



## Code of Ethics and Business Conduct

### 道德规范与商业行为准则

Message from the CEO 来自首席执行官的寄语

*The Alvest Group is committed to conducting its business with honesty and integrity and with high legal and ethical standards. This Code is designed to provide guidance on the ethical principles of the Alvest Group to all Employees of the Alvest Group, as well as to any person acting on its behalf. It is indeed essential that all activities of Alvest are conducted with integrity and transparency.*

Alvest 集团承诺在开展其业务时本着诚实和正直的原则，并遵守高标准的法律和道德标准。我们制订本行为准则的目的在于向 Alvest 集团所有员工或者其它代表 Alvest 集团公司行事的人士提供与 Alvest 集团道德原则相关的指南。Alvest 集团的所有活动都必须廉正透明。

*It is everyone's responsibility to comply with this Code and to use their best judgment to act in the best interests of the Alvest Group and its employees. Everyone should strive to comply with both the spirit and the letter of this Code. I attach personal importance to this corporate responsibility and to the respect of this commitment because I am indeed convinced that an irreproachable behaviour of all employees and partners of the Group*



*contributes collectively to the exemplariness, the durability and the performance of the Alvest Group.*

每个人都有责任遵守本准则，并根据自己的最佳判断，为 Alvest 集团及其员工的最佳利益行事。每个人都应努力遵守本准则的精神和含义。我个人非常重视和尊重这一企业责任和承诺，因为我确信，集团所有员工和合作伙伴完美无缺的行为共同铸就了 Alvest 集团的典范、持久和实绩。

Antoine Maguin  
CEO  
首席执行官



## **PREAMBLE** 序言

This Code is not a comprehensive manual and does not cover every situation that might be encountered. Nevertheless, it provides guidance for specific situations that may arise. The Alvest Group companies' Employees ("Alvest Company" or "Alvest Companies") are expected to be familiar with the Code. All Employees of the Alvest Group may not attempt to achieve directly indirectly, through the use of third parties (like agents or other intermediaries), acts that are prohibited by the Code or any laws and regulations. There are no acceptable reasons for violating this Code. Violations of laws, regulations, or this Code will make the transgressor subject to disciplinary sanctions and/or legal actions from other parties or from an Alvest Company.

本准则并非全面的守则，未涵盖可能遇到的所有情况。但是，本准则就可能产生的具体情况提供了相关指南。我们期望 Alvest 集团公司的员工能够熟知本准则。Alvest 集团所有员工不得试图通过第三方（比如代理或者其他中介机构）而间接从事本准则或者任何法律法规所禁止的行为。对于违反本准则的行为，不存在任何可接受的理由。违反法律、法规或者本准则的行为将会导致违规者遭受处罚措施和/或其他当事方或者 Alvest 集团任何成员公司提起的司法诉讼。

This Code does not include all of the Alvest Group's policies on compliance, ethical or legal matters; each is responsible for knowing all other Alvest Group procedures and laws applicable to its position and relating to the relevant Alvest Company. The Alvest Group and its Employees must in particular endeavor to comply with all applicable legal requirements in all countries in which an Alvest Company operates or holds assets.

本准则未包含 Alvest 集团关于合规、道德或者法律事项的所有政策；所有相关人员均必须熟知 Alvest 集团制订的、所有适用于相关人员职务的、与 Alvest 集团成员公司相关的其他程序和法律。特别是，Alvest 集团以及其员工必须尽力遵守在 Alvest 集团成员公司运营或者拥有资产所在所有国家的所有法律要求。

This Code is not an employment contract and nothing contained in this Code should be construed as a guarantee of continued employment. Compliance with this Code is, however, a condition to a continued employment within the Alvest Group, to a contractual relationship or any position on a board of directors or committee. The requirements of this Code are in addition to any other agreements entered into with an Alvest Company.

本准则并非雇佣合同，本准则内包含的所有条款不得解释为对员工获得持续雇佣机会的保证。但是，遵守本准则属于获得 Alvest 集团持续雇佣、维持合同关系或者在董事会或者董事会任何委员会任何职务的一个前提条件。本准则的要求附加于员工与 Alvest 集团成员公司之间订立的任何其他协议。

The Ethics Committee maintains and controls policies and procedures which are set forth in this Code. It supersedes all previous Codes of Conduct, and remains in effect subject to any amendments. The Ethics Committee, at its sole discretion, may change, modify, or otherwise alter this Code at any time.

道德委员会制订和控制在本准则中规定的相关政策和程序。其优先于所有此前的行为准则而予以适用，并且持续有效（但是可以进行修订）。道德委员会有权按照其完全的酌情决定权随时变更、修改或者以其他方式修订本准则。



The Code can be found on the Alvest website (<https://alvest.fr/values-esg-ethics/>) and is communicated to the employees of the Alvest Group via the intranets. The Code is also published on the websites of the Alvest companies<sup>1</sup>.

本准则可以在 Alvest 网站上找到(<https://alvest.fr/values-esg-ethics/>)并通过内联网网站传达给 Alvest 集团的员工。该准则还发布在 Alvest 公司的网站上。

Finally, it is also available to any third party free of charge by writing to:

任何第三方也可以通过向下列地址致函获得该准则：

ALVEST HOLDING  
100 boulevard du Montparnasse  
75014 Paris  
France

Or by calling any Alvest Company's regional headquarters. Any amendment to the Code will be promptly posted on the Intranet and public websites of the Alvest Companies.

或者通过向 Alvest 集团成员公司区域总部拨打电话的方式获取。对本准则的任何修订案将及时在 Alvest 公司的内联网网站以及互联网公共网站上公布。

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<sup>1</sup> For TLD, go to <https://www.tld-group.com/fr/group/>  
For Alvest Equipment Services, go to <https://www.aes-gse.com/values-ethics/>  
For Smart Airport Systems, go to <https://www.smart-airport-systems.com/values-ethics/>  
对于腾达航勤设备有限公司(TLD), 请访问<https://www.tld-group.com/fr/group/>  
对于 Alvest 设备服务, 请访问<https://www.aes-gse.com/values-ethics/>  
对于智能机场系统, 请访问<https://www.smart-airport-systems.com/values-ethics/>



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## I. **OUR BUSINESS ETHICS POLICY** 我们的商业道德政策

The policy of the Alvest Group is for each Alvest Company to comply with all governmental laws, rules and regulations applicable to it and its business.

所有 Alvest 成员公司均必须遵守所有适用于成员公司及其开展的业务的政府法律、规则和法规，这是 Alvest 集团的一项政策要求。

These laws include, for example, local environmental, employment, safety and anti-corruption statutes such as, but not limited to:

该等法律包括（比如）本地环保、雇佣、安全和反腐败成文法，比如（但不限于）：



- For the United States of America, in particular, any suspected violations of U.S. laws involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 of the United States Code, or violations of the civil False Claims Act (Title 31 United States Code, §§ 78dd, et seq. ("FCPA"));
- 就美国而言，特别包括对美国涉及欺诈、利益冲突、贿赂相关法律法规的疑似违法、对在美国法典第 18 卷中规定的好处费规定的违反、或者违反《虚假陈述法》（美国法典第 31 卷第 3729-3733 节）以及违反 1977 年《反海外腐败法》（包括求修订，美国法典第 15 卷第 78dd-1 节及以下条款，“反海外腐败法”）的行为；
- For France, the French anti-corruption law n°2016-1691 dated 9 December 2016 for Transparency, Fight Against Corruption and Modernization of the Economy (« Sapin 2 »);
- 就法国而言，法律第 2016-1691 号法国关于“透明度、反腐败和经济现代化”的反腐败法律（颁布日期为 2016 年 12 月 9 日）（“Sapin 2”）；
- For China, the Anti-Unfair Competition law dated 2 September 1993, or the amended China Criminal Law for Corruption – and Related Crime;
- 就中国而言，于 1993 年 9 月 2 日颁布的反不公平竞争法或者经修订的中国关于腐败行为-以及相关罪行的刑法；
- For Hong Kong, the HK Prevention of Bribery Ordinance;
- 就香港而言，香港《防止贿赂条例》；
- For UK, the UK Bribery Act 2010 (« UKBA »).



- 就英国而言，2010 年《英国反贿赂法案》（“UKBA”）。

The Alvest Group expects compliance with its standard of integrity throughout the organization and will not tolerate Employees who achieve results at the cost of violation of law or who deal unscrupulously. Each Alvest Company's Directors and Officers supports, and expects the Alvest Company's Employees to support any Employee who passes up an opportunity or advantage that would sacrifice ethical standards.

Alvest 集团期望所有层级人员均遵守其反腐败的政策，并且不容忍其任何员工以违法或者不审慎的方式获得期望商业结果的行为。所有 Alvest 各成员公司的公司官员和董事支持、并且期望 Alvest 各成员公司的员工能够支持任何员工放弃将会导致牺牲道德标准的任何机会或者好处。

We will obtain business legally and ethically and we wish to build long-term relationships with our customers and partners by demonstrating honesty and integrity. Our marketing and advertising will be accurate and truthful.

我们希望以合法和合乎道德的方式获取业务机会，并且希望通过展示诚实和廉洁的方式与我们的客户和合作伙伴建立长期的业务关系。我们开展的营销和广告均必须是准确和真实的。

The Alvest Companies care how results are obtained, not just that they are obtained. Employees must deal fairly with each other and with the Alvest Companies' suppliers, customers, competitors and other third parties. In particular, the practice followed for gifts, travel and entertainment will be defined by the management on a clear and reasonable basis, according to the Alvest Group business ethical principles and the acceptable local practice, and will be communicated to the Employees on a regular basis.

Alvest 各成员公司对如何获得商业结果的方式非常重视，而不仅仅是重视达到该等结果这一事实。所有员工均必须彼此公平对待，并且公平对待 Alvest 各成员公司的供应商、客户、竞争方和其他第三方。特别是管理层必须以明细和合理的方式、依据 Alvest 集团业务道德原则和可接受的本地规范界定赠送礼物、安排差旅和娱乐的相关政策，并且必须将该等政策定期传达给所有员工。

We will not do business with other parties who are likely to harm the Alvest Group's reputation. For example, we will avoid doing business with others whom we would know, or strongly suspect, to intentionally and continually violate the law. All arrangements with third parties must comply with the relevant the Alvest Group procedures and the applicable laws. We will not use a third party to perform any act prohibited by law or by the Alvest Group.

我们不会与可能损害 Alvest 集团声誉的任何其他当事方开展业务。比如，我们将避免与我们了解或者强烈怀疑会故意并且持续违反法律的其他当事方开展业务。所有与第三方达成的安排均必须符合 Alvest 集团相关程序和适用法律。我们不会使用第三方开展任何法律或者 Alvest 集团所禁止的任何行为。

Whereas we acknowledge that the cooperation with agents, distributors and consultants is necessary and important in term of commercial action, marketing or customer support, we consider that commission rates or fees paid to dealers, distributors, agents, finders or consultants must be reasonable in relation to the value of the product or work that is actually being done, and consistent with law and local practice. The practice and procedures followed for such matters is defined by the management on a clear and reasonable basis, and is communicated to the Employees on a regular basis (please refer in particular to the Agents and Distributors Group Compliance procedure). We will not pay commissions or fees that we believe are likely to become bribes.





鉴于我们认识到与代理商、经销商和顾问之间的合作对商业行动、市场营销和客户支持而言都是必要和重要的，我们认为向经销商、分销商、代理、中介人或者顾问所支付的佣金金额必须与实际完成的产品或者工作的价值合理相当，并且符合法律和当地规范。管理层必须明确和合理地界定就该等事宜而应遵守的惯例和程序，并且该等惯例和程序必须定期传达到“员工”（特别是应参考——“集团代理和经销商合規程序”）。如果我们认为任何佣金或者费用有可能属于贿赂，我们不会支付该等佣金或者费用。

**The Alvest Group expects candor from Employees at all levels and adherence to its policies and internal controls. One harm which results when Employees conceal information from higher management or the auditors is that other Employees think they are being given a signal that the company's policies and internal control can be ignored when they are inconvenient. That can result in corruption and demoralization of an organization. The Alvest Companies' system of management will not work without honesty, including honest bookkeeping, good traceability of transactions, honest budget proposals, and honest economic evaluation of projects.**

Alvest 集团期望在所有层级的“员工”均能坦诚行事并且遵守 Alvest 集团的政策和内部控制程序。如果“员工”向上级管理层或者审计师隐瞒信息，其危害之一是其他“员工”会认为该等“员工”向他们发送一个信号：遵守公司政策和内部控制程序会给他们带来麻烦的时候他们可以忽略该等政策和程序。这可能造成组织的腐败和非民主化。Alvest 各成员公司的管理系统，在不存在诚实行事原则（包括诚实的财务记录、可追踪的交易记录、诚实的预算方案以及对项目进行真实的经济评估）的情况下不可能正常运行。

**Public Communication shall be full, fair, accurate, timely, and understandable. All Employees are responsible for reporting material information known to them to higher management so that the information will be available to senior executives responsible for making disclosure decisions.**

公开的信息沟通必须是全面、公平、准确、及时的并且必须容易理解。所有“员工”均有义务将他们知晓的重要信息报告到上级管理层，从而使该等信息能够向负责作出是否披露该等信息决定的高级行政人员提供。



## II. RULES OF ETHICS TOWARDS THE COMPANY

### 对公司的道德规范

#### - **Accurate Books and Records** 准确的账簿和记录

It is the Alvest Group's policy that the Alvest Companies' books and records accurately reflect their transactions in reasonable detail and in accordance with their accounting practices and policies. The Alvest Group prohibits false or misleading entries in its books and records for any reason and will not condone any undisclosed or unrecorded bank accounts or assets. Employees are expected to record all transaction accurately in the Alvest Company's books and records, and to be honest and forthcoming with the Alvest Companies' internal and external independent auditors.

Alvest 集团的政策是：Alvest 各成员公司的账簿和记录必须依据各成员公司的会计规范和政策、准确和合理详细地反映其相关交易。Alvest 集团禁止以任何理由在其账簿和记录中登录任何错误或者令人误导的项目，任何银行账目或者资产不做披露或者不做记录，将不会被 Alvest 集团所容忍。我们期望“员工”能够准确地在 Alvest 成员公司的账簿和记录中记录所有交易，并且必须对 Alvest 各成员公司的内部和外部独立审计师诚实和坦诚相待。

A contract's value must not be inflated, duplicated or made with the intention that any portion is to be used for any purpose other than what is described. All invoices must accurately reflect the products or services sold or leased at the true price and terms of sale. An invoice must never be generated with an inaccurate valuation to enable the purchasing/leasing party's ability to avoid duties, customs or other taxes. All falsification of books and records and creation or maintenance of any off-the-record bank accounts are strictly prohibited.

任何合同的价值均不得人为增加、重复或者在入账时恶意将其任何部分用于所规定用途之外的其他用途。所有发票均必须准确、按照真实价格和销售条款反映所出售或者租用的产品或者服务。任何发票均不得包括不准确的估价，以帮助购买方/租用方恶意逃避税费、关税或者其他税款。严格禁止对账簿和记录进行伪造或者对维持任何账外银行账目。

#### - **Corporate Assets Policy** 公司资产政策

It is the policy of the Alvest Group that Employees are expected to protect the assets of the Alvest Companies and use them efficiently to serve and promote the interests and reputation of the Alvest Companies.

Alvest 集团的政策是：“员工”应保护 Alvest 各成员公司的资产并且有效使用该等资产，以保护和促进 Alvest 各成员公司的利益和声誉。

Those assets include tangible assets and intangible assets, such as confidential information of the Alvest Companies. No Employee should use or disclose at any time during or subsequent to employment or other service to the Alvest Company, without proper authority or mandate, confidential information obtained from any source in the course of its activity for an Alvest Company.

该等资产包括有形资产和无形资产（比如 Alvest 各成员公司的保密信息）。未经相关政府机构的强制要求，任何“员工”均不得在其接受 Alvest 成员公司雇佣期间以及雇佣期结束后任何时间使用或者披露在为 Alvest 成员公司服务期间从任何来源获得的保密信息。



In order to protect the Alvest Group's assets, no corporate funds or assets should be used for any unlawful purpose, or for any purpose not related to the Alvest Group's businesses, and no Employee should appropriate for his or her own use any Alvest Group assets or make them available to other parties.

为了保护 Alvest 集团资产，任何公司资金或者资产均不得用于任何非法用途或者用于与 Alvest 集团业务不相关的任何用途，并且任何“员工”不得为其自己的用途挪用 Alvest 集团任何资产或者向其他人提供 Alvest 集团任何资产。

When dealing with suppliers and subcontractors, each Employee must protect, honestly and with integrity, the interests and assets of Alvest Group.

在与供应商和分包商进行交易时，所有“员工”都必须诚实和忠实地保护 Alvest 集团的利益和资产。

#### **- *Protecting Proprietary Information* 保护专有信息**

The Alvest Group Employees are responsible for protecting the Alvest Group's assets, including confidential information. They are required to act in such a manner as to prevent loss of proprietary information through either intentional misappropriation or inadvertent disclosure. Examples of confidential information include trade secrets, sensitive business information, technical data, and/or all other such matters regarding an Alvest Company, its customers, suppliers, vendors, distributors or other corporate partners and all non-public information about an Alvest Company's plans, earnings, financial and business forecasts, competitive bids, and personnel.

Alvest 集团“员工”有义务保护 Alvest 集团资产（包括保密信息）。“员工”在履职时必须防止由于故意不当使用或者由于疏忽而披露等方式而导致专有信息丢失。保密信息包括（举例）：关于 Alvest 成员公司的商业秘密、敏感商业信息、技术数据和/或所有其他相关事务、其客户、供应商、卖方、经销商或者其他公司合作伙伴，以及关于 Alvest 成员公司的计划、收益、财务和业务预测、竞争投标和工作人员的所有非公开信息。

#### **- *Safeguarding Alvest Group Assets* 维护 Alvest 集团的资产**

The Alvest Group assets and services should be used solely for Alvest Group's legitimate business purposes. The misuse or unauthorized removal of an Alvest Company's property from an Alvest Company's facilities is prohibited.

Alvest 集团的资产和服务仅可为 Alvest 集团的合法业务用途而使用。禁止从 Alvest 成员公司的设施上不当使用或者未经授权而移除 Alvest 成员公司的财产。



### III. **RULES OF ETHICS TOWARDS COLLABORATORS & EMPLOYEES** 对合作者和员工的道德规范



#### ▪ **Conflicts of Interest's Policy** 利益冲突政策

It is the policy of the Alvest Group that Employees are expected to avoid any actual or apparent conflict between their own personal interests and the interests of an Alvest Company.

Alvest 集团的政策是期待“员工”避免他们个人利益和 Alvest 成员公司利益之间存在任何实际或者明显的利益冲突。

A conflict of interest occurs when private interest might interfere with the interests of the Alvest Companies. This can arise when you take actions or have interests that

may potentially make it difficult to perform your work objectively and effectively or when you or an immediate Family Member may receive improper personal benefits as a result of your position in the Alvest Company. Each must formally disclose to the Ethics Committee all actual and potential conflicts of interest including any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest. Because their positions are particularly at risk, some of the company's employees must sign a non-conflict of interest acknowledgement each year.

如果任何私人利益将会干涉 Alvest 各成员公司的利益，则应视为存在利益冲突。如果您采取任何行动，将会妨碍您客观和有效地履行您的职责，或者如果由于您在 Alvest 成员公司的职务您的直系亲属收到不当个人利益，则将会导致利益冲突产生。所有人员均必须向道德委员会披露所有实际和潜在的利益冲突（包括根据合理预期将会导致利益冲突产生的任何重要交易或者关系）。由于其显著的职位风险，公司的一些员工每年必须签署一份无利益冲突确认书。

The Alvest Company can reserve the right to terminate your contract or transfer you, in accordance with the local law, if you have a conflict of interest or require you to divest yourself of the interest as a condition of continued employment. In the case of a Director, the Alvest Company reserves the right to remove you from the Board.

如果您存在任何利益冲突，Alvest 成员公司有权根据本地法律终止您的雇佣合同或者将你转岗，或者要求你剥离该等利益（作为您持续获得雇佣的前提条件）。如果您系一名董事，Alvest 成员公司保留将您从董事会罢免的权利。

The following are common examples of situations that may involve conflicts of interest:

下文为可能会涉及利益冲突的情况举例：



### - **Moonlighting and Outside Interests** 兼职工作和外部利益

The Alvest Group recognizes and respects your right to participate in outside activities of your choice. However, during your employment by or tenure with an Alvest Company, you may not knowingly, whether directly or indirectly, maintain outside business, financial interest, directorship or activity that is in conflict with the Alvest Group's interests or activities.

Alvest 集团认可并且尊重您参与您所选择的外部兼职活动的权利。但是，在您受 Alvest 成员公司雇佣期间，您不得故意直接或者间接开展与 Alvest 集团利益或者活动存在冲突的任何外部业务、财务利益、董事身份或者活动。

You may not engage in any activity or business that interferes with your ability to properly and fully discharge your duties at the Alvest Company. Directors and Officers must notify the Ethics Committee if they change employment.

您不得从事任何影响您适当和全面履行您在 Alvest 成员公司职责的能力的任何活动或者业务。如果您改变雇佣关系，董事和公司官员必须通知道德委员会。

You are prohibited from selling your own products or services that are competitive to the Alvest Group and are prohibited from knowingly engaging in activities that enhance marketability or constitute support of a competitor's products or services.

您不得出售任何与 Alvest 集团相竞争的产品或者服务，不得故意从事将提升竞争者产品或者服务的销量或者对竞争者产品或者服务提供支持的任何活动。

### - **Outside Business Relations with Alvest Companies Competitors, Customers, Distributors or Agents, Vendors and Suppliers** 与 Alvest 成员公司竞争对手、客户、分销商或代理商、卖方和供应商的外部业务关系

If yourself or any Immediate Family Member become directly or indirectly involved as an independent contractor or consultant to, any Alvest Company's competitor, customer, distributors or agents, vendor or supplier, you must inform immediately the relevant Alvest Company. You may not engage or participate, directly or indirectly, in the making of any significant decision on behalf of an Alvest Company in connection with the sale or purchase of any products or services (including whether to hire or contract with the person or business entity) to or from any person who is an Immediate Family Member or any business entity in which an Immediate Family Member has a substantial interest without prior written approval from the Ethics Committee. You may not solicit or approach customers' employees without prior approval from the customer.

如果您自己或者任何直系亲属以独立承包商或者顾问的身份，直接或者间接涉及任何 Alvest 成员公司竞争对手、客户、分销商或代理商、卖方和供应商存在利益关系，则您必须立即告知相关 Alvest 成员公司。如果任何产品或者服务向任何属于您直系亲属的任何人、或者您的直系亲属在其中存在重要利益关系的任何商业实体销售，则未经道德委员会的事先书面批准，您不得直接或间接从事或者参与 Alvest 成员公司就该等产品或者服务销售而作出任何重要决定（包括就是否雇佣该等人员或者商业实体或与其订立合同而作出决定）的程序。您不得未经客户的事先批准而招揽客户的员工或者接触客户的员工。

### - **Business with Former Employees** 与前雇员之间的业务关系

An Alvest Company will enter into a business arrangement with a former Employee, a company that employs a former Employee, or a company with which a former Employee has a significant ownership interest only if the arrangement is in the Alvest Company's best interest and in no way brings into question the Alvest





Group's ethical standards. Business arrangements with former Employees must be approved in writing in advance by a member of the Ethics Committee, who will inform the other members thereafter.

仅在相关安排符合 Alvest 成员公司最佳利益并且不存在违反 Alvest 集团道德标准的情况下, Alvest 成员公司才会与卸任员工、雇佣卸任员工的公司、或者卸任员工在其中存在较多所有权权益的公司达成业务安排。与卸任员工之间的业务安排必须事先由道德委员会一名成员书面批准, 该成员此后将通知其他成员。

- **The Use of Alvest Companies' Assets for Outside Interests** 为外部利益使用 Alvest 成员公司的资产

Unless authorized you are prohibited from using the Alvest Companies' facilities, materials, information technology, equipment or any other resources other than in connection with the performance of your job duties except for nominal/incidental use or for any use with a marginal cost that is not in violation with a local Alvest Company' policy.

除非获得授权, 您不得使用 Alvest 集团的设施、材料、信息科技、设备或者任何其他资源, 但是在履行您的工作职责时使用的除外, 以及额定使用/偶然使用的、或者以不违反本地 Alvest 成员公司政策的方式、以较小成本而使用的除外。

- **Outside Financial Interests** 外部财务利益

If yourself or any Immediate Family Member knowingly owns or controls, directly or indirectly, or envisage to acquire any financial interest in any Alvest Company's customer, supplier, vendor or competitor, you must inform immediately the Ethics Committee. Mutual fund investments and/or blind trusts, where investment decisions are not made under your specific direction, are not considered to "knowingly own a financial interest", and are not in violation of this Code.

如果您自己或者任何直系亲属故意拥有或者拟收购在任何 Alvest 成员公司客户、供应商、卖方或者竞争者中的任何财务利益, 您必须立即告知道德委员会。共同基金和/或保密委托(前提是该等投资决定并非根据您的具体的指示而作出的)不视为“故意拥有财务利益”, 并且不违反本准则。

The Code does not restrict you or your Immediate Family Members from owning 1% or less of stock in publicly-held companies.

本准则不限制您或者您直系亲属在公共持股公司中拥有 1%或者少于 1%的股份。

- **Employment of Immediate Family Members of Employees** 雇佣员工的近亲属

Alvest Group seeks to employ the most qualified candidates for every position and to encourage all Employees to seek advancement opportunities within Alvest Group. An Employee's Immediate Family Member may be considered for employment by an Alvest Company if the individual possesses all of the qualifications for employment and as long as the employment of an Immediate Family Member does not create an actual conflict of interest or the appearance of a conflict of interest. An Immediate Family Member may not be hired, however, if the employment would create either a direct or indirect managerial relationship with an Immediate Family Member that could result in an Employee supervising or influencing the job evaluation, pay or benefits of their Immediate Family Member. Employees who marry or become members of the same household may continue employment as long as there is not a direct or indirect managerial relationship between the Employees.

Alvest 集团希望每个职位都雇佣最符合资历要求的候选人, 并且鼓励所有“员工”均能够在 Alvest 集团内部寻求升职机会。如果任何“员工”的直系亲属具备相关职务的所有资历条件并且雇佣该直系亲属不会导致实际



的利益冲突或者表面上存在利益冲突，则 Alvest 成员公司可以考虑雇佣该直系亲属。但是，如果雇佣任何直系亲属将会产生与该直系亲属的直接或者间接管理关系，且该等管理关系将会造成该“员工”其直系亲属的工作评估、工资或者福利进行监管或者发生影响，则不得雇佣该“员工”的直系亲属。如果在存在夫妻关系或者家庭关系的两个以上“员工”之间不存在直接或者间接的管理关系，则该等“员工”的雇佣关系可以继续。

- ***Solicitation of Alvest Companies' Employees*** 招揽 Alvest 成员公司的员工

You may not engage in the solicitation of another Employee to leave an Alvest Company for other employment.

您不得招揽其他“员工”离开任何 Alvest 成员公司以受雇于其他公司。

▪ **Directorships Policy** 董事政策

It is the policy of the Alvest Group to restrict the holding by Employees of directorships in non-affiliated, for-profit organizations and to prohibit the acceptance by any Employee of such directorships that would involve a conflict of interest with, or interfere with, the performance of the Employee's duties within the Alvest Company. Any Employee may hold directorships in non-affiliated, non-profit organizations, unless such directorships would involve a conflict of interest with, or interfere with, the performance of the Employee's duties within the Alvest Company, or obligate the Alvest Companies to provide support to the non-affiliated, non-profit organizations. Employees may serve as Directors of affiliated companies and such service may be part of their normal work assignments.

All directorships in publicly listed companies held by Employees are subject to receive an approval by the Alvest Holding Supervisory Board.

Alvest 集团的政策是：禁止“员工”在无关联关系的赢利性公司担任董事职务，禁止任何“员工”接受任何将会导致与该“员工”在 Alvest 成员公司的职责发生利益冲突或者对该等职责的履行造成干扰的董事职务。任何“员工”均可以在无关联关系的非盈利组织中担任董事职务，除非该等董事职务将会导致与该“员工”在 Alvest 成员公司的职责发生利益冲突或者对该等职责的履行造成干扰，或者导致 Alvest 各成员公司有义务向无关联关系、非盈利组织提供支持。“员工”可以在关联公司中担任董事职务，并且该等服务可以构成其通常工作任务的一部分。“员工”在公共持股公司中担任董事职务必须获得 Alvest 控股公司监事会的批准。

In all other cases, directorships in non-affiliated, for-profit organizations are subject to review and approval by the Ethics Committee.

在所有其他情况下，在无关联关系的赢利性组织中担任董事职务必须经道德委员会的审核和批准。

## **IV. RULES OF ETHICS TOWARDS CUSTOMERS, SUPPLIERS, INTERMEDIARIES & COMPETITORS**

### **对客户、供应商、中介和竞争对手的道德规范**

▪ **Fair Business Practices** 公平商业惯例

The Alvest Group strives to be a reliable long-term partner that promotes an open and transparent market.



Alvest 集团努力成为可靠和长期的合作伙伴，并且愿意推动公平透明的市场的建设

The Alvest Group Employees should deal honestly, ethically, fairly and in compliance with laws and regulations with the Alvest Group's third parties including suppliers, vendors, customers, competitors, intermediaries and their employees.

Alvest 集团“员工”必须诚实、符合道德、公平地和在遵守法律法规的前提下与 Alvest 集团第三方（包括供应商、卖方、客户、竞争者、中介机构和他的员工）进行交易。

When we engage or deal with agents or distributors, we make sure that they are reputable and require them to agree in writing to the Alvest Group's standards and principles. No contract shall be concluded with a third party until and unless all warning signs have been cleared up. Please refer to the Agents and Distributors Group Compliance procedure.

如果我们聘用或者与代理或者经销商进行交易，我们将会保证该等代理和经销商均是信誉可靠的，并且我们将要求它们书面表示同意 Alvest 集团的标准和原则。除非所有警示标识均被清除，否则我们不会与第三方订立任何合同。请参考“集团代理和经销商合规”程序。

Statements regarding the Alvest Companies products and services should not be untrue, misleading, deceptive or fraudulent.

关于 Alvest 各成员公司产品和服务而进行的陈述，均不得有真实、令人误导、具欺骗性或者欺诈性。

#### - **Dealing Fairly with Customers** 公平对待客户

Employees should be truthful and transparent when communicating with customers regarding the Alvest Companies products and services. We give honest, clear and frank advice to our customers. Business courtesies such as gifts, hospitality, entertainments must be limited as indicated below and must reflect a normal courtesy of business and shall not be made to gain an advantage or influence a business decision.

“员工”在与客户就 Alvest 各成员公司产品和服务进行沟通时必须诚实和透明。我们应向我们的客户提供诚实、清晰和坦诚的建议。诸如赠送礼物、招待和宴请等出于商业礼仪的行为必须以下列范围为限，并且必须反应正常的商业礼仪需要，并且不得以获得好处或者影响业务决定为目的。

#### - **Dealing Fairly with Suppliers** 公平对待供应商

Dealing with suppliers or other partners shall be made in the interest of the Alvest Companies. Alvest Group prohibits personal benefit from suppliers. Employees may not receive improper gifts or payments from suppliers, and any gift received must be declared to the management.

与供应商或者其他合作伙伴进行交易必须符合 Alvest 各成员公司的利益。Alvest 集团禁止从供应商收取个人好处。“员工”不得从供应商收受不当馈赠或者付款，所有收到的礼物均必须向管理层申明。

#### - **Dealing with Agents, Distributors and Resellers** 与代理、分销商和经销商之间的往来

Agents and Distributors must not be used to perform actions that are illegal or not compliant with this Code.

不得利用代理和经销商进行非法或者不符合本准则的行为。

Discussions with distributors or other independent resellers of the Alvest Companies' products may be illegal if there is collaboration or agreement on prices quoted to a customer, bid rigging, agreements not to compete or other similar practices.



如果与 Alvest 各成员公司产品的经销商或者其他独立转售商进行的讨论过程中，存在向客户报价的合作或者协议、串通投标、不竞争协议或者其他类似行为，则该等讨论可能是非法的。

The Alvest Group Employees shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Alvest 集团“员工”不得通过操纵、隐瞒、滥用机密信息、对重要事实不当陈述或者任何其他不公平交易行为对任何人进行不公平利用以获益。

#### ▪ **Zero Tolerance for Corruption and Bribery 对腐败和贿赂零容忍**

No Alvest Group Employees may engage in any kind of bribery or other corruption practices.

任何 Alvest 集团“员工”均不得从事任何种类的贿赂和其他腐败行为。

The Alvest Group strictly forbids to offer, attempt to offer, authorise or promise any sort of bribe, gift, facilitation payment or else to influence a person (whether public or private) or encourage unlawful conduct.

Alvest 集团严格禁止提供、试图提供、授权或者承诺提供任何种类的贿赂、礼物、融通付款或者其他付款以影响任何人（不论政府人员或者私人）或者鼓励非法活动。

“Bribery” is the offering, promising, giving, accepting or soliciting of an undue advantage of any value (which could be financial or non-financial), directly or indirectly, and irrespective of location(s), in violation of applicable law, as an inducement or reward for a person acting or refraining from acting in relation to the performance of that person’s duties.

“贿赂”指的是作为（贿赂对象）履行其职责或者不履行其职责的引诱或者奖励，违反适用法律规定，提供、承诺、给予、接受或者索取任何有价值的不当好处（可以是经济上的好处或者非经济上的好处）（不论地点如何）。

“Corruption” refers to the state or situation resulting from providing, soliciting, authorising or offering a bribe.

“腐败”指的是提供、索取、授权和或者提供贿赂而引起的一种状态或者情况。

Such zero tolerance principles towards bribery and corruption also apply to third parties with whom an Alvest Company does business with or who are retained by an Alvest Company to perform services or more generally deliver business for and on behalf of an Alvest Company.

对贿赂和腐败的零容忍政策同时也适用于 Alvest 成员公司有业务来往的第三方，以及 Alvest 成员公司聘用用于履行服务或者代表 Alvest 任何成员公司一般性地提供业务的第三方。

#### ▪ **Improper Gifts, Gratuities, Entertainment 不当馈赠、酬金与招待**

No gift or entertainment should ever be offered or accepted by an Employee or any of his or her Immediate Family Members unless it (i) is consistent with customary business practices, (ii) is not excessive in value, (iii) cannot be construed as a bribe or payoff, and (iv) does not violate any law or regulation. Gifts of cash or cash equivalents are never permitted.

任何“员工”及其任何直系亲属均不得提供或者接受礼物或招待，除非：（i）该等礼物或者招待符合通常的商业惯例；（ii）该等礼物或者招待在价值上比较适中；（iii）该等礼物或者招待不能被解释为贿赂或者支付；以及（iv）该等礼物或招待不违反任何法律法规。不允许以现金或现金等价物的形式提供礼物。



Notwithstanding the foregoing, commercial business entertainment and transportation that is reasonable in nature, frequency, and cost is permitted. Reasonable business entertainment or transportation includes, without limitation, a lunch, dinner, or occasional sport, or cultural event; gifts of nominal value; entertainment at the Alvest Companies or other authorized facilities. In addition, reasonable business entertainment covers traditional promotional events sponsored by the Alvest Companies.

尽管存在上述规定，如果任何商务招待和交通便利在性质、频次和成本上是合理的，则其应予以允许。合理的商务招待和交通便利包括但不限于午餐、晚餐、偶尔的体育运动或者文化活动；价值较小的礼物；在 Alvest 各成员公司或者其他授权设施上开展的招待活动。此外，合理的商务招待包括由 Alvest 各成员公司所主办的传统促销活动。

Based on these main principles, the practice and procedures followed regarding the acceptance and giving of gifts or commercial business entertainment and transportation are specified by the local management of each Alvest Company to the Employees.

Alvest 各成员公司的本地管理层必须基于上述主要原则制订关于接受、赠送礼物、商务招待和交通便利等方面的规范和程序，并且向“员工”传达。

#### ▪ **Trade Practices and Anti-Trust Compliance – Dealing Fairly with Competitors** 贸易惯例和反垄断合规——公平对待竞争者

The Alvest Companies compete on the merits and quality of their products and services.

各成员公司必须基于其产品和服务的优点和质量开展竞争。

The Alvest Companies are subject to laws commonly known as “trade practice” or “anti-trust” laws, which deal with agreements and practices that prevent such practices as price fixing, discriminatory pricing, certain tie-in sales. When conducting the Alvest Companies’ businesses in a country, Employees are responsible for understanding the constraints imposed by local laws or customs in that country.

Alvest 各成员公司必须受到通常所称“商务惯例”或者“反垄断”法律的管辖，该等法律涉及防止固定价格、歧视性定价、某些捆绑销售等行为的协议和规范。Alvest 各成员公司在任何国家开展业务时，“员工”有义务了解该国本地法律或者惯例所施加的相关限制。

Certain discussions with competitors may be illegal under anti-trust laws. In contacts with competitors, Employees must not discuss product prices, terms of sales, customers, or allocation of marketplace.

与竞争者之间进行的某些讨论可能会在反垄断法律项下构成非法行为。在与竞争者进行接触时，“员工”不得讨论产品价格、销售条款、客户或者市场分配。

If a competitor, trade association member, social contact, friend, or acquaintance employed or working for an Alvest Company competitor raises any one of the above topics, in seriousness or jest, Employees should object and should refrain from discussing such matters.

如果任何竞争者、行业协会成员、社会交往人士、朋友或者由 Alvest 成员公司竞争者雇佣的任何熟人提出上述任何主题事项（不论严肃提出或者是以玩笑的方式提出），“员工”必须对此表示反对，并且必须退出对该等主题事项的讨论。

#### ▪ **Anti-money Laundering and Anti-terrorism** 反洗钱和反恐怖

Money laundering is a process designed to conceal an illegal source of money to make it appear legitimate. The Alvest Group will not directly or indirectly participate in such practices. For example, the purchase of our





products or services could be used to disguise illegally gained funds or support terrorism. To avoid becoming involved in such situations, the Alvest Companies businesses are required to perform and document to all possible extent due diligence of parties involved in financial transactions.

洗钱行为是目的在于隐瞒钱款非法来源，使其具有表面上的合法性的行为。Alvest 集团不会直接或者间接参与该等行为。比如，从我们公司购买的产品或者服务可能会被用于掩盖非法获得的资金或支持恐怖主义。为了避免陷入这种状况，Alvest 各成员公司的业务必须开展对涉及到财务交易的当事方的尽职调查，并且进行记录（在可行的任何情况下）。

#### ▪ **Import and Export 进出口**

When importing or exporting products, services, information or technology, we comply with all applicable national laws, regulations and restrictions, including those of the United States. When we travel internationally on company business, we are subject to laws governing what we import and export, including items we carry with us. Employees are responsible for knowing the laws that pertain to them and for checking with their import/export compliance manager or the Group legal manager when in doubt.

在进口或者出口任何产品、服务、信息或者技术过程中，我们应遵守所有适用的全国性法律、法规和限制，包括美国的该等法律法规和限制。我们在全球开展公司业务过程中，我们将接受与我们进出口产品和服务（包括我们随身携带的物品）相关的法律的管辖。“员工”有义务了解与他们相关的法律，并且在存在疑问时与他们的进口/出口合规经理或者集团法务经理进行核实。



## V. **ETHICS POLICY TOWARDS PUBLIC STAKEHOLDERS** 公共利益相关者的道德政策

Whilst our policies do not prohibit legitimate business interactions with public officials or state- owned enterprises, these are subject to heightened attention and stricter conditions.

尽管我们的政策并不禁止与政府官员或者国有企业的合法业务往来，但是该等业务往来必须予以高度重视，并且有更严格的前提条件。

The Alvest Companies' relationship with governmental agencies and their officials and personnel in each country where Alvest Companies conduct business should be maintained (i) in accordance with high ethical standards, (ii) in compliance with applicable legal requirements, and (iii) such that a public disclosure of such relationship would not be expected to impugn or jeopardize the Alvest Group's integrity or reputation.

Alvest 各成员公司与 Alvest 各成员公司开展业务所在国家的政府机构、其官员以及工作人员之间的关系：

(i) 必须遵照最高的道德标准； (ii) 必须遵照适用的法律要求；并且 (iii) 从而能够保证，该等关系的公开披露不会对 Alvest 集团的廉洁或者声誉造成职责或者损害。

### ▪ **Bribery and Other Corrupt Practices** 贿赂和其他腐败做法

No Alvest Group Employee may offer, promise or give a financial or other advantage to a public official (including employees of government-owned or government-controlled enterprises) with the intention of influencing the official in the performance of his or her official functions.

任何 Alvest 集团“员工”均不得以影响官员履行其官方职责的目的向任何政府官员（包括政府所有或者政府控制企业的员工）提供、承诺或者给予任何经济上的好处或者其他好处。

A “public official” includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind of a country or territory. It also includes any person who performs public functions in any branch of the national/federal, local or municipal government of such a country or territory or who exercises a public function for any public agency or public enterprise of such a country or territory, such as professionals working for officers exercising public functions in state-owned enterprises. For example, if a government has an interest in an airport and it exercises any kind of control over the activities of the airport, the airport officials are likely to be considered “public officials”.

“政府官员”包括拥有任何国家或者地区任何种类的立法、行政或者司法职务的官员，不论系选举或者任命而获得该等职位。“政府官员”同时包括在该等国家或者地区全国/联邦、本地或者市政府的任何分支机构履行公共职能的任何人员，以及为该等国家或者地区公共机构或者公共企业形式公共职能的任何人员，比如为在国有企业内行使公用职能的官员工作的专家。

These requirements apply both to Employees and third parties, no matter where they are doing business.

该等要求同时适用于“员工”和第三方，不论他们开展业务所在地点为何。



## ▪ **Facilitating Payments 疏通费**

Facilitation payments are typically small unofficial payments paid to speed up an administrative process or secure a routine government action by an official.

典型的融通付款为小额的私下的付款，以加速行政事务办理流程或者为了确保官员办理正常政府行为。

The Alvest Group strictly prohibits making “facilitating payments” or “grease payments” to a public officials to obtain or expedite a routine administrative action either directly or indirectly through a third party.

Alvest 集团严格禁止向政府官员支付“疏通费”或者“好处费”，以直接或者通过第三方获得或者加快正常的行政事务的处理。

## ▪ **Political Activities, Contributions and Sponsorship 政治活动、捐献和赞助**

Alvest Companies do not make direct or indirect political contributions whether monetary or nonmonetary (such as allowing an Employee to work on a political campaign while on an Alvest Company time) in support of any party or candidate in any election, whether Federal, state, national, or local, except as stated in this Code. This prohibition also applies to contributions made to the benefit of trade union associations or religious organizations.

Alvest 各成员公司不应进行任何直接或者间接的政治捐献（不论金钱或者非金钱形式（比如允许“员工”在 Alvest 成员公司工作期间在政治选举活动中工作），以在任何选举（不论联邦、州、全国或者本地选举）中支持任何政党或者候选人，但是本准则中另有规定的除外。该禁止规定同时适用于以公会组织或者宗教组织为受益人进行的捐款。

Charitable contributions require the prior approval of the Division Ethical Officers. We require that any charitable contributions are given appropriately and do not create, or might be perceived to create, an improper advantage for the Alvest Group, conflicts of interest or indirectly support political or religious processes.

慈善捐款必须经部门道德官员的事先批准。我们要求任何慈善捐款均必须适当并且不会为 Alvest 集团产生不当的利益（或者可能被认为会产生不当利益）、利益冲突或者间接支持政治或者宗教活动程序。

Alvest Companies may sponsor local events with a legitimate business purposes only. Sponsoring requires the prior approval of the Division Ethical Officers.

Alvest 各成员公司仅可赞助具有合法商业目的的本地活动。赞助活动必须经部门道德官员的事先批准。

Lobbying activities or government contacts on behalf of an Alvest Company, other than sales activities, shall be coordinated or reported to the CEO of Alvest Holding.

代表 Alvest 成员公司进行的游说活动或者政府合同（不包括销售活动）必须由 Alvest 控股公司予以协调并且报告至 Alvest 控股公司的首席执行官。

Charitable contributions, sponsorships and lobbying activities by an Alvest Company are reviewed once a year by the Ethics Committee.

Alvest 成员公司的慈善捐款、赞助和游说活动必须接受道德委员会每年一次的审查

Charitable contribution and sponsoring (a) must comply with the social interest of the Alvest Group and (b) must not be distributed to support public officials. The use of such charitable contributions/sponsorship to



gain unfair advantage is clearly unethical and therefore strictly prohibited. For example, if an Alvest Company is in competition with another company in a government regulated industry and one donated to the governing party, this might be seen as an attempt to influence the regulatory process.

慈善捐款和赞助款必须(a)符合 Alvest 集团的社会效益；(b)不得用于支持政府官员。使用该等捐款/赞助款以用于获取不公平利益是不道德的，因此我们严格禁止这种行为。比如，如果任何 Alvest 成员公司与在一个政府观之行业的其他公司进行竞争，则向执政党进行捐款将视为试图影响监管程序的行为

This Code does not prevent an Employee, acting on his/her own behalf, using personal funds and who is representing him/herself, from participating in a political process. Employees may not direct, urge or require any other Employee to contribute to any political party, cause, organization or candidate.

本准则并不妨碍任何“员工”（代表其自己、且以自己的名义）使用个人资金参与政治活动。“员工”不得指示、强制要求或者要求任何其他“员工”向任何政党、事业、组织或者候选人进行捐款。

The Alvest Companies may authorize certain Employees or professional representatives to publicly support or oppose any existing or proposed legislation, regulations or interpretation of law at the local, state or federal level. Employees do not, in the course of their employment or in any other manner for which such action is on behalf of an Alvest Company, have the authority to advocate for or against any existing or proposed legislation, regulation or interpretation of law unless expressly authorized by the CEO of Alvest Holding.

Alvest 各成员公司有权授权某些“员工”或者专业代表以公开支持或者反对任何现有或者拟制订的、本地、州或者联邦的立法、规章或者法律的解释。“员工”不得在其受雇期间或者代表任何 Alvest 成员公司以任何其他方式从事任何行为的过程中，支持或者反对任何现有或者拟制订的立法、法规或法律解释，除非经 Alvest 控股公司首席执行官的明确授权。



## VI. OUR ETHICAL PROCEDURES 我们的道德程序

### ▪ Communication and Acknowledgement of the Code 本准则的传达和签收

The Code is available on the Intranet Sites of the Alvest companies which are the primary internal management and information data bases or on the Alvest Companies Internet websites.

本准则可以在 Alvest 公司的内联网网站上找到，该网站主要用于内部管理和信息数据库或在 Alvest 公司的互联网网站上查询。

The Division Ethical Officer of each Alvest Company shall be responsible for duly communicating the Code to all Employees concerned, in the most efficient manner, informing them of any change, and regularly making sure that these Employees are informed about the content of the Code and understand it. The Division Ethical Officer of each Alvest Company shall be responsible for ensuring their Employees receive training to achieve awareness and knowledge of legal requirements and ethical expectations.

各 Alvest 各成员公司的部门道德官员应负责以最有效的方式将本准则适当传达给相关所有“员工”，通知他们所进行的任何变更，定期核实以确保该等“员工”均已经获悉本准则的内容并且理解该内容。各 Alvest 成员公司的部门道德官员必须确保其接受相关培训的“员工”均对相关法律要求和道德原则了解和知悉。

### ▪ Breaches of the Code - Sanctions 违反本准则 —— 制裁

Violations of the Code will be addressed promptly, consistently, and effectively.

违反本准则的行为将会及时、公平一致以及有效地处理。

Any breach by an Employee of the principles set out in the Code shall be examined and may be sanctioned in compliance with the regulation applicable in the country where such a breach occurred and in accordance with the laws and internal regulation of the Alvest Company employing the Employee. Depending on how grave the misconduct is, the Ethics Committee has a range of sanctions that it can impose (disciplinary actions from written warning to dismissal, civil liability or criminal prosecution by the appropriate authorities, if required).

任何“员工”违反本准则原则的任何行为均会受到审查，并且可能根据该等违规行为发生所在国家适用的法规以及雇佣该“员工”的 Alvest 成员公司的法规和内部规章而实施处罚。视该等不当行为的严重性而定，道德委员会可以实施一系列的处罚措施（从书面警告到撤职、民事责任或者适当机构进行刑事控告，如必要）。

Managers may be subject to disciplinary sanctions if they do not adequately supervise Employees for whom they are responsible.

如果经理人员未能对其管辖“员工”适当监管，则该等经理人员也可能遭受处罚措施。





## ▪ **Open Door Communication – Waiver of the Code 公开沟通 —— 准则豁免**

The Alvest Group encourages Employees to ask questions, voice concerns, and make appropriate suggestions regarding the business practices of the Alvest Companies.

Alvest 集团鼓励“员工”能够就 Alvest 各成员公司的业务行为提出问题、发表关切以及提出适当的建议。

The Ethics Committee should be contacted to request a waiver of the Code. Waivers of certain provisions of this Code are possible with a prior approval from the Ethics Committee.

如果要求对本准则的规定作出豁免，则应联系道德委员会。对本准则的某些条款的豁免必须经道德委员会的事先书面批准。

If you believe a waiver is appropriate in your case you must seek approval by contacting the Ethics Committee via email at [ethics.committee@alvest.fr](mailto:ethics.committee@alvest.fr). The Ethics Committee will review each waiver request and take such action that it believes is appropriate under the circumstances. You should be prepared to disclose all pertinent facts and circumstances, respond to inquiries for additional information, explain why the waiver is necessary, appropriate, or in the Alvest Group's best interests, and be willing to comply with any procedures that may be required to protect the Alvest Group in connection with a waiver. The Ethics Committee will retain written records of its actions.

如果您认为您的情况应该获得豁免，则您必须通过电子邮件（[ethics.committee@alvest.fr](mailto:ethics.committee@alvest.fr)）联系道德委员会的方式寻求道德委员会的批准。道德委员会将审核您的豁免要求并且作出相关情况下适当的决定。您应做好准备以披露所有相关事实和情况、对补充信息的要求作出回应、解释为何该等豁免是必要、适当的或者符合 Alvest 集团的最佳利益，并且应遵守为了保护 Alvest 集团的利益而可能采取的、与该等豁免相关的程序。道德委员会将对其采取的行动保存书面记录。

Each disclosable circumstance, including all previously granted waivers of the Code, and all disclosures in which the Ethics Committee decided that no waiver of the Code was necessary, must be disclosed to the Ethics Committee annually for reconsideration, and you must indicate whether and to what extent relevant circumstances may have changed. The Ethics Committee may alter its treatment of any waiver request or disclosure at its discretion.

所有应予以披露的事实情况（包括所有此前授予的、对本准则规定的豁免，道德委员会决定不必对本准则的规定进行豁免的所有相关披露情况），均必须每年一次向道德委员会披露，以供其重新考虑决定，并且您必须表明相关情况是否发生变更以及该等变更的范围。道德委员会有权按照其酌情决定权变更其对任何豁免请求或者任何披露情况的处理结果。

Any waiver of this Code for members of the Ethics Committee may be made only by the Alvest Holding Supervisory Board.

针对道德委员会成员而豁免本准则规定的决定，仅可以由 Alvest 控股公司监事会作出。



## VII. **REPORTING CHANNELS – WHISTLEBLOWING**

### **PROCEDURE 举报渠道——举报程序**

Employees are required to identify potential compliance issues, to seek advice, and to report or raise an alleged breach within Alvest Group. Any Employee having a concern, facing a compliance issue or any suspected compliance issue or if an Employee is unsure of what to do in a given situation, the Employee may consider the following reporting channels:

“员工”必须在 Alvest 集团内部发现潜在的合规事项、寻求建议、举报或者提出涉嫌违反准则的事项。如果任何“员工”有任何关切、面临合规事项或者任何可以合规事项，或者其不确定在任何具体情况下应该采取何等措施，则该“员工”可以考虑使用下列举报渠道：

- An Employee may first contact its supervisor who will provide assistance. If an Employee is dissatisfied following review with the Employee's immediate supervisor, that Employee is encouraged to request a further review by his upper supervisor, in the presence of the supervisor or otherwise. Reviews should continue to the level of management appropriate to resolve the issue; and/or

“员工”可以首先联系其主管，其主管将提供协助。如果该“员工”在与该“员工”的直接主管之间的会见之后表示不满意，我们鼓励该“员工”要求与其上级主管进行会见（由其主管或者其他人在场）。该等会见应一致持续到能够解决该事项的适当管理层级；和/或

- Discuss with the appropriate Division Ethical Officer; In addition the Employee may request assistance of Human Resources or the Group Legal Manager; and/or

与适当的部门道德官员进行讨论；此外，该“员工”有权要求人力资源部或者集团法务经理提供协助；和/或

- Contact directly the Group Compliance Officer or directly solicit the Ethics Committee if need be:

直接联系集团合规官员，或直接要求道德委员会介入（如必要）：

✓ Telephone : +33 1 40 64 16 13

电话： +33 1 40 64 16 13

✓ E-mail : [laurent.jamet@alvest.fr](mailto:laurent.jamet@alvest.fr)

电子邮箱： [laurent.jamet@alvest.fr](mailto:laurent.jamet@alvest.fr)

✓ Mail : ALVEST HOLDING – Attention : Group Compliance Officer  
100 Boulevard du Montparnasse, 75014 Paris.

邮件： Alvest 控股公司——收件人：集团合规官员——100 Boulevard du Montparnasse – 75014 Paris。

-Contact the Ethics Committee:

联系道德委员会：

✓ Telephone : +33 1 40 64 16 10

电话： +33 1 40 64 16 10

✓ E-mail : [ethics.committee@alvest.fr](mailto:ethics.committee@alvest.fr)



电子邮箱: [ethics.committee@alvest.fr](mailto:ethics.committee@alvest.fr)  
 ✓ Mail : ALVEST HOLDING – Attention : Ethics Committee  
 100 Boulevard du Montparnasse, 75014 Paris.  
 邮件: Alvest 控股公司——收件人: 集团合规官员——100 Boulevard du Montparnasse –  
 75014 Paris。

Suspected violations of law or the Alvest Companies' policies involving a Director or an Officer, as well as any concern regarding questionable accounting or auditing matters, should be referred directly to the Group Compliance Officer and/or the Ethics Committee. Any issue under the Code involving a member of the Ethics Committee will be examined by the other members of the Ethics Committee, who will report their findings to the Alvest Holding Supervisory Board.

疑似违反法律或者 Alvest 各成员公司政策的行为（如果涉及任何董事或者任何公司官员）、以及就可疑会计或者审计事宜而提出的关切，应直接提交给集团合规官员和/或道德委员会。在本准则项下的任何事宜，如果涉及道德委员会任何成员，应由道德委员会其他成员进行审查，并且将其结论提交给 Alvest 控股公司的监事会。

In case an Employee feels uncomfortable raising an issue through the above-mentioned reporting channels, he can use the secure, confidential and if he desired, anonymous alert service, provided by an external service provider. This Employee will have the option to leave a voice message, talk directly to a specially-trained call handler or leave an online message via a secure platform. Employees can make a report directly in their own language.

如果任何“员工”感到通过上述举报渠道提出任何举报事项有些尴尬或不安，该员工如果愿意，可使用外部服务供应商提供的安全、保密、匿名的举报服务。该等“员工”可以留语音信息、直接与经特别受训的接线员交谈或者通过安全的平台留在线信息。

“员工”可以直接以其自己的语言举报。

Employees can find more information about this whistleblowing procedure in the “Speak Up Policy” on the Intranet Sites of the Alvest Companies.

“员工”可以在 Alvest 公司的内联网网站中的“直言举报政策”中了解更多关于本举报程序的信息。

#### ▪ **Confidential Reporting – No Retaliation 举报保密——禁止报复**

It is important that any Employee can report, anonymously or not, suspected violations of law, of this Code, of Alvest Companies' procedures and policies, internal controls, or any significant overpayment of a Government Contract, alleged irregularities and more generally compliance and ethics issues.

保证任何“员工”能够（不论是否以匿名形式）**举报任何可疑的违反法律、本准则、Alvest 各成员公司程序和政策、内部控制、或者关于“政府合同”的任何大额超额支付、所声称的异常情况以及其他一般性的合规和道德事项**，对我们来说很重要。

The Alvest Group exercises the utmost care with regard to the confidentiality of such a report or the anonymity of the Employee, within the limits as defined by applicable laws and regulations.

All persons responding to Employee's questions, concerns, complaints, and suggestions are expected to use appropriate discretion regarding anonymity and confidentiality, although the preservation of anonymity and confidentiality may or may not be practical, depending on the circumstances. For example, investigations of significant complaints typically necessitate revealing to others information about the complaint and



complainant. Similarly, disclosure can result from government investigations or litigation.

**Alvest** 集团对在适用法律法规的限度内该等举报的保密性和“员工”的匿名性极为审慎。我们期望对“员工”的问题、关切、投诉和建议作出回应的所有人员，均能够按照相关具体情形对该等匿名性和保密性给予适当注意（不论保护匿名性和保密性是否可行）。比如，对重大投诉的调查通常会需要你向他人披露关于投诉和投诉人的信息。同样地，披露可能来源于政府调查或者诉讼

**The Alvest Group respects the confidentiality of Employees who report potential violations of this Code and has a no retaliation policy for those who raise a concern honestly and in good faith.**

**Alvest** 集团尊重举报对本准则的潜在违规行为的“员工”的保密性，并且对诚实和善意举报的任何人没有任何报复行为。

**No action may be taken or threatened against any Employee for asking questions, voicing concerns, making complaints or suggestions in conformity with the procedures described above, unless the Employee acts with willful disregard of the truth. Violations of this Code may be reported openly or anonymously without fear of retaliation.**

**An Alvest Company will not discipline, discriminate against or retaliate against any Employee or other person who reports such conduct in good faith, whether or not such information is ultimately proven to be correct, or who cooperates in any investigation or inquiry regarding such conduct.**

对依据上述程序提出问题、表示关切、提出投诉或者建议的任何“员工”不得采取任何行为，也不得威胁采取任何行动，除非该等“员工”故意违反事实而举报。对违反本准则的行为，可以公开或者匿名举报，而不必担心报复。任何 **Alvest** 成员公司均不得对以善意举报该等行为的任何“员工”或者其他人员实施处罚、进行歧视或者进行报复（不论该等信息最终是否被证实是准确的），也不得对在就该等行为展开的调查中进行合作的人员实施处罚、进行歧视或者进行报复。

**While it is the Alvest Group's desire to address matters internally, nothing in this Code should discourage any Employee from reporting any perceived illegal activity (including any violation of securities laws, anti-trust laws, environmental laws or any law of all countries, in particular, Federal, National, state and local authority) to the appropriate authority.**

尽管 **Alvest** 集团希望内部解决该等事宜，本准则的任何规定均不妨碍任何“员工”将其视为非法行动的任何行动（包括违反证券法、反垄断法律、环境保护法律或者所有国家的任何法律，特别是联邦、全国、州和本地政府机构的法律）举报至适当的政府部门。

#### ▪ **Investigations 调查**

**According to the reporting channel used, the relevant notified person (if it is not the Group Compliance Officer or the Ethics Committee) must inform the Group Compliance Officer about the receipt of a concern, without disclosing the identity of the whistleblower, if the latter wanted to be anonymous.**

根据所使用的举报渠道的性质，接受举报的相关人员（如果不是集团合规官员或者道德委员会的话）必须告知集团合规官员所收到的举报事项，而不得披露举报人的身份（如果举报人希望匿名）。

**The Group Compliance Officer, the relevant Division Ethical Officer assisted by the Group Legal Manager (if those are not involved by the concerns) will review the reported case and decide whether or not it is a legitimate suspicion of a violation of the Code. In the event of a legitimate suspicion of a violation of the Code, the latter will conduct a further investigation. They may then request assistance from other departments, depending on the subject of the investigation.**





集团合规官员和相关部门道德官员在集团法务经理（如果举报事项不涉及该等人员）的协助下，审查举报案件并是否为违反本准则的正当怀疑作出决定。在存在违反本准则的正当怀疑的情况下，集团法务经理可进行进一步的调查。上述人员有权根据调查的主题事项要求其他部门提供协助。

**The Ethics Committee shall be duly informed of the ongoing investigation. Those investigating suspected violations must exercise independent and objective judgment.**

正在开展的调查应当及时告知道德委员会。调查涉嫌违反本准则的人员必须进行独立和客观的判断。

**At the conclusion of the investigation, if the allegation is substantiated, the Group Head of Ethics, the Divisional Head of Ethics and the Group General Counsel will advise on the appropriate action to be taken at the appropriate level of management.**

在调查结束时，如果举报得以证实，集团合规官员和部门道德官员在集团法务经理的协助下，将会就在相关级别应当采取的措施出具意见。

**The Ethics Committee will render its decision on the advice of the above-mentioned persons.**

道德委员会将会基于上述人员的建议作出决定。

**If the Group Compliance Officer, the Divisional Ethics Officer and/or the Group Legal Officer are the subject of the report, the person notified shall directly inform the members of the Ethics Committee (with the exception of the Group Compliance Officer and/or the Group Legal Officer, if applicable) who will be responsible for the preliminary investigation and follow-up.**

如果集团合规官员、部门道德官员和/或集团法务经理受到举报的牵连，相关举报人必须通知道德委员会成员（根据情况，集团合规官员和/或集团法务经理除外），该等成员将会负责调查及跟进。

**The Alvest Group must keep a record of all activities, reports and information received.**

Alvest 集团必须对所有活动、所收到的报告和信​​息维持一份记录。





## Annex 附件

### Definitions 定义

In this Code (including, in its Annexes), the terms whose first letter is capitalized, and which are not otherwise defined in it, shall have the following meaning:

在本准则中（包括其附件），首字母大写且未另行定义的术语应当具有下列意思：

**“Adhetec”** means the Alvest Companies designing, manufacturing and distributing industrial adhesive films and solutions of masking for the aeronautical, automotive, railway and high-tech industries.

**“Adhetec”**系指向航空、汽车、铁路和高科技行业提供工业粘性膜设计、制造与分销的 Alvest 成员公司。

**“Aero Specialties”** means the Alvest Company providing complete aircraft and airport ground support equipment (“GSE”) solutions to fixed-base operators (“FBO”); maintenance, repair and overhaul providers (“MRO”).

**“Aero Specialties”**系指向公务机候机楼业务（“FBO”）及保养、维修和大修供应商（“MRO”）提供全面的飞机和机场地勤设备（“GSE”）解决方案的 Alvest 成员公司。

**“AGSA LLC”** means the Alvest Company which operates in the accessories market for the GSE, for aircraft power supply and air conditioning.

**“AGSA LLC”**系指经营机场地勤设备、飞机电力供应和飞机空调附件市场的 Alvest 成员公司。

**“Alvest Company”** means a company of the Alvest Group (including the various holding companies of the Alvest Group, the TLD Group, Aero Specialties, Powervamp, Sage Parts, Alvest Equipment Services, Resonate, Trusted Aviation Services, Smart Airport Systems, Lebrun and Adhetec) which employs the Employees.

**“Alvest 公司”**系指 Alvest 集团（含 Alvest 集团、TLD 集团、Aero Specialties、Powervamp、Sage Parts、Alvest 设备服务、Trusted 航空服务、智能机场系统、Lebrun 和 Adhetec 等控股公司）雇佣员工的一家公司。

**“Alvest Equipment Services”** means the Alvest Companies operating in the repair, maintenance, the rental and more generally the service for airport GSE as well as any Subsidiary or establishment it may have.

**“Alvest 设备服务”**系指经营机场地勤设备维修、维护、租赁及更多一般性服务的 Alvest 成员公司及其可能拥有的任何子公司或企业。

**“Alvest Group”** means the French société par actions simplifiée Alvest Holding whose identification number is 832 614 168 RCS Paris, and all its Subsidiaries.

**“Alvest 集团”**系指法国简易股份有限公司 Alvest 控股公司（识别号码为 832 614 168 RCS Paris）及其子公司。

**“CEO of Alvest Holding”** currently means Antoine Maguin.



“Alvest 控股公司首席执行官”目前系指 Antoine Maguin。

“Code” means the present Alvest Group’s Code of Ethics and Business Conduct.

“准则”系指 Alvest 集团的道德和商业行为准则。

“Director” means a member of the Board of Directors (or its equivalent) of an Alvest Company, the President and/or the Managing Director of a French société par actions simplifiée.

“董事”系指 Alvest 公司董事会成员（及其同等成员）、法国简易股份有限公司的总裁和/或董事长。

“Division Ethical Officers” mean the individuals designated by the Ethics Committee as division ethical officers for each Alvest Companies. Currently, the Division Ethical Officers are: Richard Reno for TLD NALAAJ; Richard Zheng for TLD CSEA; Nicolas Verin for TLD EMEA, Powervamp and Lebrun; Brad Streeter for Aero Specialties; Christopher PRATT for Sage Parts; Fabrice Denninger for Alvest Equipment Services, Maxime Mahieu for Smart Airport Systems/ Trusted Aviation Services, Jean-François Bouilhaguet for Resonate and Alexis Gabillon for Adhetec.

“部门道德官员”系指道德委员会为每家 Alvest 公司指定的部门道德官员。目前担任部门道德官员的人员有：负责 TLD NALAAJ 的 Richard Reno；负责 TLD CSEA 的 Richard Zheng；负责 TLD EMEA, Powervamp, Lebrun 的 Nicolas Verin；负责 Aero Specialties 的 Brad Streeter；负责 Sage Parts 的 Christopher Pratt；负责 Alvest 设备服务的 Fabrice Denninger；负责智能机场系统/Trusted 航空服务的 Maxime Mahieu，负责 Resonate 的 Jean-François Bouilhaguet 以及负责 Adhetec 的 Alexis Gabillon。

“Employee” means an individual who is employed by or act in the name and on behalf of an Alvest Company, including all Officers and Directors.

“员工”系指由 Alvest 公司雇用或代表 Alvest 公司行事的个人，包括所有高级职员和董事。

“Ethics Committee” means the CEO, the Group Compliance Officer and the Group Legal Manager of Alvest Holding.

“道德委员会”系指 Alvest 控股公司的首席执行官、首席运营官、集团合规官和集团法务经理。

“Government Contract” means a contract between an Alvest Company and a Government or a Government entity. In particular, for the United States of America, it means a contract between an Alvest Company and the United States or an entity of the United States which is subject to the United States Federal Acquisition Regulations (“FAR”) and includes contracts wherein an Alvest Company is considered a Government contractor under the FAR.

“政府合同”系指 Alvest 公司与政府或政府实体之间的合同。对于美利坚合众国，它是指 Alvest 公司与美国或美国实体之间的合同，该合同受《美国联邦采购法规》（“FAR”）的约束，且在合同中，根据 FAR 的规定，Alvest 公司应视为政府的承包商。

“Group Compliance Officer” means the officer primarily responsible for overseeing and managing regulatory compliance issues within Alvest Holding. The current Group Compliance Officer is Laurent Jamet.

“集团合规官员”系指主要负责监督和管理 Alvest 控股公司内部合规问题的人员。现任集团合规官员为 Laurent Jamet。



**“Immediate Family Member”** means any Employee’s spouse, brother, sister, parents, children, step-children, father-in-law, mother-in-law, sister-in-law, brother-in-law, son-in-law, daughter-in-law, grandparent, and any other member of the Employee’s household.

**“近亲属”**系指员工的配偶、兄弟、姐妹、父母、子女、继子女、岳父、公公、岳母、婆婆、嫂子、姐夫、女婿、儿媳、祖父母以及员工的任何其他家庭成员。

**“Intranet Site”** means the website accessible to Employees of the Group.

**“内联网网站”**系指专门向集团员工开放的网站。

**“Officer”** means a duly elected officer of an Alvest Company.

**“官员”**系指 Alvest 公司正式当选的官员。

**“Resonate”** means the Alvest Companies operating in the development of the XOPS Airport Asset Management Solutions.

**“Resonate”** 是指负责开发 XOPS 机场资产管理解决方案的 Alvest 公司。

**“Sage Parts”** means the Alvest Companies operating in the distribution of GSE spare parts and which includes in particular Sage Parts Plus Inc., Sage Parts International and each of their Subsidiaries, as well as AGSA LLC.

**“Sage Parts”**系指负责分销 GSE 备件的 Alvest 公司，具体包括 Sage Parts Plus Inc.、Sage Parts International 及其子公司，以及 AGSA LLC。

**“Smart Airport Systems”** means the Alvest Companies operating in the distribution, the rent, the service of airport equipment requiring a project management and a specific deployment such as the Taxibot, Tracteasy and fixed equipment as well as any Subsidiary or establishment it may have.

**“智能机场系统”**系指负责需要项目管理和具体部署的机场设备（如 TaxiBot、Tracteasy 和固定设备）的销售、租赁和维修的 Alvest 公司，及其子公司或附属机构。

**“Subsidiary”** means any entity, corporation, individual or other of Alvest Group which is controlled, directly or indirectly, by it within the meaning of Article L. 233-3 of the French Code of commerce (including those that would be created or acquired after the date hereof).

**“子公司”**系指根据法国商业规程第 L. 233-3 的规定，由 Alvest 集团直接或间接控制的任何实体、公司、个人或其他机构（包括将在此日期之后创建或收购的实体、公司、个人或其他机构）。

**“TLD CSEA”** means the Alvest Companies of the TLD Group which are headquartered in Asia and includes: TLD Asia (Hong-Kong), TLD Asia (Shanghai), TLD Asia (Singapore), TLD Asia (Wuxi), and Joint Sourcing Team (Hong-Kong) and all companies that would be created or acquired after the date hereof by any of the above-mentioned Alvest Companies.

**“TLD CSEA”**系指 TLD 集团中总部位于亚洲的 Alvest 公司，包括 TLD Asia（香港）、TLD Asia（上海）、TLD Asia（新加坡）、TLD Asia（无锡）和 Joint Sourcing Team（香港），以及上述 Alvest 公司在此日期后创建或收购的所有公司。



“TLD EMEAI” means the Alvest Companies of the TLD Group which are headquartered in Europe & Middle-East and includes in particular: TLD Europe, TLD MEAI and all companies or branches that would be created or acquired after the date hereof by any of the above-mentioned Alvest Companies.

“TLD EMEAI”系指 TLD 集团中总部位于欧洲和中东的 Alvest 公司，包括 TLD Europe、TLD MEAI，以及上述 Alvest 公司在此日期后创建或收购的所有公司或分支机构。

“TLD NALAAJ” means the Alvest Companies of the TLD Group which are in particular headquartered in America and includes the following Alvest Companies: TLD America, TLD ACE, TLD Lantis, TLD Canada, TLD Japan and all companies that would be created or acquired after the date hereof by any of the above-mentioned Alvest Companies.

“TLD NALAAJ”系指 TLD 集团中总部位于美国的 Alvest 公司，包括 TLD America、TLD ACE、TLD Lantis、TLD Canada 和 TLD Japan，以及上述 Alvest 公司在此日期后创建或收购的所有公司。

“TLD” means TLD Group and all its Subsidiaries operating in the design, manufacturing, assembly, distribution, sale and services of TLD ground support equipment.

“TLD”系指负责 TLD 地面支持设备的设计、制造、组装、分销、销售和维修的 TLD 集团及其所有子公司。

“TLD Group” means the Alvest Company, organized under the laws of the Republic of France, which is in particular the direct or indirect owner of the shares of the Alvest Companies: TLD NALAAJ, TLD CSEA and TLD EMEAI.

“TLD 集团”系指根据法兰西共和国法律创办的，直接或间接持有 TLD NALAAJ、TLD CSEA 和 TLD EMEAI 等 Alvest 公司股份的 Alvest 公司。

