

Global Distributor Code of Conduct

全球经销商行为准则



Coloplast's success is based on quality, business integrity and responsible conduct that we expect from our employees and our contracted business partners.

康乐保的成功基于员工以及商业合作伙伴的良好素质，商业诚信以及负责任的行为。

This Global Distributor Code of Conduct sets forth Coloplast's expectations in relation to a distributor relationship. It includes the UN Global Compact's ten fundamental principles within areas of human rights, labour rights, environment and anti-corruption, which Coloplast endorses and works systematically to observe and promote.

此全球性的经销商行为准则设定了康乐保对经销商的要求。准则内容涵盖联合国全球契约中有关：人权，劳动权利，环境和反腐败四个领域的十大基本原则。这些原则，被康乐保公司认可，并持续、系统性的遵循和发扬。

This Global Distributor Code of Conduct applies to all distributors irrespective of country and territory, but if local laws, regulations or standards in the territory are stricter than the Global Distributor Code of Conduct, the distributor must always follow those stricter rules.

此经销商行为准则适用于所有国家以及地区的经销商。如果当地法律法规或者地区规范严于此经销商行为准则，经销商应遵守更加严格的标准。

Section I – Business Integrity

第一部分- 商业诚信

Coloplast wants to be known as a trustworthy company that upholds high standards of ethical conduct. We achieve our business goals based on the quality of our products, our professional skills, and by acting with integrity in everything that we do, and opposing and fighting corruption and bribery in any form.

康乐保希望通过严格操守，诚信经营，成为一家值得信赖的公司。我们业绩目标的达成基于高质量的产品，专业的技能和始终贯彻的诚信行为，我们反对并且抵制任何形式的贪污腐败和行贿受贿。

1. Anti-corruption 反腐败

Coloplast is committed to conducting its business free from extortion, bribery and all unlawful, unethical or fraudulent activity. A distributor must not offer, give, promise or authorise any bribe, gift, loan, fee, reward or other advantage to any government official or employee, any customer, any Coloplast employee or any other person to obtain any business advantage or improperly influence any action or decision. The distributor must comply with all applicable local and international anti-corruption laws and regulations, including the U.S. Foreign Corrupt Practices Act and the UK Bribery Act. The distributor must ensure that it and its personnel and other persons working on its behalf are aware of and will take all necessary steps to comply with such laws and regulations.

康乐保致力于杜绝敲诈勒索，行贿受贿以及任何违反法律、不诚信或者虚假的行为。经销商不能以获得商业利益或者不正当的影响他人的行为或者决定为目的，为任何政府官员或者雇员、客户、康乐保员工以及其他人员提供、给予、承诺或者授权任何形式的贿赂、礼品、借款、酬金、酬谢以及其他利益。经销商需要遵循所有适用的地区以及国际反腐败法律法规，包括美国海外反腐败法以及英国反贿赂法。经销商应当确保公司本身，本公司的员工以及任何代表公司的人员知道并且采取必要的行为来遵循此类法律法规。

2. Fair competition 公平竞争

Coloplast is committed to the principle of fair, open, undistorted and unrestricted competition. Competition laws enacted in certain countries are designed to ensure that

competition remains vigorous and free from collusion. Even the perception of improper conduct must be avoided.

康乐保秉承公平、公开、真实以及不受限制的竞争行为。在某些国家制定竞争法的目的在于防止勾结串通以确保充分自由的竞争环境。即使是不当行为的表象也应当被避免。

The distributor is required to comply with all applicable competition and antitrust laws and regulations. Robust fair competition practices will include to:

经销商需要遵循所有竞争以及反垄断相关的法律法规。良好的公平竞争行为包括：

- **Always bid for tenders independently from competitors and never discuss bidding practices.**
时刻确保招标行为独立于我们的竞争对手，并且从不实施任何串标行为。
- **Never enter into agreements, coordinated practices, or understandings that could restrict competition, and never exchange information that is competitively sensitive.**
不签署任何可能限制竞争的协议、业务协作、以及谅解备忘录，从不交换敏感的竞争信息。
- **Never share with competitors pricing information or information that could affect pricing, including but not limited to information on costs, production, products and services, sales territories, distribution channels, customers or other non-public business information.**
从不与竞争对手分享价格信息或者任何可能影响价格的信息，包括但不限于成本、产能、产品及服务、销售区域、经销渠道、客户及其他任何不公开的商业信息。
- **Never place business partners at an unjustified disadvantage, in particular in countries where the distributor holds a dominant position.**
从不将业务合作伙伴置于不公正的不利地位，特别是经销商占有主导地位的国家。
- **Only gather information about competitors using ethical means and lawful sources.**
仅在道德及法律允许的范围内收集竞争对手信息。

3. Fraud 舞弊

Coloplast has a zero tolerance to and prohibits fraud, which is the act or intent of cheating, tricking, stealing, deceiving, misrepresenting or lying for any personal or professional advantage. Fraud is dishonest and incompatible with Coloplast's values and culture.

Allegations of fraud will be investigated and referred to law enforcement for criminal prosecution when warranted. The distributor must not engage in any fraudulent behaviour, including, but not limited to:

康乐保零容忍并且禁止任何为了个人或业务利益而进行作弊、欺诈、偷窃、造假、歪曲篡改的舞弊行为或意图。舞弊是不诚实的行为，并且与康乐保文化和价值观完全背道而驰。我们将调查潜在的舞弊事件，如有必要会诉诸法律，提起刑事诉讼。经销商需要确保不进行任何的舞弊行为，包括但不限于：

- **The theft of Coloplast funds or property** 盗窃康乐保资金及资产
- **Misusing Coloplast resources for private purposes** 使用康乐保资源用于私人目的
- **Making or submitting false expense claims** 伪造或提交虚假财务报销
- **Forging invoices or documentation** 伪造发票或文件
- **Intentionally filing false financial records or statements** 故意填写虚假财务记录或报表
- **Stealing or misusing intellectual property** 剽窃或滥用知识产权

- Stealing or misusing proprietary or confidential business property or intelligence
剽窃或者滥用专利或机密商业资产以及情报

4. Confidentiality, insider trading and intellectual property 机密、内幕交易及知识产权

Coloplast's business information is very valuable and must be protected. The distributor is expected to respect Coloplast's proprietary and confidential information, not to disclose it to any unauthorised third party, and only use it for Coloplast's legitimate business. In addition, information provided to Coloplast or the distributor in good faith by its customers and business partners must be treated with the same degree of confidentiality.

康乐保的商业信息非常有价值并且需要获得有效保护。经销商需要重视康乐保专利以及机密信息，不泄漏给任何未被授权的第三方，并且这些专利及信息仅能在康乐保相关业务中被使用。除此之外，客户或者业务伙伴基于信赖提供给康乐保或者经销商的信息也应获得同等程度的保密对待。

The distributor must ensure that non-public information obtained in the course of its business relationship with Coloplast is not used for the personal benefit of the distributor, its employees or other persons, and the distributor must never trade shares in any company based on inside information – whether the company is a competitor, a business partner, a supplier or any other party. The distributor must never pass on inside information or encourage anybody to take a decision on trading in shares based on inside information.

经销商应当确保由于与康乐保业务相关所得到的非公开信息不被其自身、内部员工及其他人员用于私人获利，并且经销商从不基于内部信息进行任何公司的股票交易-无论是竞争对手、商业合作伙伴、供应商或其他任何第三方的股票。经销商从不提供内部信息或基于内部信息为任何人提供股票交易的建议。

The distributor shall respect intellectual property rights and confidential information belonging to third parties and must not infringe upon the intellectual property of others.
经销商应当尊重知识产权及第三方的保密信息，严禁侵犯其他公司的知识产权。

5. Data protection 数据保护

The distributor must ensure respect of data privacy of both employees and customers. When obtaining and processing personal data, the distributor must observe any applicable laws and regulations on the processing of personal data and pay specific attention to compliance with applicable laws and regulations on the processing of sensitive personal data.

经销商应当保障员工及客户数据隐私。当获取及处理私人数据时，经销商必须遵循与处理私人信息相关的法律法规，并且特别注意遵守处理敏感性私人信息的相关法律法规。

6. Conflicts of interest 利益冲突

The distributor is required to identify and avoid situations where there is an actual conflict of interest or even the appearance of a conflict of interest. It is important that business decisions are not improperly influenced by personal interests or relationships. This applies also to the distributor's interactions with Coloplast employees.

经销商需要判别和避免实际甚至表象的利益冲突情况。确保商业决策不会受到私人利益或者关系的不当影响十分重要。此规则同样适用于经销商与康乐保员工的互动。

7. Export control and trade restrictions 出口控制以及交易限制

The distributor must comply with all applicable laws and regulations which restrict trade with and export to certain countries, organisations and individuals.

经销商应当遵守有关限制交易和出口到特定国家、组织、以及个人的相关法律法规要求。

8. Books and records 账目以及记录

It is an absolute requirement that all transactions and expenses incurred on behalf of Coloplast be accurately recorded and maintained in the distributor's books, records and accounts in a timely manner and in reasonable detail in accordance with generally accepted accounting principles. False, misleading, incomplete, duplicate, inaccurate or artificial entries in the distributor's books and records are strictly prohibited.

与康乐保相关的交易以及费用需要在经销商的账目中依照一般公认会计准则的要求得到准确记录、及时核算，同时确保拥有合理细节信息。严禁在经销商的账目以及记录中发生虚假、误导、遗漏、重复、不准确及伪造等情况。

9. Change of original documents issued by Coloplast A/S 篡改康乐保出具的原始文件

The distributor must never change the original invoice issued by Coloplast to minimise cost of customs and/or taxes by reducing the original purchase prices and thereby the cost of goods. Such conduct is not permissible and is completely unacceptable.

经销商确保不会以减少关税或税费为目的，通过减少产品原始采购价格降低产品成本，而篡改康乐保出具的原始发票。此类篡改行为不会获得认可，并且完全不能接受。

Section II – Interaction with Government Officials and Healthcare Professionals 第二部分- 与政府官员以及医护专业人士互动

When interacting with a government official or a healthcare professional, the distributor must always follow applicable laws, regulations, local ethical codes, lawful industry standards and this Global Distributor Code of Conduct. This requirement applies to all countries in which the distributor conducts business.

当与政府官员或医护专业人士互动时，经销商需要严格遵守相关的法律法规、当地行为准则、行业规范以及此全球经销商行为准则。此要求适用于经销商开展业务的所有国家。

The distributor must never offer a government official or a healthcare professional anything that could be perceived as an attempt to inappropriately influence his/her decision to purchase, use or recommend Coloplast's products, or be perceived as an offer in exchange for any promise of influence or outcome.

经销商不能为政府官员或者医护专业人士提供任何可能被误解成试图不正当影响其在采购、使用或推荐康乐保产品时的决定，或者可能被误解成为了达成结果或产生影响而提供的承诺。

10. Meetings and hospitality in connection with sales and promotional meetings 销售和推广相关的会议以及招待

Business courtesies provided to a healthcare professional or a government official in the context of a bona fide sales and promotional meeting of Coloplast products must be: (1) limited to meals, transportation and accommodation; (2) modest in amount and in accordance with local standards; and (3) directly related to performing a contract or to the promotion, demonstration or explanation of Coloplast products and or business practices and/or procedures.

为医护专业人员以及政府官员提供的与真实的康乐保产品销售以及推广会议相关的商务活动必须满足以下条件：(1)仅包括餐饮、交通以及住宿；(2)金额适度并且符合当地标准；并且(3)与履行合同、推广活动、康乐保产品演示或者讲解以及业务实践或者流程直接相关。

11. Arrangements with consultants 顾问咨询

The distributor may compensate individuals, including physicians or other customers or potential customers, for bona fide consulting services in connection with Coloplast products, where the services are of value to the distributor, and the fees are reasonable and based on fair market value for the services actually provided. All such arrangements must be made in writing and there must be written notification to the hospital administration, the healthcare professional's superior or other locally-designated competent authority, disclosing the purpose and scope of the consultancy arrangement. 经销商可以为医生或其他客户及潜在客户所提供的对经销商有价值、真实存在、与康乐保产品相关的咨询顾问服务支付报酬。相关报酬应当合理并且基于真实提供服务的公平市价。此类安排必须签署书面协议并且必须通过书面形式通知医院行政部门、医护专业人士的上级或者其他当地指定的主管机构，同时需要披露咨询服务的目的以及范围。

12. Gifts 礼品

Gift giving to individual healthcare professionals and government officials is generally prohibited, except for: modest gifts given to individual healthcare professionals and government officials in good faith, without the intent to obtain or keep specific business or to obtain any improper advantage. This exception does not apply in countries where receipt of gifts by individual healthcare professionals and/or government officials is prohibited by local laws or applicable industry standards. If the exception applies, gifts to health care professionals and government officials must be of modest value and in compliance with locally applicable laws and regulations where the healthcare professional is licensed or the government official holds office. No gifts of cash or cash equivalents may be made on Coloplast's behalf.

一般情况下，禁止为医护专业人士以及政府官员提供礼品，除非为医护专业人士以及政府官员提供的礼品适度并且没有以得到或保持具体业务，或者为了取得任何不正当利益为目的。此类特例不适用于法律禁止医护专业人士或政府官员收取礼品的国家。在可以赠送礼品的情况下，为医护专业人士以及政府官员提供的礼品必须价值合理并且遵循医护专业人士执业地以及政府官员工作所在地的相关法律法规，包括行业标准以及行为准则。禁止代替康乐保提供现金以及现金等价物。

13. Charitable donations 慈善捐赠

Grants and donations for charitable or other philanthropic purposes in connection with Coloplast business are permitted only to charitable organisations or other non-profit entities entitled to receive them under applicable laws and regulations.

与康乐保业务相关并且以慈善为目的的资助及捐赠只能提供给法律法规认可可以接受此类行为的慈善性组织或者其他非盈利性实体。

Donations may be made to support the general activities of a bona fide organisation or may be made to support general fund raising drives for projects undertaken by such an organisation.

捐赠需要提供给真实存在的组织用于支持其日常活动或者为此类组织发起的项目给予资金支持。

Charitable donations must not be granted to individuals but to organisations/institutions only and must not be tied in any way to past, present or potential future use or

recommendation of Coloplast's products or services or to any promise of influence or outcome.

慈善类捐赠不能提供给个人，只能提供给组织/机构。但是禁止以任何方式与以往、现在或者潜在未来使用或推荐康乐保产品、服务相关联，同时禁止作为任何影响、产出的承诺。

14. Events, sponsorship and educational support 活动、赞助以及教育性资助

Educational support must only be provided in observance of local laws and regulations and must not be offered to improperly influence any decision. If permissible under national laws and regulations, the distributor may organize or sponsor events to inform healthcare professionals about Coloplast products, or to provide scientific or educational information relating to Coloplast care areas and products. It is essential to Coloplast that such educational support does not compromise the healthcare professionals' independence or their decisions on patient treatment.

提供教育性资助需要遵守当地法律法规，并且禁止以不正当影响任何决定为目的。在国家法律法规允许的范围内，经销商可以通过组织或者赞助活动为医护专业人士介绍康乐保的产品，或者提供康乐保护理以及产品相关的学术以及教育性信息。对于康乐保来说，此类教育性资助不影响医护专业人士的独立性以及对治疗病人的决定是至关重要的。

Such events and educational support should occur at appropriate locations taking account of the convenience of the attendees and the nature of the training.

此类活动以及教育性资助需要在考虑参会人员便利以及培训性质的基础上选择合适地点举办。

When organizing an event/educational support for or sponsoring healthcare professionals to attend an event/education, the distributor must pay only expenses relating to travel, meals, accommodation and registration fees and these expenses must be kept to a reasonable and modest level.

在组织活动或者资助医护专业人士参加活动以及教育时，经销商只能支付交通费、餐费、住宿费以及注册费，并且确保此类费用合理、适度。

The distributor must ensure full compliance with national and local laws with regard to the disclosure or approval requirements associated with sponsorship and other educational support, and where no such requirements are prescribed, shall nevertheless maintain appropriate transparency, for example, by requiring that prior written notification of the sponsorship is made to the hospital administration, the healthcare professional's superior or other locally-designated competent authority.

经销商需要确保完全遵守国家以及当地法律中与资助以及其他教育性资助相关的披露以及审批要求。如果没有明确要求，需要至少保证适当的透明度，例如需要在事前将此资助以书面形式通知到医院行政部门、医护专业人士的上级或者其他当地指定的主管机构。

15. Samples and free products 样品以及免费产品

The distributor must only provide free products and samples in accordance with local laws and regulations, and free samples must be properly recorded in the books and records. The provision of samples or free products should not result in personal benefit to any healthcare professional or government official.

经销商提供样品以及免费产品需要遵循当地法律法规的要求，并且正确记录在公司账目中。样品以及免费产品的提供不应关联任何医护专业人士以及政府官员的个人利益。

Section III – Human Rights, Labour Rights and Environmental Standards 第三部分- 人权、劳动权以及环境标准

As a signatory to the UN Global Compact, Coloplast is committed to embrace, support and enact, within Coloplast's sphere of influence, the UN Global Compact core values in the areas of human rights, labour standards, the environment and anti-corruption, and it is essential to Coloplast that its distributors treat their own employees in accordance with local labour and employment laws and regulations and that the distributors follow the principles set out in this section III.

作为联合国全球契约的签约公司，康乐保承诺在所及范围内拥护、支持、执行联合国全球契约的核心内容，包括：人权、劳动标准、环境和反腐败。对于康乐保的经销商来说，遵循当地劳动以及雇佣相关法律法规并且遵循如下的第三部分内容十分重要。

16. Health and safety 健康以及安全

The distributor will be committed to protect the health and safety of employees and must obey all applicable laws and regulations in relation to it. The distributor shall provide a safe and hygienic working environment, and employees shall have appropriate protective equipment and be sufficiently trained to perform their tasks.

经销商应该承诺保护员工的健康以及安全，遵循与此相关的法律法规。经销商需要提供一个安全卫生的工作环境，员工需要得到合理的劳动保护设备并得到足够的工作相关培训。

17. Forced labour and child labour 劳役以及童工

Employment with the distributor should be an expression of free choice and there must be no forced or involuntary labour as well as no child labour under any circumstances.

员工可以自由选择是否为经销商工作，禁止逼迫或者非自愿劳动，并且在任何情况下，禁止使用童工。

18. Freedom of association 结社自由

The distributor's employees must have the opportunity to join or refrain from joining worker associations, including a trade union.

经销商的员工应当有权利选择或拒绝加入员工团体，包括工会。

19. Reasonable terms and conditions of work 合理工作条款和条件

As a minimum, the distributor shall afford its employees regular working hours that correspond with the statutory or collectively agreed minimum pay and industry standards. 经销商至少需要根据法律以及行业标准保障员工享有合理工作时间以及最低工资水平。

The distributor shall provide pay and benefits that comply with all applicable local laws and regulations including those relating to minimum wages, overtime hours and other elements of compensation.

经销商需要根据当地法律法规为员工提供工资和福利，包括最低工资、加班时间及其他福利内容。

The distributor should only allow disciplinary measures which are necessary, legitimate and fully transparent and which are proportional to the offence committed. The distributor must not use nor condone the use of bodily punishment, physical or mental compulsion or verbal abuse and/or threats.

经销商仅可使用必要、合法以及完全透明的处罚措施，此处罚措施需要根据违反规定的情况进行裁定。经销商必须杜绝体罚、体力及精神胁迫或者语言上的侮辱和/或恐吓。

20. Non-discrimination and equal opportunities 非歧视及机会平等

The distributor must not engage in or support discrimination on the basis of race, colour, gender, language, religion, political or other opinion, caste, national or social origin, property, birth, union affiliation, sexual orientation, health status, family responsibilities, age, and disability or other distinguishing characteristics.

经销商不能参与或支持歧视，包括种族、肤色、性别、语言、信仰、党派以及其他见解、社会地位、国籍或社会出身、财产、血统、参加团体、性取向、健康状况、家庭负担、年龄、残疾及其他区别特征。

21. Environmental Standards 环境标准

The distributor shall comply with all applicable environmental laws and regulations related to its business' impact on the environment.

经销商需要就其业务对环境的影响遵守所有适用的环境相关法律法规。

Section IV – Procedures

第五部分- 流程

22. Failure to Comply 未予遵守将导致的后果

Failure to observe this Global Distributor Code of Conduct will be reported to the distributor's management for their attention and if necessary for corrective action. Non-compliance will always be considered a material breach of the Distribution Agreement and may lead to termination of the Distribution Agreement with immediate effect or other actions including damages, in relation to which Coloplast reserves all of its rights.

不遵守经销商行为准则的情况会直接汇报到经销商管理部门提请关注并视情况采取整改行动。不合规的情况是对经销商协议的重大违背，可能导致经销商协议的即刻终止。康乐保保留包括损失索赔等所有权利。