的信息，以及未标注“保密”字样但按其性质应被合理视为对思塔高属于机密的信息。尤其包括思塔高的经营计划，营销、战略计划，财务数据，产品或服务价格，产品或服务信息，商业伙伴资料，销售数据，企业报告，个人资料，合同及相关信息。

合作者有义务保护商业机密和保密信息，包括该等信息的所有物质和非物质形式。合作者不得将上述具有专属特权的信息与企业外的人员分享，也不得与思塔高的其他合作者讨论相关问题，除非上述合作者对该等信息有明确的商业需求。声称有“了解需要”的任何外部的询问申请，均应上报思塔高的某管理团队人员。因任何原因从思塔高离职的合作者必须继续对其在思塔高工作期间获得的信息保密。

## 公司账目

思塔高努力详细正确地对商业交易进行记录，并保护公司的资产和财政资源。思塔高尽力保持有效的内部检查制度，以确保符合适用的法律法规的规定，且有利于向思塔高高级领导层、外部审计师和账目稽核员及第三方，包括国家监管部门和主管机构，做任何汇报所需的思塔高内部信息的全面、准确且恰当的传递。

思塔高的所有合作者均有责任确保按照保管规定正确管理、运用、保管并在必要时销毁思塔高的信息，包括文件、电子信息、语音留言和所有任何其他媒介。在其正常履行任务的过程中，合作者可能使用公司资料收到、创立或执行交易。合作者有责任妥善保存这些资料，以保证他们被正确的分类、做标记，且仅限于出于商业目的而需要使用的人员。

## 检查及财务报告

思塔高应保留其商业交易的详细可靠的财务账目，并确保审计师了解到正确的财务结算结果。财务账目可包括公司的财务记录、每笔具体的商业交易，以及个人交通和报销费用的发票。该等账目以及其他诸多财务信息均应被正确管理并根据需要恰当地予以提供。合作者在管理财务记录时建立、管理或以任何方式涉及到财务信息的，应确保记录详尽可靠，被妥善保存，并被正确传送至内部和/或外部金融出版物上。

## 营销传播的真实性

思塔高希望企业的所有信息传播均只陈述事实，品味高雅，没有任何错误或夸大的声明或陈述，且符合适用法规的规定。因其职务或职责传送思塔高产品信息的思塔高合作者，应完全遵守所有内部指令以及与上述信息传送相关的所有法律法规。思塔高的合作者有责任了解、获知、询问并定期更新现行法律可能对以思塔高名义所做的商业信息传送的要求。鼓励思塔高的合作者与其直接负责人进行沟通，以便：（1）确认特定法律是否适用于思塔高合作者职责范围内的商业信息传送，且（2）在上述法律有效的情况下，确认遵守上述法律的方式。

## 保护个人信息/数据保密

思塔高及其关联公司、代理、合作者和/或其他代表应遵守有关保护个人信息的所有适用法律、适用于思塔高或其代表的所有业务有关确定的或可识别的自然人的法定隐私、医疗、一般保密要求。该等个人信息包括病患的材料或个人资料，还包括与思塔高合作者、其商业伙伴、供应商、代理、经销商和所有其他人员相关的信息。思塔高的所有合作者在以任何方式使用个人信息时均应遵守有关个人信息保护的适用法律以及思塔高资料保密政策。违反信息保护类的法律会受到经济制裁。

有关个人信息的特别指南若适用时应提交至法务部门。



### 3. 市场合规与诚信

思塔高的经营活动处于严格监管之下。作为一家医疗卫生行业的企业，思塔高不仅应遵守所有相关法律，而且还要承诺达到最高质量标准。全世界的卫生行政机关都密切监管着思塔高的经营活动。严格遵守各卫生部门和其他各级国家监管机关的要求是必须的。

思塔高尽力诚信公正地对待商业伙伴和竞争对手，并希望合作者们礼貌地对待商业伙伴，以专业而有道德的方式对待竞争对手。

#### 与供应商/商业伙伴的关系

富有竞争力的价格与质量，或招标文件规定的挑选标准一直是采购的决策依据。思塔高希望合作者和供应商、顾问以及其他商业伙伴建立友好的关系：

思塔高的合作者应开明、诚实、专业、完全具备职业道德。在设备、用品和服务采购过程中交给思塔高的投标资料等保密信息必须严格保密，以避免被一个或多个供应商利用而提供或者获得竞争方面的优势。披露该等信息是对职业道德的违反，即使思塔高表面上能从该披露中获利。

#### 礼品和招待

为避免违规，思塔高合作者须避免向供应商或商业伙伴赠送可能会产生任何嫌疑的礼品，并拒绝接受他们可能会产生任何嫌疑的礼物。

思塔高的合作者可以偶尔向商业伙伴赠送菲薄的礼品，但须价值低，且符合合作伙伴被许可经营的国家的法律法规规定及思塔高相关关联公司的内部程序。“礼品”指无偿转让任何有价值的物品，包括商品和无偿服务。任何情况下，金钱或类似物品（如体育赛事的门票）都不得作为礼品或酬金被接受。

思塔高的合作者招待商业伙伴必须有合法的商务目的。思塔高禁止有损合作者以及商业伙伴商业判断、其正直或忠诚性的招待活动。

在一些国家，当商业伙伴是医疗卫生行业的从业人员时，招待或礼品可能会被禁止或受到严格管制（请参见下文与医疗卫生行业人员关系部分）。

思塔高的合作者可以接受商业伙伴的适度招待，只要招待符合合作者所服务的思塔高关联公司的要求。此外，思塔高的合作者应避免提供和拒绝：

- 以办或不办某事为交换条件的招待；
- 可能有损思塔高声誉或违反道德规范的招待，
- 参加其知道或者应当知道会导致招待方违反任何法律法规或其雇主的道德准则的招待。

## 商业伙伴信息的保密

思塔高不时会与一个或多个商业伙伴签订各种保密协议并受协议约束。依据保密协议，商业伙伴会与思塔高的合作者共享一些他们独有、专有、业务方面的与业务交易有关的保密信息，并要求获得这些信息的思塔高的合作者对其予以保密。思塔高员工必须勤勉严格按照相应保密协议的条款处理商业伙伴的该等信息。如果合作者对恰当使用商业伙伴的信息有疑问或疑虑，思塔高鼓励合作者与其直接负责人沟通。

## 尊重自由竞争

**思塔高承诺尊重自由竞争，并遵守其业务市场适用的反垄断法。**

违反促进竞争和自由经营的法律法规可能对思塔高及相关合作者造成严重后果。以下是涉及反垄断的被严格禁止的行为的例子：

- 与竞争对手达成价格固定或其他销售条件协议。
- 抵制或拒绝某些供应商或客户。
- 按区域或产品线在竞争对手间划分商业机会。
- 与经销商约定转售价格或强制规定经销商的转售价格或折扣。
- 价格歧视。
- 使用导致竞争对手破产的价格策略。
- 诋毁、骚扰或歪曲竞争对手。

有关竞争法的问题可能需要很复杂的法律分析。关于可能采取行动的所有适当性问题应提交给法务主管或在必要时，提交当地内部法律顾问。

实例如下：

### 基本的可为与禁止：

禁止与思塔高的竞争对手或思塔高以外的任何人达成下列协议：

- 固定思塔高产品的价格或销售条件
- 限制思塔高的生产，同意限额生产，或以其他方式（如依照地域或客户类别）限制供应。
- 将客户、供应商或竞争对手拉入黑名单或予以抵制。
- 限制或控制思塔高投资或市场技术发展。
- **禁止与思塔高的竞争对手就上述问题进行讨论或交换信息。**

换句话说，**不得**与思塔高的竞争对手或思塔高以外的任何其他人正式或非正式地讨论以下问题：

- 公司的单项价格，价格变化，销售条件等。
- 诊断行业的价格政策，价格水平、变化等。
- 价格差异，利润率，折扣，补贴，信贷条件。
- 生产或分销成本，成本会计方法，成本计算方法。
- 有关供货来源、成本、生产、库存、销售等单项公司数据。
- 有关技术、投资的，或者在一些区域或针对一些目标客户设计、生产、分销或营销产品或服务的未来计划等信息。

- 与各个供应商或客户有关的问题，尤其是可能将其排除出市场的任何行动。

如果不遵循这些基本规则可能会导致对思塔高的巨额罚款（例如，在欧盟，罚款可以达到思塔高合并总营业额的 10%），也可导致刑事处罚，包括对不遵守这些规则的自然人的监禁。

## 利益冲突

思塔高努力鼓励和促进客观的业务决策。思塔高合作者对组织负有忠实义务，其在业务决策时须符合思塔高的利益，且应不受外部影响独立作出业务判断，其中外部影响包括个人经济利益，外部业务关系，外部职务和家庭关系。避免利益冲突是维护思塔高诚信公道经营的关键。

思塔高的合作者在下述情况下可发生利益冲突：

- 接受来自可能成为商业伙伴的礼品；
- 接受在另一家公司兼职；
- 在商业伙伴或竞争对手处享有经济利益；
- 代表思塔高与其或其亲属拥有经济利益的任何公司进行交易；
- 与竞争对手进行不恰当地交流。

思塔高禁止其合作者使用公司财产、信息、公司资源或地位，谋取私利或以任何方式与思塔高竞争。思塔高还禁止合作者利用思塔高的财产、信息或资源攫取或向第三方转让发现的任何商业机会。

## 与医疗卫生行业人员的关系

思塔高与医疗卫生行业人员的关系在大多数国家受到高度监管，并受思塔高以及各监管机关或政府机构的严格监督。

在一般情况下，医疗卫生行业人员指直接或间接参与提供医疗卫生服务，有权购买、开处方、租赁、推荐或使用思塔高产品的任何自然人或法人。

规制向医疗卫生行业人员赠送有价值物品或提供利益，如礼品、餐饮、娱乐、酬金、支付旅行费用或补助的法律法规复杂且因国家而异。

思塔高的合作者必须了解和遵守各个国家的规定和法律，以及本《集团准则》附录中规定的适用于该国的程序规定。

不遵守这些规则可能会导致经济处罚，甚至严重的刑事处罚。

如果思塔高合作者因在思塔高的职务而与医疗卫生行业人员接触，他们应知道与医疗卫生行业人员关系有关的法律和思塔高程序并严格遵守这些规定。关于这些规范的更多信息可以在当地思塔高关于医疗卫生行业的政策中找到。

## 海关和法律禁运

思塔高的合作者承诺尊重并确保他们的中间商和商业伙伴遵守与海关事项有关的所有国家和国际规则，并遵守可能适用于战区和/或禁运的相关经济和金融禁令。

国家和国际组织建立并更新了受经济和金融制裁人员及国家名单：

- 美国财政部海外资产控制办公室（“OFAC”）制作的“特别指定国民名单”（“SDN 清单”）可在以下网址  
<http://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/default.aspx> 获得；
- 美国商务部工业安全局（“BIS”）制作了“被拒贸易方名单”（“DPL”），“未经证实的名单”和“实体清单”，可从以下网址  
<http://www.bis.doc.gov/complianceand enforcement/liststocheck.htm> 获得；
- 法国按国家制作了限制性措施汇总表：  
<http://www.tresor.economie.gouv.fr/8465-tableau-recapitulatif-des-mesures-restrictives-par-pays>；
- 欧盟在其网站上公布了受经济和金融制裁人员及国家的合并名单：  
<http://www.tresor.economie.gouv.fr/5061-Liste-electronique-consolidee-des-sanctions-financieres>。

思塔高合作者不得与任何受到限制或国际制裁的个人、国家或国家实体联系。

以上规则复杂且因国家而异。如对交易的受益人有疑问，思塔高的合作者应在签订任何协议之前向法务部门咨询。

如违反这些规则，思塔高和/或员工会面临巨额经济或金融处罚，甚至严重的刑事处罚（罚款和监禁）。

所有思塔高的合作者也必须遵守影响技术、软件、金融交易、货物和服务进出口、以及跨国信息交流包括通过电子渠道的交流的法律法规。

## 4. 与国家关系中的诚信与反腐败斗争

思塔高在遵守各国现行法律与法规的前提下努力维护与各国公权力机关的商业关系。思塔高的合作者在与国家以及地方政府的合作中应当了解并遵守相关法律法规。这些法律法规一般有以下几个目的：

- 以最优的价格获得最好的产品和服务；
- 在设定规范以及评价标准的基础上以便感兴趣的供货方可以以合适的方式回应，从而促进全面且透明的市场竞争；
- 消除浪费、欺诈以及滥用。

思塔高的合作者应当遵守主管政府在物品与服务采购方面的所有规范。包括，但不限于，与公务员打交道时保持透明，任何情况下都不要给对方留下隐瞒、不规范的印象，防止现实或潜在的利益冲突。

### 与公权力机关的联系

思塔高努力与国家机关进行有效的沟通，发展并维持良好的关系。与代表公权力机关的人员交流时，应当注意言行，不要违反现行的法律法规，也不要引来对思塔高诚信的质疑。以思塔高的名义与民选人员或者政府代表接触以期产生立法、政策规范或者规范制定方面的影响时，应当在思塔高高级管理团队的监督下进行。这些包括外聘的法务机构或者公关部门以思塔高名义

建立的联系。思塔高某些合作者与国家实体之间的活动应当遵守游说以及送礼方面的法律，与上述活动有关且需要与公务员联系之前必须咨询思塔高高级管理团队。

## 为政府代表准备的娱乐活动及礼品

思塔高的合作者不得向思塔高出售或试图出售服务或者产品或者游说的政府机关代表或者民选人员赠送礼品、金钱或者提供非职业性的娱乐活动，供该合作者、代表或人员自己使用。该规定唯一的例外是在企业的授权下赠送象征性的礼物且带有思塔高的标志。这些价值不高的礼物主要包括包、钢笔、奖品、奖牌、证书以及杯子。

## 反腐败

思塔高努力使其活动不受腐败的影响。思塔高的合作者在经营过程中应当以最高的道德标准自我要求。

无论是在法国还是在世界上大多数国家（美国的《海外反腐败法》以及英国的《贿赂法案》），反腐败立法都禁止思塔高向公权力机构的雇员或者私立部门的雇员或者代表私立部门的名义行使的人员（比如其代理）送礼或提供任何有价值的物品，以达到促使其作出以下行为的目的：向思塔高输送好处，向雇佣方业务相关的其他人员作出不利行为，在业务活动中无法以诚信、中立的态度适当行为或者无法作出与其受信任的地位相一致的行为。同样，禁止思塔高为了回报此类非法行为而赠送任何有价值的物品。

同样，在上述情况下，思塔高也禁止一切通过中介方（指其他人员或者机构，可能是企业、医院或者实验室）向公权力机关代表、合作者、客户代理或者潜在客户转送任何有价值物品的行为。

以上禁止性规定同样适用于不直接向公权力机关代表、客户代理或雇员送有价值物品，而是将该有价值物品交给其他人员或者机构处理，可能包括医疗机构或者实验室。

根据思塔高的情况，公权力的代表、合作者或者代理主要包括（但不限于）在公立医院、私人机构或者非政府经营的卫生部门（比如为私营医疗保险服务的医院或者私营工作室的顾问）的医疗卫生行业人员或者医疗机构的人员（比如实验室或者医院的供货人员或专家）。所有向职权机构、合作者或者代理赠送的有价值物品或者好处都应当符合现行立法的规定以及本准则。

在各个国家，反腐败法律的适用都十分活跃，个人也常常被有权部门追究刑事责任。

在满足所有适用条件的情况下，很多国家的反腐败立法还有境外效力，包括美国的《反海外腐败法》，英国的《贿赂法案》以及法国的《萨宾二》。

## 5. 合规及举报

不遵守本道德准则的行为将可能根据适用法律的授权被处罚。

思塔高道德委员会，与地方合规负责人一起协调道德与合规项目。他们可以帮助解答思塔高的合作者对《思塔高道德准则》的疑问并对其进行解释，或者解答其他相关的问题，同样也可以帮助经理们管理合规问题。

我们鼓励思塔高的合作者向他们的上级或者地方道德委员会或者地方道德负责人、以及思塔高集团的道德委员会报告他们所了解的不符合道德准则的任何行为，或者提出在特定情况下如何更好的遵守道德准则的疑问，以便思塔高能够解决问题。

关于对已知或怀疑违反准则行为的举报，对于善意报告某思塔高合作者有违反本准则行为的人员，不得给予任何惩罚或采取报复措施。此外，严禁对在调查相关已知违反准则行为过程中予以配合的所有任何人员进行报复。

对善意报告的思塔高合作者采取（或拟采取）报复措施的所有人员，将被处以相应的纪律处分。

思塔高合作者故意作出错误警示的，或其目的仅是要对某人不利的，该合作者本人将被处以纪律处分。

请查看本准则的国别性补充，以鉴别思塔高道德委员会的成员，并了解举报时所需遵循的详细程序。

**STAGO**  
**CODE OF BUSINESS ETHICS**  
**思塔高**  
**商业道德准则**

Local supplement for People's Republic of China  
中华人民共和国地区补遗

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## INTRODUCTION

### 介绍

This addendum complements the STAGO Group's Code of Ethics (hereinafter referred to as the **"Group Code of Ethics"**) and provides details about the implementation of the Group Code of Ethics in the People's Republic of China (hereinafter referred to as the **"China Code of Ethics"**). 本补遗是对思塔高集团道德准则（以下简称“**集团道德准则**”）的补充，并对**集团道德准则**在中华人民共和国境内的执行（以下简称“**中国道德准则**”）给予详细说明。

The Group Code of Ethics and the China Code of Ethics combine to form a single code of ethics (hereinafter referred to as the **"Code of Ethics"**) that will be communicated to: **集团道德准则**和**中国道德准则**相结合，形成一套道德准则（以下简称“**道德准则**”），并将传达到：

- all employees of China-based STAGO Group companies (hereinafter referred to as the **"Employee(s)"**) including all officers and managers;
- 中国本地思塔高集团公司的所有员工（以下简称“**员工**”），包括所有管理人员和经理；
- business Partners (resellers, distributors, suppliers, customers, providers and, generally speaking, all STAGO Group co-contractors, whether these players operate in the public or private sector, hereinafter referred to as the **"Business Partner"** or the **"Business Partners"**);
- 商业合作伙伴（经销商、分销商、供应商、客户、供货商以及一般而言的，思塔高集团所有联合承包商，无论其是在公共部门还是私营部门经营，以下简称“**商业合作伙伴**”）；
- Intermediaries (sales agents, consultants, brokers, representatives and, generally speaking, all third parties acting as intermediaries in a business transaction on behalf of the STAGO Group, hereinafter referred to as the **"Intermediary"** or the **"Business Intermediaries"**);
- 中间人（销售代理、顾问、经纪人、代表以及一般而言的，在商业交易中作为中间人代表思塔高集团行事的所有第三方，以下简称“**中间人**”或“**业务中间人**”）；
- all China-based STAGO Group companies (Beijing Stago Diagnosis Trading Co., Ltd, Stago Diagnosis Technology (Tianjin) Co., Ltd) (hereinafter jointly referred to as **"STAGO"**).
- 中国本地所有思塔高集团公司（北京思塔高诊断产品贸易有限公司、思塔高诊断技术（天津）有限公司）（以下合称“**思塔高**”）。

STAGO Employees are expected to understand and comply with the Group Code of Ethics as well as the China Code of Ethics. STAGO's Employees should read this Code of Ethics, be sure to understand its requirements, and ask questions as necessary.

思塔高员工应该理解并遵守**集团道德准则**以及**中国道德准则**。思塔高员工应阅读本**道德准则**，确保了解其要求，并在必要时提出问题。



In the event of difficulties interpreting the provisions of the Code of Ethics, Employees are welcome to consult the local Compliance Officer, the Group Ethics Committee, or STAGO Group's Legal Department.

如果难以解释道德准则的规定，欢迎员工咨询本地合规管理人员、集团道德委员会或思塔高集团法律部。

## CHINA LEGAL FRAMEWORK 中国法律框架

All Stago's employees are required at all times to comply with China legal and regulatory requirements and relevant codes applicable to their behaviour on the China market.

所有思塔高员工均必须始终遵守中国法律法规的要求和适用于员工在中国市场的行为的相关规范。

### 1.1. Review of anti-bribery legislation 反贿赂法规的审查

There are many laws and regulations with provisions against corruption. However, legislation of Chinese anti-commercial bribery laws is not centralised. There are no specific laws targeting commercial bribery, such as an Anti-commercial Bribery Law or Anti-corruption Law.

很多法律法规有反贪污规定。但中国反商业贿赂法的规定并不集中。没有针对商业贿赂的具体法律，如“反商业贿赂法”或“反贪污法”。

The laws and regulations with provisions against corruption can be divided into four categories.

有反贪污规定的法律法规可分为四类。

#### 1.1.1. The criminal law and related rules 刑法和有关规定

The key law is the *PRC Criminal Law* modified for the last time on 29.08.2015, along with the relevant judicial interpretations issued by the Supreme People's Court and/or the Supreme People's Procuratorate, such as the *Interpretation of the Supreme People's Court and the Supreme People's Procuratorate on Issues Concerning Application of Law in Handling Criminal Cases of Corruption and Bribery*, issued on 18.04.2016.

最重要的法律是 2015 年 8 月 29 日最新一次修订的《中华人民共和国刑法》，以及最高人民法院和/或最高人民检察院颁布的有关司法解释，如最高人民法院、最高人民检察院 2016 年 4 月 18 日颁布的《关于办理贪污贿赂刑事案件适用法律若干问题的解释》。

The *PRC Criminal Law* contains two parts of provision governing the bribery issue:

《中华人民共和国刑法》有两部分关于贿赂问题的规定：

Bribery not involving public officials – Articles 163-164 under Chapter 3 “crimes against the socialist market economy order”,

第三章“破坏社会主义市场经济秩序罪”第 163 至 164 条不涉及公职人员的贿赂。

Bribery involving public officials – “Articles 385 – 393 under Chapter 8 “crimes of corruption and bribery”.

第八章“贪污贿赂罪”第 385 至 393 条涉及公职人员的贿赂。

The bribery acts in the commercial relations are mainly governed by the rules on the bribery not involving public officials. However, in case the Healthcare Professional receiving the bribe has the status of public official or is assimilated to such status, Articles 385 – 393 of the PRC Criminal Law shall be applied.

商业关系中的贿赂行为主要受不涉及公职人员的贿赂行为的有关规定管理。但如果接受贿赂的医务人员具有公职人员身份或者具有类似身份，则应适用《中华人民共和国刑法》第 385 至 393 条规定。

### 1.1.2. The civil and administrative laws and regulations 民事和行政法律法规

According to Chinese law, the administrative authorities can impose an administrative penalty on entities and sometimes on individuals who commit bribery, even if the bribery is not sufficient to warrant a criminal conviction. Administrative penalties are the main measures for dealing with commercial bribery. As PRC laws do not stipulate the “threshold” for administrative penalties on commercial bribery, the threshold for these penalties is comparatively low.

根据中国法律，行政机关可以对行贿受贿的单位且有时对行贿受贿的个人给予行政处罚，即使贿赂不足以构成刑事定罪。行政处罚是处理商业贿赂的主要措施。由于中国法律未规定商业贿赂行政处罚的“门槛”，上述处罚的起点相对较低。

The key laws and regulations which may be in relation with Stago’s activities, include the following:

可能与思塔高业务活动有关的关键性法律法规包括：

- the Anti-unfair Competition Law of the PRC, with the latest version of the law effective since 01.01.2018;
- the Administrative Penalty Law of the PRC, effective since 01.10.1996;
- the Price Law of the PRC, effective since 01.05.1998;
- the Government Procurement Law of the PRC, effective since 31.08.2014;
- the Tax Administration Law of the PRC, effective since 15.05.2015;
- the Contract Law of the PRC, effective since 01.10.1999;
- The Regulations of State Council on Giving and Receiving Gifts in Official Foreign Affairs, effective since 05.12.1993;
- the Interim Provisions on Prohibition of Commercial Bribery, effective since 15.11.1996;
- the Interim Measures for the Administration of the Acceptance of Social Donations and Financial Aids by Medical Care and Health Institutions, effective since 06.04.2007;
- Measures for Administering the Receipt of Non-Profit Donations by the Health and Family Planning Institutions (for trial implementation), effective since 26,08,2015;
- Etc.
- 自 1993 年 12 月 1 日起施行的《中华人民共和国反不正当竞争法》（最新版于 2018 年 1 月 1 日生效）；
- 自 1996 年 10 月 1 日起施行的《中华人民共和国行政处罚法》；
- 自 1998 年 5 月 1 日起施行的《中华人民共和国价格法》；
- 自 2014 年 8 月 31 日起施行的《中华人民共和国政府采购法》；
- 自 2015 年 5 月 15 日起施行的《税收征收管理法》；
- 自 1999 年 10 月 1 日起施行的《中华人民共和国合同法》；
- 自 1993 年 12 月 5 日起施行的《国务院关于在对外公务活动中赠送和接受礼品的规定》；
- 自 1996 年 11 月 15 日起施行的《关于禁止商业贿赂行为的暂行规定》；

- 自 2007 年 4 月 6 日起施行的《医疗卫生机构接受社会捐赠管理暂行办法》；
- 自 2015 年 8 月 26 日起施行的《卫生计生单位接受公益事业捐赠管理办法（试行）》；
- 其他。

### 1.1.3. The national policy concerning anti-corruption. 关于反贪污的国家政策

The State Council and the Central Commission for Discipline Inspection of the Communist Party of China (“Central Commission for Discipline Inspection”) have regularly convened the “Conference of Combating Corruption and Encouraging Integrity” to release national policies concerning anti-corruption in recent years. The judicial departments usually conduct special operations concerning anti-corruption in accordance with these national policies, such as anti-commercial bribery special operations in the pharmaceutical industry. These policies are usually released in the form of conference resolutions, through speeches and other forums.

近年来，国务院和中国共产党中央纪律检查委员会（“中央纪委”）定期召开“反腐倡廉工作会议”，发布关于反腐败的国家政策。司法部门经常按照这些国家政策开展反腐败专项行动，如医药行业的反商业贿赂专项行动。这些政策通常是通过会议决议、讲话和其他论坛的形式发布的。

### 1.1.4. The disciplinary rules of the Communist Party 共产党纪律处分条例

Some disciplinary rules adopted by the Central Committee of the Communist Party of China (“CPC”) are binding on all the Party members. Since the majority of government officials are Party members, these disciplinary rules are binding on them.

中国共产党中央委员会（“中共中央”）采取的一些纪律规定对全体党员均有约束力。由于大多数政府官员都是党员，这些纪律规定对他们具有约束力。

The *Disciplinary Rules of the Communist Party of China* set out clear prohibitions against Party members accepting bribes, and make clear the responsibility and punishment for accepting bribes. The disciplinary rules of the Communist Party members are stricter than the *Criminal Law of the PRC* applicable to the general populace or rules applicable to governmental officials generally.

《中国共产党纪律处分条例》明确禁止党员收受贿赂，并明确了收受贿赂的责任和处分。对共产党员的处分规定比适用于一般民众的《中华人民共和国刑法》或适用于政府官员的一般规定更为严格。

In China, Employees, Business Partners and their Intermediaries and their respective companies may be heavily penalised for acts of bribery or corruption.

在中国，员工、商业合作伙伴及其中间人和他们各自的公司可能会因贪污贿赂行为而受到严厉处罚。

In light of this, Stago has decided to implement the following measures and procedures:

有鉴于此，思塔高已决定实施以下措施和程序：

- **This Code of Ethics** describes and shows in its article 2 the various types of behaviours to be outlawed as potentially reflecting acts of bribery or corruption. This code of conduct is an appendix to the Employee Handbook of all STAGO entities in China;

- 这一**道德准则**在第 2 条中描述并规定了被禁止的，可能反映出贪污贿赂行为的各类行为。这一道德准则作为中国境内所有思塔高单位的**员工手册**的附件；
- **An internal whistle-blowing mechanism** intended to compile employee-generated alerts of the existence of conduct or situations contrary to STAGO's code of ethics;
- **内部举报机制**，计划用来收集员工生成的关于存在违反思塔高道德准则的行为或情况的警报；
- **A training mechanism** for management and staff members who are most vulnerable to the risks of corruption and influence peddling;
- 最容易遭受贪污和渎职风险的管理人员和工作人员的**培训机制**；
- **A procedure for auditing and checking** their main customers and suppliers.
- 对重点客户和供应商的**审查和检查程序**。

## 1.2 Review of “anti-gift” regulations 对“反对送礼”规定的回顾

The relevant laws and administrative regulations on gift giving are mainly as follows:  
对送礼的有关法律和行政法规的规定主要有：

- Article 7 of the *Anti-unfair Competition Law of the PRC* provides that:  
“business operators shall not resort to bribery, by offering money or goods or by any other means, to any of the following entities or individuals, in order to seek a transaction opportunity or competitive advantage:

1- any employee of the counterparty to a transaction;

2 – any entity or individual entrusted by the counterparty to a transaction to handle relevant affairs;

3 – any entity or individual that is likely to take advantage of powers or influence to affect a transaction..”

- 《中华人民共和国反不正当竞争法》第 7 条规定：

“经营者不得采用财物或者其他手段贿赂下列单位或者个人，以谋取交易机会或者竞争优势：

(一)交易相对方的工作人员；

(二)受交易相对方委托办理相关事务的单位或者个人；

(三)利用职权或者影响力影响交易的单位或者个人。”

- Article 8 of the *Interim Provisions on Prohibition of Commercial Bribery* provides that:  
“business operators shall not give any cash or property as a gift to another entity or individual during a commodity transaction, except for commonly offered promotional gifts with minimal value. Violation of the provisions of the preceding paragraph will be regarded as commercial bribery.”

- 《关于禁止商业贿赂行为的暂行规定》第 8 条规定：

“经营者在商品交易中不得向对方单位或者其个人附赠现金或者物品。但按照商业惯例赠送小额广告礼品的除外。违反前款规定的，视为商业贿赂行为。”

- Article 10 of the *Notice of the Supreme People’s Court and the Supreme People’s Procuratorate on Issuing the Opinions on Several Issues Concerning the Application of Law in Handling Criminal Cases of Commercial Briberies* (Fa Fa [2008] No.33) provides that:

“in handling criminal cases of commercial briberies, the Supreme People’s Court and the Supreme People’s Procuratorate shall take into account the following factors: (1) background for the property transaction, such as whether the two parties are related or are friends, and the status and extent of their previous relationships; (2) values of the transacted property; (3) cause, time, and method of the property transaction, and whether the giver requested a position-related favour from the receiver; and (4) whether the receiver has taken advantage of his/her position for the giver’s benefit.”

- 《最高人民法院、最高人民检察院关于办理商业贿赂刑事案件适用法律若干问题的意见》（法发[2008]33号）第10条规定：

“办理商业贿赂犯罪案件，最高人民法院、最高人民检察院主要应当结合以下因素全面分析、综合判断：(1)发生财物往来的背景，如双方是否存在亲友关系及历史上交往的情形和程度；(2)往来财物的价值；(3)财物往来的缘由、时机和方式，提供财物方对于接受方有无职务上的请托；(4)接受方是否利用职务上的便利为提供方谋取利益。”

- Article 2 of the *Provisions on Registration of Gifts Received by Members of Communist Party and State Functionaries during Domestic Social Activities* issued by the General Office of the Central Committee of the Communist Party of China and General Office of the State Council (promulgated on 30 April 1995, came into effect from the date of promulgation) provides that:

“for domestic social activities, members of the CPC and state functionaries cannot receive any gifts which may influence their impartial exercise of official functions. Gifts that cannot be turned down for various reasons must be registered and turned over. Other gifts received by members of the CPC and state functionaries during domestic social activities (except for social activities between friends and relatives) over a certain minimum value must be registered.”

- 中共中央办公厅、国务院办公厅颁布的《关于对党和国家机关工作人员在国内交往中收受的礼品实行登记制度的规定》（1995年4月30日颁布，自颁布日起施行）第2条规定：

“党和国家机关工作人员在国内交往中，不得收受可能影响公正执行公务的礼品馈赠，因各种原因未能拒收的礼品，必须登记上交。党和国家机关工作人员在国内交往（不含亲友之间的交往）中收受的其他礼品，除价值不大的以外，均须登记。”

- Article 3 of the *Measures on Registration and Handling of Gifts Received by State Functionaries of the Central Party during Domestic Social Activities* issued by the Administrative Bureau of Institutions directly under the Central Committee of the CPC and the Administrative Bureau of Institutional Affairs of State Council ([95] Guo Guan Cai Zi No. 158), provides that:

“in terms of gifts that cannot be turned down for various reasons and that are received by state functionaries of the Central Party in domestic social activities (except for social activities between friends and relatives), gifts with a total market value of more than RMB100 (including RMB100) must be registered; while gifts with a total market value of more than RMB200 (including RMB200) must be registered and turned over. If a state functionary receives gifts with an accumulative value of more than RMB600 within one year, the portion over RMB600 must be registered and turned over.”

- 中共中央直属机关事务管理局、国务院机关事务管理局颁发的《关于中央党政机关工作人员在国内交往中收受礼品登记和处理办法》（[95]国管财字第158号）第3条规定：

“中央党政机关工作人员在国内交往中（不含亲友之间的交往），因各种原因未能谢绝的其他礼品，参照市场价格一次合计价值人民币100元以上的（含100元），必须登记；200元以上的（含200元），必须登记上交。一人一年之内收受礼品累计价值超过600元的，超过部分必须登记上交。”

- Article 7 of the Regulation of State Council on Giving and Receiving Gifts in External Official Activities (State Council Order No. 133) provides that:

“gifts received during external official activities shall be properly disposed of. The recipient shall fill in a form declaring any gift received in China with a market value of more than RMB200 within one month from the date of receipt (or from the date of return to China if the gift is received abroad), and turn over the gifts to be turned over to the gift administrative authorities or the government entity where the recipient is located. A gift worth less than RMB200 can be kept by the recipient or by the government entity where the recipient is located. Cash and negotiable instruments offered by a foreign party during external official activities must be declined; where there is genuine difficulty to decline, the cash and negotiable instruments must be turned over to the State Treasury.”

- 《国务院关于在对外公务活动中赠送和接受礼品的规定》（国务院令 第 133 号）第 7 条规定：

“在对外公务活动中接受的礼物，应当妥善处理。价值按我国市价折合人民币二百元以上的，自接受之日起（在国外接受礼物的，自回国之日起）一个月内填写礼品申报单并将应上缴的礼物上缴礼品管理部门或者受礼人所在单位；不满二百元的，归受礼人本人或者受礼人所在单位。在对外公务活动中，对方赠送礼金、有价证券时，应当予以谢绝；确实难以谢绝的，所收礼金、有价证券必须一律上缴国库。”

- *The Notice of the Supervision Department of the People's Bank of China Regarding the Opinions on the Regulation of Commercial Prepaid Cards* circulated by the General Office of the State Council (Guo Fa Ban [2011] No. 25), provides that:

“it is strictly prohibited for any state functionaries, especially the leading cadres, to accept any commercial prepaid cards in any form during official works. Receiving commercial prepaid cards without turning over such cards promptly pursuant to the provisions will be considered as receiving bribe in the same amount as the value of the cards.”

- 《国务院办公厅转发人民银行、监察部等部门关于规范商业预付卡管理意见的通知》（国办发[2011]25号）规定：

“严禁国家工作人员特别是领导干部在公务活动中收受任何形式的商业预付卡。凡收受商业预付卡又不按规定及时上交的，以收受同等数额的现金论处。”

All Stago's employees are required at all times to comply with such “anti-gift” requirements. Stago's employees shall strictly obey with the anti-gift policy set up in the Group Codes of Ethics and specified in article 2.2. of the present China Code of Ethics.

思塔高所有员工均必须始终遵守该等“反对送礼”的要求。思塔高的员工应严格遵守**集团道德准则**及本**中国道德准则**第 2.2 条中规定的反对送礼政策。

## **FIGHTING CORRUPTION 反对贪污**

Stago embraces the anti-bribery policy implemented by the STAGO Group and the provisions of the Group Code of Ethics as they relate to the corruption prevention policy. STAGO believes that honesty, integrity and ethics are key values in business dealings.

思塔高拥护思塔高集团实施的反贿赂政策和**集团道德准则**中有关反贪污政策的规定。思塔高认为，诚实、正直和道德是商业交易核心价值观。

The entire STAGO Group, its management and Employees shall undertake not to commit any act that could be likened to corruption both in the public and private sector.

整个思塔高集团、其管理层和员工应承诺不作出任何可能与公共和私营部门的贪污有关的行为。

## 2.1. Bribery 贿赂

According to the *PRC Criminal Law*, the *Opinions of the Supreme People's Court and the Supreme People's Procuratorate on Several Issues Concerning Application of Law in Crime of Accepting Bribes Cases* (enacted on 8 July 2007), and the *Notice of the Supreme People's Court and the Supreme People's Procuratorate on Issuing the Opinions on Issues Concerning the Application of Law in Handling Criminal Cases of Commercial Bribery* (enacted on 20 November 2008), commercial bribery crimes include ten offences provided in the Criminal Law:

依照《中华人民共和国刑法》、《最高人民法院、最高人民检察院关于办理受贿刑事案件适用法律若干问题的意见》（2007年7月8日颁布）、《最高人民法院、最高人民检察院关于办理商业贿赂刑事案件适用法律若干问题的意见》（2008年11月20日颁布），商业贿赂犯罪涉及《刑法》规定的十种罪名：

- (1) crime of accepting bribes committed by non-state functionaries;
  - (2) crime of bribing non-state functionaries;
  - (3) crime of accepting bribes;
  - (4) crime of accepting bribes committed by legal entities;
  - (5) crime of bribing;
  - (6) crime of bribing legal entities;
  - (7) crime of introducing bribery;
  - (8) crime of bribing committed by legal entities;
  - (9) bribery crime of influence; and
  - (10) crime of bribing state functionaries of foreign countries or international organisations.
- (1) 非国家工作人员受贿罪；
  - (2) 对非国家工作人员行贿罪；
  - (3) 受贿罪；
  - (4) 单位受贿罪；
  - (5) 行贿罪；
  - (6) 对单位行贿罪；
  - (7) 介绍贿赂罪；
  - (8) 单位行贿罪；
  - (9) 利用影响力受贿罪；和
  - (10) 对外国公职人员、国际公共组织官员行贿罪。

Furthermore, the *Opinions on Issues Concerning Correct Policy Boundary in the Special Project of Controlling Commercial Bribery* issued by the Central Leading Group on Controlling Commercial Bribery on 25.05.2007, provides that: "Commercial bribery means offering or accepting property or other interests to provide or obtain business opportunities or other economic interests, in violation of fair competition principle in commercial activities."

此外，中央治理商业贿赂领导小组 2007 年 5 月 25 日颁布的《关于在治理商业贿赂专项工作中准确把握政策界限的意见》中规定：“商业贿赂是在商业活动中违反公平竞争原则，采用给予、收受财物或者其他利益等手段，以提供或获取交易机会或者其他经济利益的行为。”

According to the above provision, commercial bribery in its broadest sense means all bribery acts that can occur in business.

根据上述规定，在最广泛的意义上，商业贿赂是指商业活动中可能发生的所有的贿赂行为。

To summarise, it should be noted that:

总而言之，应该注意的是：

- Bribery is the act of offering, proposing, giving, requesting or accepting any benefit of any value or in any form whatsoever in order to carry out or refrain from carrying out an act that is part of or facilitated by the position of the beneficiary of such act. The most common form of corruption is a situation where a bribe (any gift, sum of money, service, trip, or benefit such as sports events tickets, plane tickets, accommodation) is paid to or received from a person or on behalf of a person to carry out or refrain from carrying out an act related to their position (quite often, to secure or retain a contract).
- 贿赂是提供、提议、给予、要求或接受任何有价利益或任何形式的利益的行为，以实施或避免实施该等行为的受益人所处职位的部分职权或因职位而得到便利的行为。最常见的贪污形式是个人给予或收受或代表个人给予或收受贿赂（任何礼物、金钱、服务、旅行或体育赛事门票、飞机票、住宿等利益），以实施或不实施与其职位相关的行为（通常为了获得或保留一项合同）。

Practically speaking, the following behaviours may be viewed as acts of corruption:

实际上，下列行为可能被视为贪污行为：

- granting payment facilities or disproportionate discounts or paying a commission to a person in charge of supplying a laboratory or hospital in order to secure new contracts or retain existing ones;
- 向负责提供实验室或医院的人提供付款便利或不成比例的折扣或支付佣金，以便获得新合同或保持现有合同；
- offering favours (for example, positions with STAGO or an internship for a friend or family member) to health Professionals or agents or consultants, regardless of whether these individuals work in the public or private sector, in an attempt to influence a Business Partner;
- 向卫生专业人员、代理或顾问提供好处（例如，为朋友或家庭成员提供思塔高内部职位或实习机会），无论该等个人是否在公共领域或私营领域工作，以试图影响商业合作伙伴；
- paying a commission to a public official (for example, a person in charge of hospital tendering) in order to acquire strategic information about market access conditions and the positioning of STAGO's competitors.
- 给予公职人员（例如，医院的招标负责人）佣金，以便获取有关市场准入条件和思塔高竞争对手定位的战略信息；
- Other acts with a character of “in the dark outside of the account” (secretly and without accounting records).
- 具有“账外暗箱操作”性质（秘密且无会计记录）的其他行为。



Penal sanctions of act of bribery are listed in Appendix 1.

对贿赂行为的刑事制裁见附件 1 列表。

STAGO's Employees shall undertake not to engage in behaviours that may be viewed as acts of bribery, at any time during the course of business, in other words, not only before, but also after a transaction is concluded.

思塔高的员工应承诺在业务过程中的任何时候，换言之，在交易完成前后，均不从事可能会被视为贿赂行为的行为。

When in doubt, STAGO Employees should contact the local Compliance Officer, the Group Ethics Committee, or the Group's Legal Department.

如有疑问，思塔高的员工应联系本地合规管理人员、集团道德委员会或集团法律部。

## 2.2. Gifts and hospitality 礼品和招待

### 2.2.1. Prohibited gifts and hospitality 被禁止的礼品和招待

China is known as a nation of courtesy and Chinese people traditionally give “red envelopes”, which contain money, to relatives and friends during festivals.

中国是一个礼仪之邦，中国人有在节日期间给亲朋好友“红包”（礼金）的习俗。

In certain cases, it may be difficult to distinguish between acts that may be viewed as corruption or influence peddling and acceptable gifts (such as Chinese traditional moons cakes) and forms of hospitality.

在某些情况下，可能难以区分可能会被视为贪污、以权谋利的行为和可接受的礼品（如中国传统月饼）和招待形式。

This is why, pursuant to the provisions of the Group Code of Ethics, all STAGO management and Employees must systematically refuse to offer, or give to, or accept from a Business Partner operating in the public or private sector any gift, benefit or hospitality **that could directly or indirectly affect their judgement or that of their partner or affect an act that falls in the purview of their position (such as the sell or the purchase of any commodities).**

因此，根据集团道德准则的规定，对于在公共或私营领域内经营的，可能直接或间接地影响思塔高管理人员和员工的判断或其合作伙伴的判断或影响属于其职权范围内的行为（例如，销售或者购买商品）的商业合作伙伴，思塔高所有管理人员和员工均必须系统化地拒绝提供、给予或接受任何礼品、利益或招待。

Gifts shall be broadly construed as any product, service, sum of money or equivalent, in any form or of any value whatsoever, offered to the Business Partners, Business Intermediaries, Healthcare Professional or their relatives, with the hope to obtain a favour (sports events tickets, plane tickets, travel, accommodation...).

礼品应被广泛地理解为为了获取好处而提供给商业合作伙伴、业务中间人、医疗专业人员或其亲属的，具有任何形式或任何价值的任何产品、服务、礼金或等价物（体育赛事门票、飞机票、旅游、住宿等）。

Benefits refer to any gift, commercial prepaid card/shopping card, loan, favour, employment, contract, service, delivery of a loan, bond or responsibility, any property given in the name of

promotion fee, publicity fee, sponsorship fee, study fee, scientific research fee, labour service fee, consultation fee, commissions, reimbursement expenses.

利益指任何礼品、商业预付卡/购物卡、贷款、好处、聘用、合同、服务、提供贷款、债券或责任、任何以推广费、宣传费、赞助费、学费、科研费、劳务费、咨询费、佣金、费用报销名义提供的财物。

Prohibited hospitality encompasses all unreasonable meals, invitation to events or leisure, trips. 被禁止的招待包括所有不合理的用餐，活动、休闲或旅行邀请。

Strictly prohibited items include gifts, benefits, hospitality of any value whatsoever: 严格禁止的项目包括具有任何价值的礼品、利益、招待：

- provided in cash or cash equivalent (gift cards, shares, loans, options...),
- that could be construed as consideration or provided for the purpose of acquiring something,
- offered as part of a commitment to do or not to do or that may be construed as an incentive to influence a decision,
- liable to damage STAGO's reputation,
- provided in breach of the applicable legislation,
- provided personally to avoid asking for or obtaining an authorisation.
- 以现金或现金等价物形式（礼品卡、股票、贷款、期权等）提供的；
- 可能被解释为酬金或为了获取某物而提供的；
- 作为做出或不做出某一行为的承诺的一部分而提供的，或可能被解释为对一项决策造成影响的一种激励的；
- 有可能损害思塔高声誉的；
- 违反适用法律而提供的；
- 为了免于申请或获得一项许可而个人提供的。

### 2.2.2. Authorized gifts 被许可的礼品

During Chinese festivals, when visiting/hosting customers and/or when organizing or attending conferences, Stago Employees occasionally may provide modest gifts or advertising gifts (logo-embossed gifts) of minimal value to their Business Partners, Business Intermediaries, and/or state functionaries, such as pens, calendars, umbrellas, notebook, USB Key, etc...

在中国节日期间，当拜访/招待客户时和/或组织或参加会议时，思塔高员工偶尔可以向其**商业合作伙伴、业务中间人**和/或国家工作人员提供具有最低价值的**适度的礼品和广告礼品**（印有标识的礼品），如钢笔、日历、雨伞、笔记本、优盘等。

If Employees wish to give gifts to customers and/or government employees and/or officials, they should apply from STAGO's marketing department as possible. Employees should not purchase by themselves any kind of gifts (which includes fruits and food) to customers and/or government employees and/or officials. If for special cases, the Employee chooses self-purchasing gift, he shall obtain the prior written approval of his line manager.

如果**员工**希望给客户和/或政府人员和/或官员送礼，他们应尽可能向思塔高的营销部门提出申请。**员工**不得自行购买送给客户和/或政府人员和/或官员的任何类型的礼品（包括水果和食品）。在特殊情况下，**员工**选择自行购买礼品的，应事先取得其上级经理的书面批准。

Special cases should get department director's agreement in advance by email and copy COO. In any case, the market value of each individual gift shall be less than RMB 200, and the accumulated value of the gifts offer to the same individual and/or to its relatives should not be excessively high, and should not in principle exceed the aggregate amount of RMB 800 per year. 特殊情况应通过电子邮件方式事先得到部门主管的许可，并抄送首席运营官。在任何情况下，单项礼品的市场价值应低于 200 元人民币，且送给同一个人和/或其亲属的礼品的累计价值不应过高，原则上不应超过每年 800 元人民币的总金额。

STAGO's Employees shall undertake to strictly adhere to the dispositions of Chapter V, Expense claim Procedures, article 4.9 of STAGO's Employee Handbook with regard to gifts and hospitality they may offer to STAGO Business Partners and Business Intermediaries.

思塔高的员工应承诺严格遵守思塔高《员工手册》第五章“费用申报程序”第 4.8、4.9 条中关于他们可以给予思塔高商业合作伙伴和业务中间人的礼品和招待的规定。

### 2.2.3. Hospitality and Meals 招待和宴请

Business dinners are an important part of business communications in China. To lawfully develop business without violating anti-commercial bribery laws and regulations, the following practical guidelines might be useful for reference:

商务宴请在中国是商业沟通的一个重要组成部分。为了依法开展业务而不违反反商业贿赂有关法律法规，下列实用指南有助于指导行动：

#### (1) “Don'ts”

##### (1) 不应做之事

a. Don't offer business dinners as a temptation or reward for obtaining business opportunities for STAGO;

不要为了使思塔高获得商业机会，以商务宴请作为引诱或回报。

b. Don't include additional extravagant gifts or high costs in business dinners;

商务宴请不要涉及额外的奢侈礼品或高额费用。

c. Don't hold business dinners anywhere other than standard locations, without additional lavish entertainment, (such as KTV) provided before, after or during meals; and

不要在非常规场所举办商务宴请，不要在用餐前后或用餐时提供额外的奢侈娱乐（如 KTV）。且

d. Don't invite guests who are not connected with business operations, especially people closely related to business guests.

不要邀请与业务无关的宾客，特别是与商务宾客关系密切的人员。

#### (2) “Dos”

##### (2) 应做之事

a. Do follow STAGO internal policies regarding business dinners.

遵守思塔高关于商务宴请的内部政策。

b. Do make sure that STAGO Employees are present for the entire duration of a business dinner.

确保思塔高员工全程出席商务宴请。

c. It is acceptable for STAGO Employees to offer appropriate meals and drinks to Business Partners and Business Intermediaries when working with Business Partners/intermediaries on business issues. The ratio of guest versus STAGO Employees shall not be more than 1:2.

许可思塔高员工在与**商业合作伙伴/中间人**就商业事项共同工作时，向**商业合作伙伴和业务中间人**适当提供餐饮。宾客与思塔高员工的比例不得超过 1:2。

d. It is acceptable to offer appropriate meals and drinks to Business Partners and Business Intermediaries during annual ceremonies, conferences or other significant events.

许可在周年庆典、会议或其他重大活动中，向**商业合作伙伴和业务中间人**适当提供餐饮。

### 2.3. Expenses Claims 费用申报

For any kind of expenses claims, STAGO's Employees shall undertake to strictly adhere to the dispositions of Chapter V, Expense claim Procedures, and "Supplementary expense claim Rules" and any other SOP which may be published by STAGO's from time to time. Any expenses which are not fully in line with the above procedure will not be accepted by STAGO.

对于任何种类的费用申报，思塔高的**员工**均应承诺严格遵守第五章“费用申报程序”的规定，以及“费用申报补充规定”和思塔高可能不时公布的任何其他 SOP。不完全符合上述程序的任何费用均不会被思塔高认可。

### 2.4. Rules for Interactions with Healthcare Professionals 与医疗专业人员交往的规定

Due to lack of special provisions and code of conduct in industry of medical devices, Section 2.4 is drafted with reference to "RDPAC Code of Practice 2012" for pharmaceutical industry. The full name of RDPAC is R&D-Based Pharmaceutical Association Committee, which currently have 38 member companies in China.

由于医疗器械行业缺乏专项规定和行为规范，特此参照《RDPAC 药品推广行为准则（2012 年版）》起草本第 2.4 节。RDPAC 的全称是中国外商投资企业协会药品研制和开发行业委员会，目前，中国已有 38 家 RDPAC 会员公司。

Under this Section 2.4, the term of Healthcare Professionals means any individual or entity that is involved in the provision of health care services and/or items to patients or that may purchase, lease, rent, use, recommend or arrange the purchase, lease, rental, or use of STAGO products. It includes clinical and non-clinical individual (e.g. surgeons and hospital administrators) who make or have influence on product-related decisions. In addition, associations of Healthcare Professionals and of healthcare students and decision-makers within group purchasing organizations are to be considered Healthcare Professionals.

本第 2.4 节中，医疗专业人员一词指参与向病人或可能购买、租赁、出租、使用、推荐或安排购买、租赁、出租或使用思塔高产品的人员提供医疗服务和/或物品的任何个人或单位。其包括作出与产品相关决策或对该决策具有影响的临床和非临床个人（如医生和医院管理人员）。此外，医疗专业人员协会和医疗行业学生协会和团体采购组织内的决策者也应被视为**医疗专业人员**。

### 2.4.1. Objectives 目标

The purpose and focus of the interactions with Healthcare Professionals should be to provide scientific or educational information, inform Healthcare Professionals about STAGO products, and/or support medical research and education.

与**医疗专业人员**交往的目的和重点应为提供科学或教育信息，向**医疗专业人员**告知思塔高产品，和/或支持医学研究和教育。

### 2.4.2. Events and Meetings 活动和会议

#### (1) Appropriate Venue 适当的地点

STAGO is permitted to organize an event or a meeting with the participation of Healthcare Professionals. The geographical location and level of facilities of the venue shall be justifiable.

思塔高可以组织**医疗专业人员**参与的活动或会议。地点和场地设施级别应合理。

STAGO cannot organize an event or a meeting for Healthcare Professionals that takes place outside of Mainland China unless it is appropriate and justified to do so, i.e.:

思塔高不能在中国大陆以外组织**医疗专业人员**参与的活动或会议，除非其具有适当性和合理性，即：

- A significant proportion of the invited Healthcare Professionals are from the countries outside of China, and it makes greater logistical or security sense to hold the event/meeting in another country; or
- 受邀的**医疗专业人员**很大一部分来自中国以外的国家，且在另一个国家举办活动/会议在后勤和安保方面具有更高的价值；或
- The relevant resource or expertise that is the object or subject matter of the event/meeting is located outside of China.
- 作为活动/会议对象或主体的相关资源或专家在中国境外。

#### (2) Expense 费用

STAGO may invite Healthcare Professionals to attend the events or meetings provided such invitation is in accordance with the following requirements:

思塔高可以邀请**医疗专业人员**参加活动或会议，但该等邀请应符合下列要求：

- Expense born by STAGO for Healthcare Professionals is limited to the payment of reasonable travel, meals, accommodation and registration fees, i.e. generally accommodation fees are limited to RMB1000/night breakfast included, meals to RMB 400/day, registration fees to RMB 50,000, and travel in economic class for flights for a duration less than five hours, and premium class or business class for flights for a duration exceeding five hours, and first class for train.
- 思塔高为**医疗专业人员**承担的费用仅限于支付合理的差旅费、餐费、住宿费和报名费，即一般情况下，住宿费限额 1,000 元人民币/晚（含早餐），餐费限额 400 元人民币/天，报名费限额 50,000 元人民币，差旅乘坐经济舱航班（飞行时间五小时以内）、豪华经济舱或商务舱航班（飞行时间五小时以上）、一等座火车；

- Healthcare Professionals must not be given any benefit in the form of cash or cash equivalent such as sports events tickets, airplane tickets or hotel rooms for vacations...Etc;
- 医疗专业人员不得以现金或现金等价物的形式获得任何好处，如体育赛事门票、飞机票或度假酒店住宿等；
- No payments are made to compensate Healthcare Professionals for time spent in attending the event/meeting. However, reasonable fees (usually limited to RMB 5,000/speech) could be paid to the Healthcare Professionals who deliver a speech during the event/meeting;
- 不为医疗专业人员为参加活动/会议所花费的时间支付任何补偿。但可以向在活动/会议中发表演讲的医疗专业人员支付合理的费用（通常限于每次演讲 5,000 元人民币）；
- No entertainment or other leisure or social activities should be provided or paid for by STAGO. However, refreshments and/or meals incidental to the main purpose of the event or meeting can be provided in following conditions:
  - (a) exclusively to participants of the event/meeting; and
  - (b) if they are moderate and reasonable as judged by local standards.
- 思塔高不应提供娱乐或其他休闲活动或社交活动，不应支付有关费用。但在下列条件下，可以提供活动/会议的主要目的所附带的茶点和/或膳食：
  - (a) 仅提供给活动/会议的参与者；和
  - (b) 根据当地标准来判断，具有适度性和合理性。
- For existing events/meetings, it is wise to keep agendas, notes, vouchers and other materials to the legitimacy of the events/meetings.
- 对于现有的活动/会议，建议保留证明活动/会议合法性的议程、票据、凭证和其他材料。

Any expense related to an invitation shall be approved by the department director beforehand and shall be truthfully recorded in STAGO's financial accounts.

任何与邀请有关的费用应事先获得部门主管批准，并应在思塔高的财务账目中如实记录。

### (3) Promotional information 宣传信息

In case of sales and promotional meetings, sales and promotional information should be clear, legible, accurate, balanced, fair and sufficiently complete to enable the recipient to form his or her own opinion of STAGO product concerned.

在销售和宣传会议上，销售和宣传信息应明确、清晰、准确、均衡、公平，具有充分的完整性，以使受众对有关思塔高产品形成自身的意见。

Any invitation to individual Healthcare Professionals must not be conditional upon an obligation to recommend, purchase, supply, or use any STAGO product.

对任何医疗专业人员个人的邀请不得以施加推荐、购买、供应或使用任何思塔高产品的义务为条件。

#### (4) Spouse, Relatives and Guest 配偶、亲属和宾客

It is not permitted for STAGO to pay for meals, travels, accommodation or other expenses for spouses; relatives or guests of Healthcare Professionals, or for any other person who does not have a bona fide professional interest in the information being shared at the event or meeting.

不许思塔高为医疗专业人员的配偶、亲属或宾客支付餐费、差旅费、住宿费或其他费用，不允许为对于活动/会议上分享的信息没有真实职业利益的任何其他人员支付上述费用。

#### 2.4.3. Donation 捐赠

According to the relevant laws and regulations of the PRC, “donations” must fulfill the following requirements to be considered legitimate:

根据中华人民共和国有关法律法规的规定，“捐赠”须满足以下要求，方被视为合法：

(1) The identity of the receiver must be legitimate.

(1) 受赠人的身份须合法。

According to the relevant provisions of the Donation Law, only foundations, charities and other community organizations, which are established pursuant to the law and for the purposes of promoting public welfare services, and non-profit making institutions of education, scientific research, medical and public healthcare, public culture, public sports and public welfare services, etc. which are established pursuant to the law and engaged in public welfare services can be lawful receivers.

根据《捐赠法》的有关规定，只有依法成立的，以促进公益服务为宗旨的基金会、慈善团体和其他社团组织，以及依法成立的，从事公益服务且不以营利为目的的教育机构、科研机构、医疗卫生机构、公共文化机构、公共体育机构和社会福利机构等，方可作为合法受赠人。

For instance, according to the *Healthcare Donation Measures*, a medical and healthcare institution must receive any social donation itself, as a legal person entity. Individuals or functional departments within the medical and healthcare institution are prohibited from receiving donations. STAGO's Employees shall not, under the pretext of donating to promote medical and public healthcare services, donate property to the procurement department of the hospital or an internal functional department or individual who can influence a procurement process which would allow STAGO to sell its products.

例如，根据《医疗卫生机构接受社会捐赠管理暂行办法》，医疗卫生机构必须以法人名义接受社会捐赠资助，医疗卫生机构内部的职能部门和个人一律不得接受捐赠资助。思塔高的员工不得以促进医疗和公共卫生服务的目的进行捐赠为借口，向医院的采购部或可以影响采购程序的内部职能部门或个人捐赠财物，以便许可思塔高出售其产品。

STAGO does not encourage the donation to the profit-making hospitals. Donations to profit-making hospitals shall obtain the internal prior approval of Stago Group Ethics Committee in written form.

思塔高不鼓励向营利性医院捐赠。向营利性医院捐赠应事先取得思塔高集团道德委员会书面形式的内部批准。

All donations whether to profit-making or non-profit-making hospitals or institutions must receive the internal prior approval of STAGO Group Ethics Committee in written form.

向营利性或非营利性医院或机构的所有捐赠均须事先取得思塔高集团道德委员会书面形式的内部批准。

(2) The underlying purpose of the donation must be legitimate.

(2) 捐赠的根本目的须合法。

This means that donations should only be made for the purposes as follows in accordance with laws and regulations:

这意味着按照法律法规的规定，捐赠仅应出于以下目的：

- Medical treatment fee waiver;
- Public health service and health education;
- Health and family planning personnel training;
- Academic activities in health and family planning;
- Scientific research in health and family planning;
- Public facilities construction of health and family planning institutions;
- Other non-profit activities on health and family planning.
- 医疗费用的免除；
- 公共卫生服务和健康教育；
- 卫生计生人员培训；
- 卫生和计生方面的学术活动；
- 卫生和计生方面的科学研究；
- 卫生和计生机构的公共设施建设；
- 其他卫生和计生方面的非营利性活动。

Although the “purpose of a donation” is subject to the donor’s own intention, in practice, a series of objective factors can help to reveal the underlying purpose of a donation.

虽然“捐赠的目的”取决于捐赠人自身的意图，但实际上，一系列客观因素有助于揭示捐赠的根本目的。

Law enforcement agencies will often take the following objective factors into consideration:

执法机构往往会考虑以下客观因素：

(i) Whether there is an existing or potential business relationship between the donor and the receiver.

（一）捐赠人和受赠人之间是否存在现有的或潜在的商业关系。

(ii) If the receiver is a third party to a transaction, it is necessary to examine any possible effects imposed by the third party on the deal.

（二）如果受赠人是一项交易的第三方，则有必要审查该第三方可能对交易施加的任何影响。

(iii) Whether the donated properties are actually used for public welfare services, etc.

（三）捐赠财物是否实际用于公益服务等。

(3) The donation procedures must be legitimate.

(3) 捐赠程序须合法。



Just as the identity of the receiver and the underlying purpose of the donation must be legitimate, a legitimate donation must fulfill a series of procedural requirements.

正如受赠人的身份和捐赠的根本目的须合法，合法的捐赠须满足一系列程序要求。

First of all, the donor and the receiver should conclude a donation agreement in advance. For social donations to medical and healthcare institutions, the institutions should conclude a written agreement with the donor specifying the type, quantity, quality, value and intended use of the donated property and detailing the parties' contractual rights and obligations.

首先，捐赠人和受赠人应事先订立捐赠协议。对于向医疗卫生机构的社会捐赠，机构应与捐赠人订立书面协议，约定捐赠财产的种类、数量、质量、价值和指定用途，并详细说明当事人的合同权利和义务。

According to the provisions of the *Healthcare Donation Measures*, when a medical and healthcare institution receives social donations, its supervision, finance and business departments shall jointly review the donation plan and make an objective assessment on whether the donation is non-profit and benefits public welfare, whether the donation is related to commercial bribery or unfair competition and whether to receive the donation, etc. Finally, this assessment must be reported to and approved by the management of the medical and healthcare institution before the donation is officially accepted.

根据《医疗卫生机构接受社会捐赠管理暂行办法》的规定，医疗卫生机构接受社会捐赠，由单位监察部门会同财务部门、业务部门对捐赠方案予以审核，根据捐赠项目是否属于公益非营利性、是否涉嫌商业贿赂或不正当竞争、是否接受捐赠，进行客观评估。最后，该评估须报医疗卫生机构管理部门并经批准后方可正式接受捐赠。

(4) The donation amount shall be truthfully and accurately recorded in STAGO's financial accounts and receiver's financial account.

(4) 应将捐赠款项如实、准确地记录到思塔高的财务账目和收款人的财务账目之中。

For financial issues, the donor should comply with the requirements of the *Notice of the Ministry of Finance on Strengthening Financial Management of Donations Made by Enterprises*, the *Accounting Standards for Business Enterprises*, the *General Rules Governing Enterprise Financial Affairs*, the *Accounting Standards for Public Institutions*, and other relevant financial and accounting rules to accurately record donations in its accounts book. The receiver should accurately record the donation in its own accounts book in accordance with relevant financial and accounting rules. The receiver's finance department shall be responsible for the management and use of the donation on a unified basis. The receiver should give the donor a lawful and valid receipt after receiving the donation and must register the donation for safekeeping.

对于财务问题，捐赠人应遵守《财政部关于加强企业对外捐赠财务管理的通知》、《企业会计准则》、《企业财务通则》、《事业单位会计准则》以及其他有关财务会计规定的要求，在其账簿上准确记录捐款情况。受赠人应按照有关财务会计规定，在其账簿上准确记录捐款情况。受赠人的财务部应负责统一管理和使用捐赠。受赠人应在收到捐赠后，向捐赠人给予合法有效的收据，并须将捐赠登记保管。

#### **2.4.4. Remuneration for services 服务的报酬**

Healthcare Professionals may be engaged as consultants and advisors for services such as speaking at and/or chairing events/meetings organized by STAGO, involvement in medical/scientific studies or training services, and participation in market research where such

participation involves remuneration. The arrangements which cover these genuine consultancies or other services must, to the extent relevant to the particular arrangement, fulfill all the following criteria:

医疗专业人员可被聘请为顾问，在思塔高组织的活动/会议上提供发言和/或主持等服务，参与医疗/科学研究或培训服务，并参与市场研究，该等参与为有偿服务。涵盖上述真正的顾问或其他服务的协定须在与具体协定有关的限度内，满足以下所有标准：

- A written contract or agreement must be agreed in advance of the commencement of the services which specifies the nature of the services to be provided and the basis for payment of those services;
- 必须在服务开始前事先约定一项书面合同或协议，其中规定将会提供的服务的性质和支付该等服务费用的依据；
- A legitimate need for the services must be clearly identified and documented in advance;
- 须事先明确指出服务的合法需求并予以记录；
- In case of medical/scientific studies or training services, or participation in market research, the consultants shall provide STAGO with a written report or corresponding relevant documentation;
- 如为医学/科学研究或培训服务，或参与市场调查，则顾问应向思塔高提供一份书面报告或相应的有关文件；
- The criteria for selecting consultants must be directly related to the identified need and the consultants must have the expertise necessary to provide the service;
- 选择顾问的标准须与所指定的需求直接相关，且顾问须具备提供服务所需的专业知识；
- The number of consultants retained must not be greater than the number reasonably necessary to achieve the identified need;
- 聘请顾问的人数不得超过实现指定需求所需的合理人数；
- The compensation for the services must be reasonable and reflect the fair market value of the services provided;
- 服务报酬须合理，并体现所提供服务的公平市价；
- STAGO may reimburse out of pocket expenses of the healthcare professionals including travel and accommodation according to the Expense Report Policy;
- 思塔高可以依据费用报告政策，报销医疗专业人员的付现费用，包括差旅和住宿费用；
- The hiring of the consultant to provide the relevant service must not be an inducement to recommend, purchase, supply, and/or use of any STAGO product.
- 招聘顾问来提供相关服务不应诱使推荐、购买、供应和/或使用任何思塔高产品。
- The payment shall meet applicable financial, legal or tax requirements.
- 付款应符合适用的财务、法律或税务要求。

## 2.5 Dealings with Business Partners and Distributors 与商业合作伙伴和分销商的交往

STAGO shall select its Business Partners carefully and objectively, taking into account their reputation, the quality of their services and their commitment to act in compliance with current regulations and the highest ethical standards, including the STAGO Code of Ethics.

思塔高应认真、客观地选择**商业合作伙伴**，考虑其声誉、服务质量及其对于遵守现行法规和最高道德标准（包括思塔高道德准则）的行为承诺。

In this regard, STAGO Employees shall undertake not to initiate business dealings or enter into a contract with a Business Partner without:

对此，思塔高**员工**应承诺不向**商业合作伙伴**发起商业交易或与**商业合作伙伴**订立合同，除非：

- first verifying their reputation, skills and activities using the “Pre-verification, selection and dealings with Business Partners” or the “Standard Operating Procedure – Distributor Management” or the “Standard Operating Procedure – Emoliz Distributor Management” or the “Standard Operating Procedure – Supplier Evaluation Procedure” available on STAGO’s Intranet site depending on the case;

- 根据具体情况，运用可在思塔高内网上获取的“预先核实、选择和与**商业合作伙伴**交往”或“标准操作程序——分销商管理”或“标准操作程序——Emoliz 分销商管理”或“标准操作程序——供应商评估程序”，事先核实其声誉、技能和活动；

- formalising through a written contract the terms and conditions of the business relationship.

- 通过书面合同确定商业关系的条款和条件。

The “Pre-verification, selection and dealings with Business Partners” Procedure applies exclusively to all of STAGO customers.

“预先核实、选择和与**商业合作伙伴**交往”的程序仅适用于思塔高所有客户。

The “Standard Operating Procedure – Distributor Management” or “Standard Operating Procedure – Emoliz Distributor Management” applies exclusively to all STAGO’s distributors.

“标准操作程序——分销商管理”或“标准操作程序——Emoliz 分销商管理”仅适用于思塔高所有分销商。

The “Standard Operating Procedure – Supplier Evaluation Procedure” applies exclusively to all STAGO’s first tier suppliers.

“标准操作程序——供应商评估程序”仅适用于思塔高所有一级供应商。

STAGO Employees shall undertake not to proceed with or accept payments made in breach of the “Pre-verification, selection and dealings with Business Partners” or the “Standard Operating Procedure – Distributor Management” or the “Standard Operating Procedure – Emoliz Distributor Management” or the “Standard Operating Procedure – Supplier Evaluation Procedure”.

思塔高**员工**应承诺不违反“预先核实、选择和与**商业合作伙伴**交往”或“标准操作程序——分销商管理”或“标准操作程序——Emoliz 分销商管理”或“标准操作程序——供应商评估程序”进行付款或接受款项。

STAGO is authorized to give reasonable discounts or commissions to its Business Partners which need to be provided clearly in the written contracts/agreements signed with such Business Partners and provided that such discounts or commissions are duly and accurately recorded in

STAGO's financial accounts. STAGO shall remind its Business Partners that they need also to record truthfully and accurately in their own financial accounts any and all discounts or commissions given by STAGO. However, huge discounts or commissions could be the demonstration of corruption.

允许思塔高向其**商业合作伙伴**给予合理的折扣或佣金，有关规定需要在与该等**商业合作伙伴**签订的书面合同/协议中明确，且条件是将该等折扣或佣金及时、准确地记录在思塔高的财务帐目之中。思塔高应提醒其**商业合作伙伴**他们 also 需将思塔高给予的任何和所有折扣或佣金真实、准确地记录在自身的财务账目之中。但是，巨额折扣或佣金可能是贪污的证明。

## 2.6 Dealings with Business Intermediaries 与业务中间人的交往

STAGO Employees shall undertake not to initiate business dealings with a Business Intermediary without first:

思塔高员工应承诺不向**业务中间人**发起商业交易，除非事先：

- verifying their reputation, skills and activities in accordance with the “Pre-verification, selection and dealings with Intermediaries available on STAGO’s Intranet site;
- 依据可在思塔高内网上获取的“预先核实、选择和与**中间人**交往”有关规定，核实其声誉、技能和活动；
- formalising through a written contract the terms and conditions of the business relationship.
- 通过书面合同确定商业关系的条款和条件。

Furthermore, STAGO Employees shall undertake not to proceed with or accept payments made in breach of the “Pre-verification, selection and dealings with Intermediaries”.

此外，思塔高员工应承诺不会违反“预先核实、选择和与**中间人**交往”的规定，给予或接受款项。

STAGO is authorized to give reasonable discounts or commissions to its Business Intermediaries which need to be provided clearly in the written contracts/agreements signed with such Business Intermediaries and provided that such discounts or commissions are duly and accurately recorded in STAGO's financial accounts. STAGO shall remind its Business Intermediaries that they need also to record truthfully and accurately in their own financial accounts any and all discounts or commissions given by STAGO. However, huge discounts or commissions could be the demonstration of corruption.

允许思塔高向其**业务中间人**给予合理的折扣或佣金，有关规定需要在与该等**业务中间人**签订的书面合同/协议中明确，且条件是将该等折扣或佣金及时、准确地记录在思塔高的财务帐目之中。思塔高应提醒其**业务中间人**他们 also 需将思塔高给予的任何和所有折扣或佣金真实、准确地记录在自身的财务账目之中。但是，巨额折扣或佣金可能是贪污的证明。

## 2.7 Reliability and transparency of accounting entries 会计分录的可靠性和透明性

STAGO prohibits the falsification of accounting entries or any other accounting or financial document.

思塔高禁止在会计分录或任何其他会计或财务文件中弄虚作假。

STAGO prohibits all of its management and Employees from making false or incomplete statements or statements likely to mislead any accountant or person in charge of operational

auditing or internal control. This involves, for example, accurately identifying all gifts, benefits or hospitality.

思塔高禁止其所有管理层人员和员工作出虚假或不完整的陈述或可能误导任何会计师或运营审计/内部管理负责人的陈述。例如，这项规定包括准确说明全部礼品、好处或款待。

## WHISTLE-BLOWING MECHANISM 举报机制

Any STAGO Employee who suspects a breach of the Group Code of Ethics or China Code of Ethics is urged to exercise their right to report by going straight to their local immediate or indirect superior, or to the local Compliance Officer, or to the Group Ethics Committee, in accordance with the “Whistle-blowing Mechanism” described below.

若任何思塔高员工怀疑发生了违反**集团道德准则**或**中国道德准则**的行为，应按照以下所述的“举报机制”，直接向本地直属或非直属上级或本地合规管理人员或向集团道德委员会举报，行使报告权。

If you are not sure whether a given matter is in conflict with the Code of Ethics, consider the following questions:

如果您不确定某一事项是否违反了**道德准则**，请考虑以下问题：

- Does the activity comply with the law, the Code of Ethics and STAGO's policies and practices?
- Would you have any difficulty telling your manager about it?
- Would you have any difficulty telling your family about it?
- How would the matter look if it were on the front page of the People's Daily?
- 活动是否符合法律、**道德准则**和思塔高的政策和惯例？
- 您将这一情况上报经理是否有困难？
- 您将这一情况告诉家属是否有困难？
- 如果这一事项刊登在《人民日报》头版，看起来如何？

### 3.1. Definition and purpose of the whistle-blowing mechanism 举报机制的定义和目的

STAGO Employees are encouraged to report any conduct that they believe breaches the Group Code of Ethics or China Code of Ethics.

思塔高鼓励员工将其认为违反**集团道德准则**或**中国道德准则**的任何行为进行举报。

**Employees can report conduct, either directly to their local immediate or indirect superior, or to the local Compliance Officer, or to STAGO Group Ethics Committee as defined below.**  
员工可以直接向本地直属或非直属上级或本地合规管理人员或向以下规定的思塔高集团道德委员会进行举报。

When Employees report to their local immediate or indirect superior, the latter shall immediately inform the local Compliance Officer and/or depending of the case the Group Ethics Committee.

当员工向其本地直属或非直属上级进行举报时，后者应立即通知本地合规管理人员和/或立即通知集团道德委员会（视情况而定）。

The whistle-blowing mechanism is optional. As such, Employees who do not exercise their right to report will not face any disciplinary action.

举报机制具有非强制性。不行使报告权的员工自身将不会受到任何纪律处分。

### 3.2. Scope of the professional whistle-blowing mechanism 职业举报机制的范围

The whistle-blowing mechanism enables any STAGO Employee to exercise – in good faith and in a disinterested manner – their right to report any conduct that is contrary to the provisions of the Group Code of Ethics, the China Code of Ethics, any serious and obvious breach of an international undertaking duly ratified and approved by China, a unilateral act of an international organization taken on the basis of such an undertaking or current laws or regulations, or any threat or serious harm to the public interest, of which they have personal knowledge.

举报机制使任何思塔高员工可以诚信地并以无利害关系的方式，针对任何违反**集团道德准则**或**中国道德准则**规定的行为，任何严重和明显的违反中国正式认可并批准的国际承诺的行为，国际组织在该等承诺或现行法律法规的基础上作出的单方面的行为，或对其个人知晓的任何威胁或严重损害公共利益的行为，行使报告权。

Information or documents, regardless of their form or medium, which are protected by national defence secrecy, medical confidentiality or lawyer-client privilege are excluded from the whistle-blowing system.

受国防保密性、医疗保密性或律师客户保密特权保护的信息或文件，不论其采取何种形式或媒介，均被排除在举报体系之外。

### 3.3. Exercising one's right to report 行使报告权

Employees who wish to report conduct must speak with their local direct or indirect superior, or the local Compliance Officer or the Group Ethics Committee.

希望进行举报的员工须与其本地直属或非直属上级或本地合规管理人员或集团道德委员会进行沟通。

The Local Compliance Officer is: Sébastien LIZE

本地合规管理人员: Sébastien LIZE

Reports could be submitted by:

报告可通过以下方式提交：

(1) Designated email: [ethicschina@cn.stago.com](mailto:ethicschina@cn.stago.com), which can only be accessed by the Local Compliance Officer; and/or

(2) Mail to the following address:

Compliance Officer

Floor 11, Champcity Plaza N° 12 Taiyanggong Mid-Road, Chaoyang District  
Beijing, 100028, China

(1) 指定的电子邮箱: [ethicschina@cn.stago.com](mailto:ethicschina@cn.stago.com)，该邮箱只能由本地合规管理人员进入；和/或

(2) 邮寄到以下地址：

合规管理人员

中国北京市朝阳区太阳宫中路 12 号冠城大厦 11 层（邮编 100028）

Group Ethics Committee:  
集团道德委员会:

The following individuals are members of the Group Ethics Committee:  
以下人员是集团道德委员会成员:

- Patrick Monnot, Acting Vice-Chairman  
代理副董事长 Patrick Monnot
- Fabienne Clarac, Group General Counsel  
集团总法律顾问 Fabienne Clarac
- Antoine Coulot, Group Chief Financial Officer  
集团首席财务官 Antoine Coulot

Reports could be submitted by:  
报告可通过以下方式提交:

- (1) Designated email: [ethics@stago.com](mailto:ethics@stago.com), which can only be accessed by the Group Ethics Committee;
- (2) Mail to the following address:  
Stago Group Ethics Committee  
3 Allée Thérésa,  
92665 Asnières sur Seine, France

- (1) 指定的电子邮箱: [ethics@stago.com](mailto:ethics@stago.com), 该邮箱只能由集团道德委员会进入;
- (2) 邮寄到以下地址:  
Stago Group Ethics Committee  
3 Allée Thérésa,  
92665 Asnières sur Seine, FRANCE (法国)

Reports could be written in English, in Chinese or in French.  
报告可以使用英文、中文或法文书写。

### **3.4. Contents of a report 报告的内容**

To the extent possible, a report should consist of the following information:  
报告应尽可能包含以下信息:

- Name of the person or persons involved and, if possible, where they work,
- Description of the breach or the incident in question, including the date, place and means used,
- Name of any witnesses who may be useful to the internal investigation,
- Description and reporting of any written item or document related to the breach.
- 所涉人员的姓名, 以及工作地点 (如有可能);
- 对违规情形或有关事件的说明, 包括日期、地点和采用方法;
- 任何可能对内部调查有帮助的证人的姓名;

- 对与违规有关的任何书面项目或文件的说明和报告。

The author of the report shall also provide the elements allowing communication with the recipient of the report.

报告人还应注明方便报告接收方与报告人沟通的信息。

### 3.5. Whistle-blower identification 举报者的身份

Each employee can identify himself or herself when reporting conduct, since STAGO guarantees that whistle-blowing will be treated with the utmost confidentiality, as detailed in Article 3.6 below. 每名员工在举报时均可表明自己的身份，因为思塔高保证将以最高的保密级别处理举报信息，详见以下第 3.6 条规定。

As an exception, a whistle-blowing Employee who wishes to remain anonymous can have its report addressed when the following circumstances prevail:

例外情况是，下列情况发生时，希望匿名举报的举报员工可以寄送举报信：

(i) the seriousness of the facts mentioned is determined and the factual elements are sufficiently detailed;

(i) 所述情况的严重性已被确定，事实内容足够详细；

(ii) when addressing this report, special precautions will be taken, such as a preliminary review, by the initial recipient, of the timeliness of its release as part of the whistle-blowing process.

(ii) 当发出这一举报时，将特别采取预防措施，如作为举报程序的一部分，首个接收人对举报的及时性进行初步审查。

### 3.6. Confidentiality of the report: 报告的保密性

STAGO guarantees that the identities of the whistle-blower and the people named by the latter as well as the information gathered by all recipients of the whistle-blower report will remain strictly confidential.

思塔高保证举报者的身份及被举报人员的身份以及所有接收到举报报告的人员所收集的信息将始终严格保密。

If a Stago Employee wishes to report conduct through a written medium, the written report must be submitted in an envelope marked "*Personal and Confidential*". Elements that identify the whistle-blowing Employee may not be disclosed without their consent, except to the judicial authority.

如果任何思塔高员工希望通过书面方式进行举报，则书面报告须装入一个标明“保密”字样的信封并予以提交。未经举报者同意，不得透露表明举报者身份的信息，但可向司法机关披露。

Elements that may identify the person implicated by the report may not be disclosed, other than to the judicial authority, until the merits of the report are established.

在报告的事实真相得到确定之前，不得披露可表明报告所涉及人员身份的信息，但可向司法机关披露。



In case of suspicion of any bribery case, the Local Compliance Officer shall forward the report to the Group Ethics Committee.

如涉嫌贿赂，本地合规管理人员应将报告转交集团道德委员会。

The Group Ethics Committee will only convey confidential information to the following people:  
集团道德委员会仅会向下列人员传达保密信息：

- Local Compliance Officer, if necessary,
- Lawyers if necessary,
- The Police or the appropriate public or judicial authorities.
- 本地合规管理人员（如有必要）
- 律师（如有必要）
- 警察或具有管辖权的公共机关或司法机关

### 3.7. Internal Investigations 内部调查

Only the Group Ethics Committee is authorised to conduct an internal investigation into an alleged or potential breach of the Group Code of Ethics, China Code of Ethics or any law and regulations. They are entitled to legal assistance. They can also entrust the Local Compliance Officer to conduct such internal investigation locally provided that the Group Ethics Committee is regularly informed on the investigation.

只有集团道德委员会有权对涉嫌违反或可能违反集团道德准则、中国道德准则或任何法律法规的行为进行内部调查。其有权获得法律协助，且亦可委托本地合规管理人员在本地进行该等内部调查，但前提是定期向集团道德委员会通报调查情况。

The author of the alert shall be informed of its receipt without delay by the Local Compliance Officer or the Group Ethics Committee and of the reasonable and foreseeable time necessary for the examination of the admissibility of the alert.

本地合规管理人员或集团道德委员会应毫不延迟地告知举报者已收到举报，并告知审查是否可采纳其举报所需的可预见的合理时间。

The author will also be informed of the manner in which he/she will be informed of the actions taken on their alert.

此外，应告知举报者将针对其举报，以何种方式通知举报者所采取的行动。

Each report will result in a preliminary assessment that is dealt with confidentially by the Local Compliance Officer and/or the Group Ethics Committee in order to determine, prior to any investigation, whether it falls within the scope of the reporting procedure. Any report that clearly falls outside the scope of the reporting procedure, lacks seriousness, initiated in bad faith or constitutes slander or false allegation, as well as any report based on unverifiable facts, will be immediately destroyed. The initiator of the report will be notified.

本地合规管理人员和/或集团道德委员会会保密地对每一份举报进行初步评估，以便在进行任何调查之前，确定是否在报告程序范围内。明显不在报告程序范围内的，缺乏严肃性的，恶意提出的或构成诽谤的任何举报，或不实指控，以及基于无法证实的情况作出的任何举报，将被立即销毁。报告发起人将得到通知。

If the reported fact falls within the scope of the reporting procedure, the Employee or Employees involved will be informed, as soon as the information relating to them is recorded, that they are being investigated as part of such proceedings.

作为该等程序的一部分，如果报告的情况在报告程序范围内，一旦报告所涉及员工的有关信息予以记录，则该员工将被告知其正在接受调查。

This internal investigation shall be conducted in full compliance with applicable legislation. The Employee or Employees involved will be asked for their opinion on the reported facts. By the same token, STAGO shall ensure that the information collected is sufficient, relevant and not excessive in relation to the purposes for which it is collected.

这一内部调查的进行应完全符合适用法律。所涉及员工将被要求对举报的情况发表意见。同样，思塔高应确保收集的信息充分、相关，就信息收集目的而言不过度。

The Employee involved may be assisted by the person of their choice within STAGO.

所涉及的员工可以得到其在思塔高内部所选定人员的协助。

All Stago Employees are required to fully cooperate with the internal investigation. This includes cooperation during an interview by being honest and keeping all information and documents needed for the internal investigation confidential.

所有思塔高员工均须全力配合内部调查工作，包括在面谈过程中诚实合作并将内部调查所需的所有信息和文件保密。

These provisions apply without prejudice to legal provisions governing internal investigations, in particular relating to preventing occupational hazards, workplace accidents or occupational illness, as well as harassment.

上述规定的适用不影响管辖内部调查事宜的法律规定，特别是有关防止职业危害、工作场所事故、职业病及骚扰的法律规定。

### **3.8. No sanctions or retaliation when whistle-blowing mechanism is used in good faith 在善意运用举报机制时不受处罚或报复**

The Employee who reports conduct in good faith may not claim any compensation and shall not be subject to any sanctions or retaliation, even if the facts prove to be inaccurate or are not acted on.

善意进行举报的员工不得要求任何补偿，也不得受到任何处罚或报复，即使举报的情况被证明不准确或未发生。

Any person who pursues sanctions or retaliation against a whistle-blowing Employee will face disciplinary action, including dismissal.

企图对举报员工实施处罚或报复的任何人员将面临包括解聘在内的纪律处分。

Stago Employees are encouraged to inform the Local Compliance Officer and/or the Group Ethics Committee of any action that they believe constitutes a sanction or retaliation.

鼓励思塔高员工将其认为构成处罚或报复的任何行为告知本地合规管理人员和/或集团道德委员会。

The STAGO Group shall undertake to ensure that the employee reporting conduct in compliance with the law is not penalised, dismissed or directly or indirectly discriminated against, including

when it comes to compensation, training, redeployment, assignment, qualification, deployment, career advancement, transfer or contract renewal.

思塔高集团应承诺确保合法进行举报的员工在薪酬、培训、调整、任用、获得资格、调派、职业晋升、调动或续约等方面，不受到惩罚、解聘或直接或间接的歧视。

Any decision to the contrary shall be null and void.

作出的任何相反的决定均为无效。

However, a whistle-blower who self-servingly or in bad faith misuses the mechanism may be liable to disciplinary action as well as prosecution.

但是，举报者为谋私利或恶意滥用该机制的行为，可能会受到纪律处分和起诉。

### **3.9. Information from people being reported 通知被举报者**

The person being reported shall be informed by Stago once the information relating to them is recorded, electronically or otherwise.

一旦以电子方式或其他方式记录下与被举报者有关的信息，则思塔高应通知被举报者。

However, when provisional measures are needed, including to prevent the destruction of evidence related to the report, this person is not informed until these measures are adopted.

但是，当需要采取临时措施时，包括防止销毁与举报有关的证据，则在采取该等措施之前，不通知被举报者。

### **3.10. The rights of people being reported 被举报者的权利**

Persons identified by the whistle-blowing mechanism have the right to access and modify the information relating to them; they can exercise this right by speaking with the local Compliance Officer and/or the Group Ethics Committee. These people may also, for legitimate reasons, object to the processing of information relating to them.

接受举报机制审查的人员有权查阅并修改与之有关的信息；他们可以通过与本地合规管理人员和/或集团道德委员会会谈的方式来行使这一权利。该等人员亦可因合理原因而对与之有关的信息处理表示反对。

### **3.11. Retention of the collected information 所收集信息的保存**

Report-related information will be destroyed, retained or archived in accordance with current legal provisions.

与举报有关的信息将按照现行法律规定被销毁、保存或存档。

As soon as it is collected, information related to a report deemed not to fall within the scope of the mechanism will be immediately destroyed.

一旦收集到被视为不属于该机制范围的与举报有关的信息，该信息将被立即销毁。

When the report is not followed by disciplinary or legal proceedings initiated by Stago, information related to this report (and particularly those enabling the identification of the author of the alert and of the persons affected by the alert) will be destroyed or archived within two months

from the completion of the audit. The author of the alert as well as the persons affected by the alert will be informed of the completion of the audit.

当举报后思塔高未发起纪律或法律程序时，与该举报有关的信息（特别是能够识别举报者和受举报影响人员身份的信息）将在审查完成后两个月内销毁或存档。举报者和受举报影响人员将被告知审查完成。

When disciplinary or judicial proceedings are commenced against the person involved or the initiator of a wrongful report, the information related to the report is retained by the organisation in charge of managing reports until proceedings are concluded.

当针对举报所涉及的人员或不实举报者开始进行纪律或司法程序时，与举报有关的信息由负责举报管理的机构保存，直至程序结束。

## **CERTIFICATION AT THE TIME OF RECRUITMENT 招聘时的认可**

Each STAGO Employee must certify, when starting work under their contract, that they understand their obligations and the responsibilities that come with them.

每名思塔高员工均须承认当其依合同开始工作时，其理解随之而来的自身义务和责任。

All Employees shall receive a copy of the Group Code of Ethics and the China Code of Ethics and must acknowledge receipt of it and sign the certification included in Appendix 2.

所有员工均应收到**集团道德准则**和**中国道德准则**，且须承认收到上述文件并在附件 2 所含的证明上签字。

## **SANCTIONS AND DISCIPLINARY SCHEME 处罚和纪律处分**

Any breach of the Group Code of Ethics and/or of the China Code of Ethics by Stago Employees may result in disciplinary proceedings being initiated, notwithstanding any actions that might be brought against the Stago Employees in question before a civil or criminal court.

思塔高员工任何违反**集团道德准则**和/或**中国道德准则**的行为可能会导致纪律处分程序的启动，尽管在民事或刑事法庭上可能会对有关思塔高员工展开任何行动。

Disciplinary sanctions that can be imposed against Employees are listed in the “Wording Discipline” article of the Internal Rules of the STAGO entity to which the Employee reports.

员工可能受到的纪律处分在接受员工工作汇报的思塔高实体的内部规章中的“劳动纪律”条款中列明。

STAGO has the right to amend, modify or revise this China Code of Ethics at any time with or without advance notice to Stago Employees.

思塔高有权随时修订、修改或变更**中国道德准则**，无论是否提前通知有关思塔高员工。

The Group Code of Ethics and the China Code of Ethics, combined to form an inseparable set referred to as the Code of Ethics, and will come into force as of the January 1<sup>st</sup>, 2018.

**集团道德准则**和**中国道德准则**共同形成一套不可分割的**道德准则**，并将于 2018 年 1 月 1 日生效。

## Appendix 1 Bribery sanctions

### 附件 1

### 对贿赂行为的处罚

#### A. Bribery involving public officials – Individual Bribe Recipient

#### A. 涉及公职人员的贿赂——个人受贿者

<p>1) Up to 3 years imprisonment and fine between RMB 100,000 to RMB 500,000 if:</p> <ul style="list-style-type: none"> <li>• the bribe amount is “relatively large” OR</li> <li>• the situation is “relatively serious”.</li> </ul> <p>1) 受贿数额较大或者有其他较重情节的，处三年以下有期徒刑，并处十万元以上五十万元以下的罚金。</p>	<p>i) “Relatively large” – the bribe amount is between RMB 30,000 to RMB 200,000.</p> <p>i) “较大”：指受贿数额在三万元以上二十万元以下。</p> <p>ii) “Relatively serious” – the bribe amount is between RMB 10,000 and RMB 30,000 AND if any of the following situations occurs:</p> <p>ii) “较重情节”：指受贿数额在一万元以上三万元以下，并且具有下列情形之一的：</p> <p>a) The recipient has been sanctioned under the administrative regulation or party discipline for embezzlement, bribery or misappropriation of public funds;</p> <p>b) The recipient has been criminally penalized for intentional offence;</p> <p>c) The recipient uses the bribes for illegal activities;</p> <p>d) The recipient refuses to disclose the whereabouts of bribes or refuses to cooperate with the confiscation of bribes which leads to the failure of confiscation;</p> <p>e) The bribery act has caused serious negative impact or other serious consequences;</p> <p>f) The recipient has solicited bribes on several occasions;</p> <p>g) The recipient provided illegal benefits to the bribe giver causing loss to public property, state interest or the public interest;</p> <p>h) The recipient facilitated the promotion or change of position of the bribe giver.</p> <p>a) 曾因贪污、受贿、挪用公款受过党纪、行政处分的；</p> <p>b) 曾因故意犯罪受过刑事追究的；</p> <p>c) 赃款赃物用于非法活动的；</p>
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	<p>d) 拒不交待赃款赃物去向或者拒不配合追缴工作，致使无法追缴的；</p> <p>e) 受贿行为造成恶劣影响或者其他严重后果的；</p> <p>f) 多次索贿的；</p> <p>g) 为行贿者谋取非法利益，致使公共财产、国家利益和公共利益遭受损失的；</p> <p>h) 为行贿者谋取职务提拔、调整的。</p>
<p>2) Between 3 to 10 years imprisonment and fine from RMB 200,000 to two times the amount of the bribery or confiscation of personal property if:</p> <ul style="list-style-type: none"> <li>• the amount of the bribe is “large”</li> </ul> <p>OR</p> <ul style="list-style-type: none"> <li>• the situation is “serious”.</li> </ul> <p>2) 受贿数额巨大或者有其他严重情节的，处三年以上十年以下有期徒刑，并处二十万元以上受贿数额二倍以下的罚款或者没收个人财产。</p>	<p>i) “Large” – the bribe amount is between RMB 200,000 to RMB 3 million.</p> <p>i) “巨大”：指受贿数额在二十万元以上三百万元以下。</p> <p>ii) “Serious” – the bribe amount is between RMB 100,000 to RMB 200,000 AND if any of the situations from (a) to (h) as described under the “Relatively serious” situation (see section 1) ii) above)</p> <p>ii) “严重情节”：指受贿数额在十万元以上二十万元以下，并且具有“较重情节”规定的 (a)至(h)情形之一的（见上述第 1) ii)款规定）。</p>
<p>3) Up to 10 years imprisonment, life imprisonment or death penalty,</p> <p>AND fine (from RMB 500,000 to two times the amount of the bribery) or confiscation of personal property if:</p> <ul style="list-style-type: none"> <li>• the amount of the bribe is “extremely large” OR</li> <li>• the situation is “extremely serious”.</li> </ul> <p>3) 受贿数额特别巨大或者有其他特别严重情节的，处十年以上有期徒刑、无期徒刑或者死刑，并处五十万元以上受贿数额二倍以下的罚款或者没收个人财产。</p>	<p>i) “Extremely large” – the bribe amount is RMB 3 million or greater.</p> <p>i) “特别巨大”：指受贿数额在三百万元以上的（含三百万元）。</p> <p>ii) “Extremely serious” – the bribe amount is between RMB 1.5 million and RMB 3 million AND any of the situations from (a) to (h) as described under the “Relatively serious” situation (see section 1) ii) above) occurs.</p> <p>ii) “特别严重情节”：指受贿数额在一百五十万元以上三百万元以下，并且具有“较重情节”规定的 (a)至(h)情形之一的（见上述第 1) ii)款规定）。</p>

## B. Bribery involving public officials – Individual Bribe Giver

### B. 涉及公职人员的贿赂——个人行贿者

<p>4) 3 years imprisonment and fine if:</p> <ul style="list-style-type: none"> <li>• the bribe amount is RMB 30,000 or more OR</li> <li>• the bribe amount is between RMB 10,000 and less than RMB 30,000</li> </ul> <p>AND any of the situations from i) to vi) occurs.</p> <p>4) 行贿数额在三万元以上的，或行贿数额在一万元以上三万元以下并且具有 i) 至 vi) 情形之一的，处三年以下有期徒刑，并处罚金。</p>	<p>i) The giver offers bribes to more than 3 officials;</p> <p>ii) The giver uses illegal gains to give bribes;</p> <p>iii) The giver seeks promotion and change of position by offering bribes;</p> <p>iv) The giver offers bribes to officials who are responsible for supervision and management over food, medicine, safe production, environment protection, etc. and who carry out illegal activities;</p> <p>v) The giver offers bribes to judicial officers which affects justice in judicial activities;</p> <p>vi) The bribery act has caused loss of more than RMB 500,000 and less than RMB 1 million.</p> <p>i) 向三人以上公职人员行贿的；</p> <p>ii) 将违法所得用于行贿的；</p> <p>iii) 通过行贿谋取职务提拔、调整的；</p> <p>iv) 向负有食品、药品、安全生产、环境保护等监督管理职责的公职人员行贿，实施非法活动的；</p> <p>v) 向司法工作人员行贿，影响司法公正的；</p> <p>vi) 造成经济损失数额在五十万元以上一百万元以下的。</p>
<p>5) Up to 5 years imprisonment and fine if:</p> <ul style="list-style-type: none"> <li>• the situation is “serious” OR</li> <li>• “causes great loss to the state interest”.</li> </ul> <p>5) 情节严重的，或者使国家利益遭受重大损失的，处五年以上十年以下有期徒刑，并处罚金。</p>	<p>i) “Serious” – the bribe amount is between RMB 1 million and less than RMB 5 million OR an amount between RMB 500,000 and less than RMB 1 million and any of the situations (a) to (e) as described in the above section B.4) occurs.</p> <p>i) “情节严重”：指行贿数额在一百万元以上五百万元以下的；或者行贿数额在五十万元以上一百万元以下，并具有第 B.4)款 a) 至 e) 情形之一的。</p> <p>ii) “Causes great loss to the state interest” – the loss is between RMB 1 million and less than RMB 5 million.</p> <p>ii) “使国家利益遭受重大损失”：指经济损失数额在一百万元以上五百万元以下的。</p>
<p>6) Up to 10 years imprisonment and fine or confiscation of</p>	<p>i) “Extremely serious” – the bribe amount is RMB 5 million or more, OR the bribe amount is between RMB 2.5 million and</p>

<p>personal properties if:</p> <ul style="list-style-type: none"> <li>the situation is “extremely serious” OR</li> <li>“causes extremely great loss to the country’s interest”.</li> </ul> <p>6) 情节特别严重的，或者使国家利益遭受特别重大损失的，处十年以上有期徒刑，并处罚金或者没收个人财产。</p>	<p>less than RMB 5 million, and any of the situations (a) to (e) as described in the above section B.4) occurs.</p> <p>i) “情节特别严重”：指行贿数额在五百万元以上的；或者行贿数额在二百五十万元以上五百万元以下，并具有第 B.4)款 a) 至 e) 情形之一的。</p> <p>ii) “Causes extremely great loss to the country’s interest” – the amount of loss is RMB 5 million or more.</p> <p>ii) “使国家利益遭受特别重大损失”：指经济损失数额在五百万元以上的（含五百万元）。</p>
<p><b>C. Bribery not involving public officials – Bribe Recipient</b>  <b>C. 不涉及公职人员的贿赂——受贿者</b></p>	
<p>7) Up to 5 years imprisonment if the amount of the bribe is “relatively large”.</p> <p>7) 受贿数额较大的，处五年以下有期徒刑。</p>	<p>“Relatively large” – the bribe amount is RMB 60,000 or more.</p> <p>“较大”：指受贿数额在六万元以上（含六万元）。</p>
<p>8) More than 5 years imprisonment and confiscation of personal properties if the amount of the bribe is “large”.</p> <p>8) 受贿数额巨大的，处五年以上有期徒刑，并没收个人财产。</p>	<p>“Large” – the bribe amount is RMB 400,000 or more.</p> <p>“巨大”：指受贿数额在四十万元以上（含四十万元）。</p>
<p><b>D. Bribery not involving public officials – Bribe Giver</b>  <b>D. 不涉及公职人员的贿赂——行贿者</b></p>	
<p>9) Up to 3 years imprisonment and fine if the bribe amount is “relatively large”.</p> <p>9) 行贿数额较大的，处三年以下有期徒刑，并处罚金。</p>	<p>“Relatively large” – the bribe amount is RMB 60,000 or more.</p> <p>“较大”：指行贿数额在六万元以上（含六万元）。</p>
<p>10) Between 3 to 10 years imprisonment and fine if the bribe amount is “large”.</p> <p>10) 行贿数额巨大的，处三年以上十年以下有期徒刑，并处罚金。</p>	<p>“Large” – the bribe amount is RMB 2 million or more.</p> <p>“巨大”：指行贿数额在二百万元以上（含二百万元）。</p>



Furthermore, the death penalty applies to embezzlement or official bribery cases if:  
此外，死刑适用于贪污或涉及公职人员贿赂的案件，如果：

- a) The accepted bribe or embezzlement amount is extremely large;
  - b) The situation is extremely serious;
  - c) The social influence is extremely negative; and
  - d) It has caused extremely large losses to the state and people's interest.
- a) 贪污、受贿数额特别巨大；
  - b) 犯罪情节特别严重；
  - c) 社会影响特别恶劣；
  - d) 给国家和人民利益造成特别重大损失。

A two-year suspended death sentence may be issued if there are mitigating factors. In cases where the death penalty is deemed too severe for the crime, convicts may receive a life sentence without commutation or parole.

具有减轻处罚情节的，可以判处死刑缓期二年执行。认为死刑对犯罪处罚过于严厉的，可判处犯罪分子无期徒刑，不得减刑或假释。

## Appendix 2. Code of Ethics Certification

### 附件 2

### 道德准则证明

All STAGO employees must sign this certificate when beginning employment and when the Code of Ethics undergoes substantial changes.

在聘用之初和道德准则发生实质性变化时，思塔高所有员工均须签署本证明。

STAGO shall undertake to adhere to the highest standards of integrity. This means that STAGO shall undertake to conduct business ethically and by adhering to all applicable legislation.

思塔高承诺坚守最高的诚信标准。这意味着思塔高承诺按照道德规范经营业务并遵守所有适用法律。

All Employees must understand that all illicit or inappropriate activity can be damaging to STAGO's reputation and can have adverse implications for both STAGO, the STAGO Group, and the people involved.

所有员工均须理解：所有非法或不当的行为均可能损害思塔高的声誉，并可能对思塔高、思塔高集团及涉及人员产生不利影响。

STAGO encourages conduct that is ethical and in keeping with all applicable legislation and regulations and expects their Employees to adhere as well to the highest ethical standards.

思塔高鼓励合乎道德并符合所有适用法律法规的行为，亦希望员工坚守最高的道德标准。

**I hereby certify and acknowledge that:**

兹证明并承认：

**1) I have received and read the Group Code of Ethics and the China Code of Ethics.**

本人已收到并阅读集团道德准则和中国道德准则。

**2) I fully understand my obligation to adhere to the Code of Ethics.**

本人完全理解本人有义务遵守道德准则。

**3) I noted that all Employees are encouraged to report all breaches of the Code of Ethics or applicable legislation and regulations, either to their manager, the local Compliance Officer or the Group Ethics Committee.**

本人知晓：鼓励所有员工将所有违反道德准则或适用法律法规的行为上报员工的经理、本地合规管理人员或集团道德委员会。

**4) I am aware that any breach of the Code of Ethics may result in disciplinary sanctions, including dismissal of the person in question, as well as criminal or civil sanctions for the person involved.**

本人知晓：任何违反道德准则的行为均可能导致纪律处分，包括解聘所涉及的人员，并对所涉及的人员实施刑事或民事处分。

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**NAME**

姓名

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**Signature**

签字

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**Date**

日期