

Code of Conduct for Sivantos Suppliers 西万拓供应商行为准则

This Code of Conduct defines the basic requirements placed on Sivantos' suppliers of goods and services concerning their responsibilities towards their stakeholders and the environment. Sivantos reserves the right to reasonably change the requirements of this Code of Conduct due to changes of the Sivantos Compliance program. In such event Sivantos expects the supplier to accept those reasonable changes.

本行为准则规定了西万拓产品及服务的供应商针对利害关系人以及环境应承担责任的基本要求。西万拓保留根据西万拓合规项目的变化而对本行为准则项下的基本要求进行合理修改的权利。在此情形下，西万拓期望供应商会接受该等合理的变更。

The supplier declares herewith: 供应商在此声明

- **Legal compliance**
遵守法律
 - to comply with the laws of the applicable legal system(s).
遵守适用法律体系中的一切法律。

- **Prohibition of corruption and bribery**
禁止贪污受贿
 - to tolerate no form of and not to engage in any form of corruption or bribery, including any payment or other form of benefit conferred on any government official for the purpose of influencing decision making in violation of law.
不容忍也不从事任何形式的贪污或贿赂行为，包括为影响决策之目的，而违法地向任何政府官员支付任何款项或给予其它形式的好处。

- **Respect for the basic human rights of employees**
尊重员工的基本人权
 - to promote equal opportunities for and treatment of its employees irrespective of skin color, race, nationality, social background, disabilities, sexual orientation, political or religious conviction, sex or age;
不论其肤色、种族、国籍、社会背景、有各种残疾、性取向、政治或宗教信仰、性别或年龄，为员工提供平等的机会和待遇；
 - to respect the personal dignity, privacy and rights of each individual;
尊重员工的人格尊严，隐私以及各项权利；
 - to refuse to employ or make anyone work against his will;
拒绝违背员工意愿雇佣或安排其工作；
 - to refuse to tolerate any unacceptable treatment of employees, such as mental cruelty, sexual harassment or discrimination;
拒绝容忍以任何无法接受的方式对待员工，例如精神虐待、性骚扰或性别歧视；
 - to prohibit behavior including gestures, language and physical contact, that is sexual, coercive, threatening, abusive or exploitative;
禁止性别的、强迫性、威胁性、污秽的或剥削性的手势、语言和身体接触等行为；
 - to provide fair remuneration and to guarantee the applicable national statutory minimum wage;
提供公平的报酬，并保证适用的所在国家法定最低工资标准；
 - to comply with the maximum number of working hours laid down in the applicable laws;
遵守适用法律所规定的最长工作时间的要求；
 - to recognize, as far as legally possible, the right of free association of employees and to neither favor nor discriminate against members of employee organizations or trade unions.
认可员工依法自由结社的权利，不偏袒也不歧视员工组织或工会的成员。

- **Prohibition of child labor**
禁止雇佣童工
 - to employ no workers under the age of 15 or, in those countries subject to the developing country exception of the ILO Convention 138, to employ no workers under the age of 14.
不雇佣未滿十五(15)周岁的童工，或者在不违背国际劳工组织(ILO)公约第138条规定的发展中国家例外的前提下，在这些国家不雇佣未滿十四(14)周岁的童工。

- **Health and Safety of employees**
员工健康和安
 - to take responsibility for the health and safety of its employees;
对员工的健康与安全负责；

- o to control hazards and take the best reasonably possible precautionary measures against accidents and occupational diseases;
控制危险, 并采取最为合理的、可能的预防措施以防止事故及职业病发生;
 - o to provide training and ensure that employees are educated in health and safety issues;
提供培训并且保证员工受到了健康和安全教育;
 - o to set up or use an occupational health & safety management system according to OHSAS 18001 or equivalent.
根据OHSAS18001或同等标准, 建立或采用职业健康和安全管理体体系。
- **Environmental protection**
环境保护
 - o to act in accordance with the applicable statutory and international standards regarding environmental protection;
行为符合适用的有关环境保护的法律规定和国际标准;
 - o to minimize environmental pollution and make continuous improvements in environmental protection;
将环境污染减至最小, 并在环境保护方面予以持续改善;
 - o to set up or use a reasonable environmental management system.
建立或采用一个合理的环境管理体系。
- **Supply Chain**
供应链
 - o to use reasonable efforts to promote among its suppliers compliance with this Code of Conduct;
尽合理的努力促使其供应商也遵守本行为准则;
 - o to comply with the principles of non discrimination with regard to supplier selection and treatment.
在选择和对待供应商方面, 遵守非歧视原则。

Declaration of the supplier 供应商声明

We hereby declare the following:
我们在此声明如下:

1 We have received a copy of the "Code of Conduct for Sivantos Suppliers" (hereinafter referred to as the "Code of Conduct") and hereby commit ourselves, in addition to our commitments set out in the supply agreements with Sivantos, to comply with its principles and requirements.

我们已经收到了“西万拓供应商行为准则”(以下简称“准则”)文本, 并且承诺, 除了和西万拓的供应协议中的承诺之外, 还将遵守准则中的原则和要求。

2 We will provide Sivantos – but not more than once a year – upon request either, at our option, with (i) a written self assessment in the form provided by Sivantos or (ii) a written report approved by Sivantos describing the actions taken or to be taken to assure our compliance with the Code of Conduct.

一经请求, 我们将会每年不超过一次地选择给西万拓提供: (i) 一份按照西万拓格式要求的书面自我评估, 或(ii) 一份西万拓认可的书面报告, 描述我们已经实施或将会实施的保证我们遵守“准则”的行为。

3 We agree that Sivantos and its authorized agents and representatives and/or a third party appointed by Sivantos and reasonably acceptable for us, shall be entitled (but not obliged) to conduct – also at our premises – inspections in order to verify our compliance with the Code of Conduct.

我们同意, 西万拓及其授权的、我们可以合理接受的代理人、代表及/或第三方, 有权(但并非有义务)为确认我们遵守“准则”要求进行检查(包括到我们的经营场所检查)。

Any inspection may only be conducted upon prior written notice of Sivantos, during regular business hours, in accordance with the applicable data protection law and shall neither unreasonably interfere with our business activities nor violate any of our confidentiality agreements with third parties.

任何检查应经西万拓提前书面通知, 在正常的办公时间内进行, 并应遵守相应的信息保护法律, 也不能不合理地干扰我们的经营活动, 且不违反任何我们和第三方签订的保密协议。

4 In addition to any other rights and remedies may have, in the event of (i) supplier's material or repeated failure to comply with the Code of Conduct or (ii) supplier's denial of Sivantos' right of inspection as provided for in the third paragraph of this declaration, after providing supplier reasonable notice and a reasonable opportunity to remedy, Sivantos may terminate any or all agreements and/or any purchase order issued thereunder without any liability whatsoever.

在不影响西万拓其他任何权利和补救措施的情形下, 如果(i) 供应商实质性地或多次违反准则要求, 或(ii) 在给供应商合理的通知和一个合理的改正的机会后, 供应商拒绝接受根据本声明第三条所述的西万拓的检查权利的, 西万拓有权终止任何或全部协议及/或基于协议所下的任何订单而不承担任何责任。

5 We agree that this declaration is subject to the substantive law of the People's Republic of China, without reference to any of its conflict of law rules.

我们同意, 本声明适用中华人民共和国实体法, 但不包括任何冲突法规则。

Place, date
地点, 日期

Signature
签名

Name (BLOCK CAPITALS), Function
姓名(大写字母), 职位

Company Seal
公司公章

This document must be signed by an authorized representative of the company and returned to Sivantos within 20 working days of receipt.

本文件必须由公司授权的代表签署, 并在收到后20个工作日内提交给西万拓。