



H&R 行为准则

(Code of Conduct of the H&R Group)

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序言 Foreword

0 序言

H&R¹是一家专门经营特种化工、医药原料及橡塑原料的国际性化工集团²。我们试图建立行为标准来规范我们正确对待客户，同事，商业伙伴，股东和社会公众。我们必须正直、诚实、公平和尊重公司内外部的所有人员。

H&R集团遵守当地各类法规、政策和条款。集团要求所有的员工时刻遵守现行法律法规、公司行为准则及其他指南。因此，所有员工都需要了解当地法规和相关活动范围的公司内部行为准则。同时，该准则还包含了相关具体信息和运用。

对于在特定的情况下如何遵守法规存在一定疑问，或如果发现任何违反现行法律法规或行为准则时都应及时上报——允许匿名。公司杜绝抵制公正举报可能发生的、或事实侵权的行为。如果员工涉及违反准则，但自愿上报从而避免公司或员工的损失时，则可视情况而定。一般可向上级主管或董事会以及合规管理层举报。

该行为准则虽不能涵盖所有潜在的问题，但自始至终都强调着H&R集团的原则。我们要求所有员工都遵守法律，接受道德原则和企业的价值观。一旦出现现行法律或其他强制性立法与本公司行为准则不相符时，强制性立法优先考虑。

四月2016

Niels H. Hansen – Detlev Wösten – Yonghong Hugh Luo

Nils Hansen – Sven Hansen

1) H&R 集团包括: Hansen & Rosenthal KG, Klaus Dahleke KG, TUDAPETROL Mineralölerzeugnisse Nils Hansen KG, H&R Wax Company Vertrieb GmbH, H&R Refining GmbH, H&R Holding GmbH 和 H&R International Beteiligung GmbH 以及与这些公司相关联的根据德国§ 15 AktG 股份上市公司。H&R Group includes following companies: Hansen & Rosenthal KG, Klaus Dahleke KG, TUDAPETROL Mineralölerzeugnisse Nils Hansen KG, H&R Wax Company Vertrieb GmbH, H&R Refining GmbH, H&R Holding GmbH and H&R International Beteiligung GmbH as well as to these companies related companies in accordance with § 15 AktG – German Stock Corporation Act).

2) 如有疑问，以德文版本为准。Convenience translation. In case of doubt, the German version shall apply.

3) For the sake of simplicity and easier reading this or similar designations of individual persons or groups include both sexes.

0 Foreword

The H&R Group¹, an international chemical specialty group which operates in the field of chemical and pharmaceutical raw materials as well as plastics.² We aim to set standards in the way in which we conduct ourselves with customers, colleagues, business partners, shareholders and the general public. Our activities are based on showing integrity, honesty, fairness and respect towards everyone inside and outside our company.

Our H&R Group is subject to numerous laws, regulations and orders in the countries in which we operate. All employees are required to abide at all times by the current laws, statutory provisions, this Code of Conduct and any other guidelines. Consequently, it is important that all employees are aware of the local legislation and internal company policies of the H&R Group that are relevant for their sphere of activities. In addition to this document training is in place that contains information and exercises on relevant aspects.

If you have any questions as to how these rules should be applied in certain situations or if you discover any breach of current laws, stationary regulations or of the Code of Conduct, you are required to report this immediately - and even anonymously. We do not tolerate any actions against employees who in good faith report a possible or actual infringement. If an employee has been involved in a breach of conduct himself and his voluntary notification avoids damage from the company and/or from any other employee, this will be considered in his favour. Your contacts are your superiors or the Board of Directors as well as the Compliance Management.

This Code of Conduct cannot cover all potential questions and aspects, but intends to underline the principles of the H&R Group. We ask all employees³ to comply with the applicable laws, the generally accepted ethical principles as well as the corporate values. As far as in a certain country current legal provisions or any other mandatory legislation are in conflict with this Code of Conduct, mandatory legislation will prevail.

April 2016

Niels H. Hansen – Detlev Wösten – Yonghong Hugh Luo

Nils Hansen – Sven Hansen



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原则和价值观概述 Overview of our principles and values



1 原则和价值观概述

具体信息如下

原则和价值观概述

合作和平等对待

- 我们的员工为愉快的工作氛围和积极的外部形象做贡献
- 我们选择员工是以客观和可理解的标准为依据作出决定
- 我们尊重和支​​持符合公认的人权，不会容忍任何员工和/或商业伙伴的歧视和骚扰

童工/强迫劳动/非法雇用

- 我们避免任何形式的童工和强迫劳动。每位雇员进行他的活动以自愿为基础，他可以在符合适用的通知后终止雇用关系
- 我们防止所有其它形式的非法雇用，因为它们破坏劳动力市场和劳动保障体系

职业安全/健康保护

- 我们通过职业健康和安全的专家支持采取措​​施，来防止疾病和事故
- 我们都为本区域的职业安全分担责任，遵守所有安全指示，在各自相应的工作岗位上小心行事，为了我们自己的利益，为了我们同事的利益和整个汉圣集团的利益

环境保护/可持续性

- 只要可能和合理，我们会把我们的生产流程和工艺设备设计成最先进的，最好地利用资源来尊重我们的环境、邻居、商业伙伴和雇员
- 我们只根据适用的许可和限制条件下，使用环境介质，如空气、水、土壤。在生产活动前获得这样的许可
- 我们根据所有适用的当地规则和法律规定来建设和运行生产设施

利益冲突

- 我们避免任何可能导致利益冲突的商业关系
- 我们通过小心和适当地处理敏感或保密信息来遵守一般的保密责任

竞争与反垄断法

- 我们遵守适用的竞争与反垄断法，不签订或不作非法限制公平竞争协议或安排

不当得利、好处和礼物

- 我们遵从所有适用的进出口法，包括适用的政策、禁止贸易令、制裁或法规，以及税务和海关法

不当得利、好处和礼物

- 我们靠我们的优质服务和优质产品取得成功，我们不容忍贿赂或其它任何不正当的商业行为来获取任何好处
- 我们考虑适用的现行法律，不提供、承诺、授权、要求或接受在公共或私营机构已实施的或未来的行动的不当好处

政治派别和捐赠

- 我们不捐赠给政党、组织或个人，如果这个捐赠可能被解释为企图影响其行为或行动
- 我们提供捐赠用于慈善目的。如果捐赠是透明的，也就是捐赠的目的和接受方是明确和可查的，并且汉圣集团的声音是不会受到损害的

代理/销售中介/咨询机构

- 我们只以书面协议形式委任代理、销售中介或咨询机构，它必须不会导致任何不当利益的获取
- 我们依据合适的服务说明支付代理、销售中介或咨询机构酬劳，以非现金电子支付完成

洗钱

- 我们采取所有合理的措施防止在我们影响区域内洗钱，报告可能的违规行为或可疑的情况

内幕交易

- 我们的员工必须遵循特殊要求处理“内幕信息”，这与H&R AG(股份公司)有关系
- 我们的员工要考虑不允许非公开信息交易，以及与第三方共享这样的信息

商业秘密和公司财产

- 我们保护保密信息不泄露给非授权的人员
- 我们使用公司财产和资源，无论重要的或不重要的，仅限于我们公司内的活动，除非个人或集体劳动合同已有其它安排

信息技术

- 我们的员工遵循适用的基础设施安保准则，发布的电子数据处理规定和不允许任何对系统的干扰，这些是汉圣集团基础设施的重要组成部分

报告，形成文件和外部沟通

- 我们按照要求，所有报告和其它文件必须陈述事实清楚、及时和准确，符合法律准则和法规
- 我们不向外部各方发表评论，只有董事会、当地公司官方新闻发言人（如有可能与集团相应层级的负责人协调）或汉圣集团发布申明才允许
- 如有可能，在对H&R AG相关公众有影响的所有说明和文本发布之前，应由H&R AG投资关系部先进行发布

数据保护

- 我们遵守适用的法律和准则，保护个人的数据。

Overview of our principles and values

Collaboration and equality of treatment

- We employees contribute to a pleasant working atmosphere as well as to a positive external image
- We take decisions on the selection of employees on the basis of objective and comprehensible criteria
- We respect and support compliance with recognized human rights and will not tolerate any discrimination or harassment of employees and/or business partners

Child labour / Compulsory labour / Illegal employment

- We refrain from any manner of child labour and compulsory labour. Each employee performs his activities on a voluntary basis and can terminate his employment in compliance with applicable notice periods
- We combat all other forms of illegal employment as they undermine the labour market and our social security system

Occupational safety / Health protection

- We take up measures, supported by occupational health and safety experts, to prevent illnesses and accidents
- We all share the responsibility for occupational safety in our area and follow all safety instructions and apply the necessary care in our own respective workplace: for our own benefit, for the benefit of our colleagues and the whole H&R Group

Environmental protection / Sustainability

- We design our manufacturing processes and process equipment, wherever possible and reasonable, to be state of the art and the best use of available resources with respect for our environment, for our neighbourhood, our business partners and employees
- We use the environmental media such as air, water and soil only in accordance with any applicable permissions and limitations; such permissions to be obtained before the event
- We construct and operate our production facilities in accordance with all applicable local rules and legal requirements

Conflicts of interests

- We avoid any business relations which can lead to a possible conflict of interest; primarily business relations with relatives, companions or close friends of employees or business partners. In principle, conflicts of interest which can arise due to a personal or business relation to customers, suppliers, lenders or other third party have to be avoided
- We observe the general obligation of secrecy by the careful and appropriate handling of sensitive or "in confidence" information

Competition and Antitrust Law

- We follow the applicable competition and antitrust laws and do not entertain any agreements or arrangements which illegally restrict prices, terms and conditions or volumes nor enter business relationships which may illegally restrict fair competition

Import and export regulations / Tax and customs law

- We comply with all applicable import and export laws including applicable policies, embargoes, sanctions or regulations as well as tax and customs laws

Undue advantages, benefits and gifts

- We achieve our success by the excellent quality of our services and products and we do not tolerate corruption or any other unfair commercial practices which might lead to the gain of any advantages
- We take into account the applicable current laws and do not offer, promise, grant, demand or accept any advantage for a carried out or future action in the public or in the private sector

Political affiliation and donations

- We do not donate to political parties, organisation or individuals, if this could be interpreted as an attempt to influence behaviour or action
- We allocate a donation for charitable purposes if the donation will be transparent, i.e. the purpose and recipient of the donation must be clear and verifiable, and the reputation of the H&R Group will not be harmed

Agents / Sales intermediaries / Consultants

- We appoint agents, sales intermediaries or consultants only in the form of a written agreement, which must not lead to the gaining of any inappropriate benefits
- We remunerate agents, sales intermediaries or consultants on the basis of an appropriate service description and effected by a non-cash electronic payment

Money laundering

- We take all reasonable steps to prevent money laundering within our area of influence and report possible irregularities or suspicious circumstances (e.g. payments by undefined third parties, payments to or from unusual bank accounts, payments in a currency deviating from that agreed upon in the invoice)

Insider dealing

- We employees must follow the special requirements for the handling of "inside information", which is on the subject of H&R AG. So called "inside information" is the specific, non public information about circumstances which, if disclosed, could have a major impact on the stock exchange price of securities of H&R AG. This is the case as soon as a sensible investor would consider this information important or relevant for his investment decision
- We employees take into account, that the trading of non-public information is not allowed, as well as the sharing of such information with third parties

Business secrets / Company property

- We protect confidential information from disclosure to unauthorised persons
- We use every company property and resource, whether material or immaterial, exclusively as part of our activity within the company, unless individual or collective employment contracts have made other arrangements

Information technology

- We employees follow applicable infrastructure security guidelines, published for electronic data processing and do not allow any interventions in the systems, which are an essential element of the H&R Group infrastructure
- We don't open or install unchecked files or software brought in by emails, downloads, the Internet or on storage media

Reporting, documentation and external communication

- We follow the requirements, that all reports and other documents must state the facts in a clear, timely and accurate manner, as well as in accordance with legal guidelines and regulations
- We do not comment to external parties and only official statements by the Board of Directors or the official spokesman are allowed
- Prior to publication all explanations and texts which have an effect on the public concerning the H&R AG will be released by the Investor Relations department if possible

Data protection

- We respect applicable laws and guidelines to the protection of personal data



2

原则和价值观

Principles and values

2 原则和价值观

2.1 合作和平等对待

所有员工都必须确保诚实、公平地对待合作者和商业伙伴，建立并维持安全的工作环境。因此，所有员工都有助于创建愉快的工作氛围和积极的外部形象。

客观的选择员工。只要能产生商业利益，须分析各种不同的可能性后在作决定。

确保作出的决定仅仅取决于客观评价，而不受个人喜好或情感的影响。

在商业交易中，H&R的员工须尊重民族文化差异以及个人权利。集团反对歧视任何员工或商业伙伴，包括其民族或种族身份，肤色，国籍，语言，血统，宗教，社会出身，残疾，身体特征，性取向，健康状况，工会会员，政治面貌，性别，年龄，外貌，父母地位或任何其他法律保护特征。H&R集团反对任何对于员工或商业伙伴的歧视或骚扰行为。

我们尊重且支持遵守人权的行為。該權利包括個人尊嚴及隱私保護。另外，我們承認集會和結社的自由權利以及利益團體的形成。

2.2 童工/强迫劳动/非法雇佣

禁止任何形式的使用童工和强迫劳动。每一位员工都在自愿的基础上劳动，并能依照法律规定在允许的范围内通知并终止雇佣关系。18周岁以下的员工不得从事危险性工作。

另外，我们反对任何形式的非法雇佣，因为该行为会破坏劳动力市场和劳动保障体系。

2.3 职业安全/健康保护

维护员工健康是每一位职员及H&R集团的利益。职业健康和专家通过适当措施提供支持，从而预防疾病和事故的发生。

2 Principles and values

2.1 Collaboration and equality of treatment

All employees must take care to ensure that collaborators and business partners are treated honestly and fairly and safe working conditions exist. In this way, all employees contribute to a pleasant working atmosphere as well as to a positive external image.

Decisions on the selection of employees are based on objective, comprehensible criteria. Wherever possible and commercially viable, several different possibilities must be assessed before any decision is taken.

Care must also be taken to ensure that decisions are not awarded on the basis of personal favours or feelings, but only on the basis of an objective appraisal.

In their business dealings, H&R employees must respect national and cultural differences and the rights of all individuals with whom they come into contact. It is a stated objective of the H&R Group not to discriminate against any employee or business partner with respect to ethnic or racial status, colour, nationality, language, descent, religion, social origin, disability, physical characteristics, sexual orientation, health situation, union membership, political affiliation, gender, age, appearance, parental status or any other legally protected characteristics. The H&R Group will not tolerate any discrimination or harassment of employees and/or business partners.

We respect and support compliance with recognized human rights. These rights include the protection of the personal dignity and the privacy of each individual. In addition we acknowledge the right of freedom of assembly and association and the formation of interest groups.

2.2 Child labour / Compulsory labour / Illegal employment

All forms of child labour and compulsory labours are prohibited. Each employee performs his activities on a voluntary basis and can terminate his employment in compliance with applicable notice periods. Employees under the age of 18 must not perform hazardous work.

Furthermore, we combat all other forms of illegal employment as they undermine the labour market and our social security system.

2.3 Occupational safety / Health protection

Maintaining the health of employees is in the interest of each individual as well as of the H&R Group. Experts of occupational health and safety render their support by implementing appropriate measures to prevent illnesses and accidents.



职业健康和法规提供法律依据。每位职工在相关工作领域承担职业安全。事故的发生往往因为缺乏警告和重视。

当处理潜在的危險源时必须引起重视。H&R集团的每位职员都需要遵守各类安全说明，在各自的工作中实施必要的保护措施：这不仅是为了自己的利益，也是为了同事甚至是整个集团的利益。

一旦发生相关事故，部门经理和安全经理须通知相关部门立即采取健康，安全和环境保护措施。

2.4 环境保护/可持续发展

尊重环境，社区，商业伙伴和员工，迫使我们遵循可持续发展，因此，我们致力于生产安全的产品，有效使用自然资源，并采用环保、节能及安全的生产工序。

所有的员工有责任和义务不断寻求如何降低因生产工序、产品和服务给环境带来的影响。我们尽可能合理的设计制造工艺和工艺设备，使之成为最先进的且能最佳利用现有的资源。

通常情况下，使用环境介质，如空气、水、土壤都需取得各自的权限批准。H&R集团所有员工在生产设备的建设和运营方面都要遵循当地规定和法律要求。

为防止故障、事故或危險事件，需要仔细设计工艺设备并定期、系统地进行检查、维护。因此，涉及该工作领域的所有员工都必须进行全面的介绍、培训和指导。

2.5 利益冲突

为了避免利益冲突，在与亲戚、个人伙伴、员工亲密伙伴以及商业伙伴的业务往来中必须注意尽可能大的保持透明度。应避免由个人或业务关系产生的与客户、供应商、债权方或其他任何第三方的利益冲突。

一旦发生类似情况，需要上报给公司管理层。公司管理层将讨论如何解决利益冲突或由此产生的影响。

Occupational health and safety regulations help to ensure this. Each employee shares the responsibility for occupational safety in his area. Accidents also happen due to a lack of caution and care.

Particular care must be taken when dealing with potential sources of danger. Every employee of the H&R Group is required to follow all safety instructions and apply the necessary care in his own respective workplace: for his own benefit, for the benefit of his colleagues and the whole H&R Group.

In the event of a relevant incident managers and safety managers have to inform the departments of the company responsible for health, safety and environmental protection immediately.

2.4 Environmental protection / Sustainability

Respect for our environment, for our neighbourhood and our business partners and employees, obliges us to sustainability and thus to produce safe products, to a fuel-efficient use of natural resources and the adoption of environmentally friendly, energy efficient and safe production processes.

It is the duty of all our employees to continually look for any improvement possibilities in order to reduce the environmental impact of our processes, products and services. For this we design our manufacturing processes and process equipment, wherever possible and reasonable, to be state of the art and the best use of available resources.

In general the usage of the environmental media such as air, water and soil may not take place without a respective permission. All employees of the H&R Group involved have to apply to local rules and legal requirements for the construction and operation of our production facilities.

To prevent malfunctions, accidents or hazard incidents the production facilities have to be designed carefully as well as inspected and maintained on a regular and systematic basis. Hence, all employees of the H&R Group involved must be thoroughly introduced, trained and supervised.

2.5 Conflicts of interests

In order to avoid conflicts of interest, there must be paid attention to the greatest possible transparency especially with regard to business relations with relatives, personal partners or close friends of employees and business partners. Any conflicts of interest arising from a personal or business relationship to a customer, supplier, creditor or any other third party must be avoided.

If such relations are conducted, they must be disclosed to company management. Company management will discuss how to settle the conflict of interest or remove the impression that a conflict has arisen, with the employee concerned.

任何员工在与竞争方、商业伙伴产生私人关系或合作关系时，必须考虑到自己特殊的身份以防泄露公司内部信息。同样，每位员工须谨慎、私密的处理集团内部事件，尤其是遵守雇佣合同中相关保密义务。

2.6 竞争和反垄断法

H&R集团遵循竞争和反垄断法，不参与签署任何非法限制价格的条款的协议，不参与违反限制公平竞争的商业关系。

禁止任何会导致竞争限制的蓄意协调。违背反垄断法将会受到处罚、索赔损失及受损的H&R集团名誉。

2.7 进出口条例/税法和海关法

H&R公司作为国际性化工集团，遵循所有现行进出口条例，包括现行的政策、禁运、制裁或法规（如，欧盟两用物法规）以及税法和海关法。公司确保负责该领域的员工不会非法处理关税和税收或违反合作义务。

2.8 不当得利，好处和礼物

H&R集团凭借优良的产品和服务受到外界肯定。为了确保可持续发展，我们不断努力，力图满足日益增长的客户期望。每位员工都需确保客户能及时收到高品质产品——绝无例外。产品和工序的不断改善、优化以及提升顾客的满意度一直作为公司的日常工作指导方针。

公司的成功来自脚踏实地的努力。公司杜绝贪污受贿或任何形式的、能带来利益好处的不正当商业行为。因此，必须考虑以下几点：

- 1) 原则上，禁止员工向公共部门官员提供或给予利益。

公共部门官员包括文员、仲裁员、法官或其他公职人员（含外国官员）或履行公共管理职责的人。该类人员也包括履行公共义务或国家或市级机关旗下的公司文员或职工。

Any employee, who has a personal connection or partnership with an individual who works for a direct competitor, business partner or for the H&R Group, must be aware of his particular situation concerning access to internal information. Accordingly, each employee must handle all internal matters to which he has access through his work for H&R Group, sensitively and in confidence. In particular, the employee must observe the general obligation of secrecy under his contract of employment.

2.6 Competition and Antitrust Law

The H&R Group follows the applicable competition and anti-trust laws and regulations and does not enter into any agreements or arrangements which illegally restrict prices, terms and conditions or volumes nor enter business relationships and therefore illegitimately restrict fair competition.

All forms of a deliberate coordination are forbidden if it leads to a restriction of competition. Violation to anti-trust laws can lead to significant penalties, claims for damages as well as major reputational damages for the H&R Group.

2.7 Import and export regulations / Tax and customs law

As an international chemical speciality group the H&R Group complies with all applicable import and export laws including applicable policies, embargoes, sanctions or regulations (e.g. the E.U. regulations on dual-use items) as well as tax and customs laws. The employees responsible for this area ensure that an illicit treatment of duties and taxes or a violation of our duties of cooperation does not occur.

2.8 Undue advantages, benefits and gifts

The H&R Group will convince exclusively by the excellent quality of our services and products. To ensure sustainable success of our company, we continuously strive to meet the continuously growing customer expectations. Each employee has to make sure that our customers will receive products of the highest quality and in time - without any exceptions. Continuous improvements and optimisation of our products and processes as well as high customer satisfaction are central guidelines for our daily work within the company.

Our success is achieved through performance, and we do not tolerate corruption or any other unfair commercial practices which might lead to gain any advantages. Therefore, the following points have to be considered:

- 1) In principle, employees are forbidden to offer or to grant benefits or other to public sector officials.

Public sector officials include clerks, arbitrators, judges and any other person (including a foreign official) employed as a public official or commissioned to perform duties by the public administration. This category may also include clerks or employees of private

- 2) 禁止员工在业务运营中提供物品或服务来获得竞争优势（商业贿赂）。反之，员工禁止向某公司员工索取或接受好处从而不公平对待该公司与其他竞争公司（易受商业贿赂）。
- 3) 业务交易中的礼品、盛情款待或其他利益通常反应某种标准商业惯例的水平。但是，当接受或提供礼品、盛情款待或其他利益时，其社会適切性和税收问题都必须加以考虑。
- 4) 公司禁止员工提供或接受现金或贵重物品。可参照以下措施，如有疑问，可向上级领导寻求建议，必要时须上报公司管理层。
 - a) 当接受或赠送礼品时，须确保
 - 不能按要求赠送礼品。
 - 在无法确定固定的金额时，一个礼品或多个不同礼品的价值不能高的离谱。公司根据现行的德国税法对货币性福利的限制，同时参考国内现行法律法规，通常拟定并控制礼品的价值上限，特殊情况除外。例如，礼物的价值不能超过接收者的生活水平或与他相同职位的人。
 - 礼品的接受不得负强制性义务或影响接受者作出决策，特别是对于即将发生、易受影响的决定。
 - 所有礼品，无论其价值多少都须书面上报给上级领导，一定程度上确保礼品接收的透明化。
 - 上级主管也须书面上报任何超出价值规定的礼品；或者多种礼品的价值都在规定限额内，但其超越常规礼品的性质。上级主管将决定是否须要退回礼品。如果接收的

companies, if the company is discharging public duties and is controlled by the state or a municipal authority.

- 2) Employees are also forbidden to offer or to grant benefits in business operations related to the supply of goods or the provision of services, if the aim is to make the recipient of the benefit treat H&R more favourably than competitors (commercial bribery). Conversely, employees are prohibited from requesting or accepting benefits from the employees of other companies which result in the company behind the giver of the benefit being given unfair preferential treatment over its competitors (susceptibility to commercial bribery).
- 3) Gifts, hospitality and other benefits given during business dealings must always reflect a certain level of standard business practice. However, when accepting or offering gifts, hospitality or other benefits, their social appropriateness and tax implications must always be taken into account.
- 4) The offering or acceptance of cash or valuables is strictly prohibited for our employees. The following measures must be observed in this regard, and in the case of doubt, advice must be sought from your superior who must, if necessary, seek advice from the company management.
 - a) When accepting or giving gifts, it must be ensured that:
 - the gift is not being made on request.
 - the value of one or several different gifts should not be disproportionately high, if no fixed amount can be determined. A value limit as a guidance, corresponding to the current German tax limit on monetary benefits (currently EUR 44,00 according to § 8, paragraph 2, sentence 11 German Income Tax Law (EStG)) should, however, only be exceeded in exceptional cases. Applicable domestic regulations should be observed in each case. It is essential that an appraisal is made, i.e. the gift must not exceed the living standards of the recipient nor that of other individuals in a similar position.
 - the acceptance of the gift must not obligate or influence the recipient in any way, particularly if a decision susceptible to influence is imminent.
 - each gift, irrespective of its value, must be reported in writing to your superior, partly to ensure the greatest possible transparency in this regard.
 - your superior must also be informed in writing of any gifts received which exceed the value limit, or if several gifts under the value limit considered



礼品满足上述条件，上级主管可批准接收者保留礼品。不符合规定的礼品须退还。部门之间由于工作性质的不同可能会收到很多礼品（如采购），部门经理可组织抽奖来分配礼品或捐赠给公益事业。

- 礼品必须透明化，商业伙伴寄送礼品的地址必须是办公地址。
 - 公开礼品，H&R将不会遭受任何形式的攻击或身处困难局面。
- b) 允许在商务联系和商务环境中接受或提供邀请和招待。允许商业伙伴合理支付直接关系到企业商业活动费用（如招待费，住宿费等）。对于长期的业务关系，邀请应是相互的。在任何情况下都应上报给部门经理。
- c) 在H&R的商业利益前提下，允许出席由商业伙伴组织的非业务性质活动（如体育，文化或夜间活动）。特别是对于高价门票（如，VIP），尤其当除票价外，获得此票代表特殊待遇的，须注意其社会恰当性，且须以书面形式得到部门经理的批准。直接关系商业活动所产生的费用（门票、招待费、住宿费等），允许商业伙伴合理支付。同时也需要以书面形式上报部门经理。在出席活动前需要得到经理的审批，否则，则须尽快通知部门经理。
- d) 商业伙伴对于企业活动的赞助（如，提供现金或非现金来赞助活动的全部或绝大部分开支）必须首先通过部门经理的批准。

collectively, go beyond the usual nature of a gift. Your superior will decide whether the gift received can be kept or must be returned. If the gift meets the above criteria for admissibility, your superior will as a rule decide that the recipient can keep the gift. If the gift does not meet the criteria, the decision must be taken to return it. In departments in which, due to the nature of their work, many gifts are received (such as purchasing), the manager should generally organize a raffle for the allocation of gifts or donate them to a good cause.

- gifts must be transparent, for example they must only be sent to the business address of the business partner.
 - after the gift is made public, H&R would not be liable to any kind of attack or placed in a difficult situation.
- b) Invitations and hospitality must only be accepted or offered if made in connection with business and in a business context. The payment of expenses directly related to business events (such as hospitality expenses, accommodation etc.), by or for business partners, is permitted within reason (social appropriateness). For long-term business relations, the invitations should be reciprocal. The line manager should always be informed in any case.
- c) Participation in events which are predominantly of a non-business nature (e.g. sporting, cultural or evening events) offered by business partners is only permitted if attendance at the event is in the business interests of H&R. For entrance tickets of particularly high value (e.g. VIP cards), but particularly when, apart from the purchase price of the ticket, the mere chance of obtaining such a ticket represents a privilege, particular regard must be given to social appropriateness and the consent of your line manager must be obtained in writing. The payment of expenses by business partners, which are directly related to business events (such as entrance fees, hospitality expenses, accommodation etc.), is permitted within reason (social appropriateness). Your line manager must also be informed in writing in these cases. His decision must be obtained before the event, if possible, failing which the line manager must be informed as soon as possible.
- d) The sponsoring of corporate events by business partners (i.e. the provision of cash or non-cash benefits to cover all or a significant part of the costs of the event) must first be approved by your line manager.

- e) 工会员工得到相应的工作报酬外，不得接受因工会活动而产生的额外利益。

一旦对合规管理层或者上级所提出的观点产生疑问，如有必要，可向公司管理层寻求意见和帮助。

2.9 政治派别和捐赠

H&R集团试图通过捐赠拉拢政治团体、政治职务候选人或行使国家职责的个人，或通过捐赠提供服务或其他支持行为都被视为不当影响，都需要被严格禁止。

H&R集团出于慈善目的的捐赠必须通过公司管理层。任何捐赠都需要透明化，如，明确和可验证捐赠的目的和接受者。核实捐赠，以防H&R集团的名誉受损。

2.10 代理/销售中介/咨询机构

只以书面协议形式委任代理、销售中介或咨询机构。它们所涉及的服务杜绝接受任何不当利益和好处。酬金应基于提供适当的服务并且是非现金电子支付方式完成。

2.11 洗钱

H&R集团采用所有合理的措施防止洗钱。疑似违规行为或可疑情况是指，如，不明确的第三方支付，通过异常的银行账户支付，以货币支付背离发票或偏离正常的市场条件。

另外，H&R集团的所有员工有权核实商业伙伴的诚信度是否与集团要求相一致。一旦出现可疑情况，员工有责任直接向上级汇报。

2.12 内幕交易

H&R AG作为一家上市公司受限于一些特殊要求，该要求也适用于所有在职员工-学习内幕交易知识。所谓‘内幕信息’是非公情况下的特定信息，一旦泄露，将对公司的股票交易价格产生重大影响，同时也会影响敏感的投资者的决策。

- e) To the extent that allowances are paid to employees, care must be taken to ensure that members of the works council do not receive benefits on account of their activities for the works council.

In cases of doubt the opinion of Compliance Management as well as your superior, who, if necessary, will seek advice from company management, must be obtained first.

2.9 Political affiliation and donations

Donations by H&R Group to political parties and organisations in close contact with political parties, candidates for political office or individuals exercising state duties, or the provision of services or other support activities liable to be construed as undue influence, are forbidden.

Donations by H&R Group to charitable causes must only be made with corresponding authority from company management. Any donation will be transparent, i.e. the purpose and recipient of the donation must be clear and verifiable. When deciding on donations it has to be confirmed that the reputation of the H&R Group will not be harmed.

2.10 Agents / Sales intermediaries / Consultants

The appointment of agents, sales intermediaries or consultants has to be made in the form of a written agreement; the provision of such services must not allow the gaining of any inadmissible benefits. Remuneration is based on an appropriate service description and effected by a non-cash electronic payment.

2.11 Money laundering

The H&R Group takes all reasonable steps to prevent money laundering within its area of influence. Possible irregularities or suspicious circumstances are for example payments by undefined third parties, payments to or from unusual bank accounts, payments in a currency deviating from that agreed upon in the invoice or unusual market conditions.

In addition, all employees of the H&R Group are instructed to verify that the integrity of business partners is in line with the requirements of the Group. In case of any suspicion of money laundering by a business partner, our employees have the duty to report this to their superiors directly.

2.12 Insider dealing

As a public company, listed on the stock exchange, H&R AG is subject to special requirements which also apply to the employees of the whole H&R Group, as long as they - in the individual case - gain knowledge of insider information. The so-called „Inside information“ is the specific information of non-public circumstances which, if disclosed, could have a major impact on the stock exchange price of securities of H&R AG. This is the case as soon as a sensible investor would

内幕交易法禁止基于不公开信息的交易以及将此类信息与第三方共享的行为。

所有员工都须遵守现行内幕交易法。

2.13 商业秘密/公司财产

机密信息（如工业/商业机密或任何未公开的内部事宜）必须保密处理并且不得向未授权的人透露。如有必要，该原则也同时适用于与客户和商业伙伴的谈判。禁止向第三方透露机密信息或用于其它商业目的。

公司的财产和资源，无论是物质的或非物质的，仅仅用于公司内部的活动，除非个人或集体劳动合同有其他安排（例如，关于电话或公司车辆的使用）。

2.14 信息技术

电子数据处理是H&R集团基础设施的重要组成部分。系统中的干扰可能会导致生产设备或其他程序的终止。所有员工都需要主动遵守并支持IT部门发布的安全指导方针。例如，邮件附件，网络下载或一个存储文件应在启动或安装前进行核查。

2.15 报告，形成文件和外部沟通

所有的金融报告，会计凭证，发展报告，销售报告，费用票据，环境和安全报告以及其他公司文件必须以清楚、及时和准确的方式阐述。尽量遵守所有关于代理记账，财务报表和财务程序的法律条款和规定。

同样，根据H&R基本原则，所有试图要公布的信息和文件都必须遵循事实原则以及法律准则和条例。

consider this information for his investment decision.

The insider trading law prohibits trading on the basis of non-public information as well as the sharing of such information with third parties.

All employees of the H&R Group are committed to follow the existing laws of insider dealing.

2.13 Business secrets / Company property

Confidential information (such as industrial or business secrets or any other important internal matters, which are not generally accessible or published), must be treated in confidence and protected for disclosure to unauthorised persons in an appropriate way. Wherever possible, these principles must also be observed during discussions with customers and business partners. The release of confidential information to third parties or its use for any other than business purposes is prohibited.

Company property and resources, whether material or immaterial, are to be used exclusively as part of activity for the company, unless individual or collective employment contracts have made other arrangements (e.g. regarding the use of telephones or company cars).

2.14 Information technology

Electronic data processing is an essential element of the H&R Group infrastructure. Active interference in the systems may close down production facilities and stop other processes. All employees are required to follow respective security guidelines published by the IT departments and support active adherence to them. For example email attachments, internet downloads or files of a storage media should be verified first prior to any start-up or installation.

2.15 Reporting, documentation and external communication

All financial reports, accounting documents, development reports, sales reports, expense notes, environmental and safety reports and other company documents must state the facts in a clear, timely and accurate manner. It is essential that all the provisions of laws and regulations concerning bookkeeping, financial statements and financial procedures are complied with to the best of your knowledge.

Likewise, according to one of the fundamental principles within H&R, it must always be ensured that all information and documentation compiled and intended for presentation or publication corresponds to the facts as well as legal guidelines and regulations.



对于某些官方声明的发布，特别是新闻发布，只允许当地或集团的官方新闻发言人、H&R AG或H&R集团的的董事会执行。所有对H&R AG有相关影响的说明和文本在发布之前，都应由投资关系/公共关系部门审核通过。如有任何疑问，公司管理层将尽可能延迟公布。

关于商业交易的文件必须提供真实和准确的交易图片。公司禁止任何与客户或商业伙伴签署的书面或口头的补充协议，该协议试图修改或取代现有或已执行的合同或条款。如果急需一份补充协议，该协议必须首先通过法律部门审核。

2.16 数据保护

H&R集团保护员工、商业伙伴和任何第三方的个人数据。在相关法律及公司规定范围内，常规业务运营方可记录、收集、处理、使用或保存个人数据。

With regard to the publication of certain official statements, particularly press releases, these will only be made through the press spokesman of the location (if possible coordinated with the responsible persons on group level) or the H&R Group as well as by the Board of Directors of H&R AG or by the directorate of the H&R Group. All statements and public texts, concerning the H&R AG, must be approved by the Investor Relations/Public Relations department prior to publication. In the case of doubt, company management will delay publication, if possible.

Documents concerning business transactions must give a true and accurate picture of the transaction in question. The company prohibits any supplementary agreements from being made in writing or verbally with customers or business partners which amend or replace existing or previously-executed contracts and agreements. If a supplementary agreement is seen as being urgently required, it must first be agreed by to, and authorized by, our legal department.

2.16 Data protection

The H&R Group supports the protection of personal data of its employees, business partners and any third-party. Personal data are recorded, collected, processed, used or saved for regular business operations insofar it is allowed by relevant laws and corporate directives of H&R.



3

实际运用 Practical application



3 实际运用

行为准则是公司理念中必不可少的一部分，也是员工工作和生活中的一部分。

任何试图违反行为准则都可视为违反就业法，并且会根据现行就业立法产生一系列惩戒性措施，如警告、解聘。个别违纪行为还可能导致赔偿或根据现行刑法规定构成刑事犯罪。

长期与商业伙伴建立信任关系对于H&R集团是至关重要的。我们希望我们的商业伙伴也遵循行为准则的相关内容，并且将行为准则作为选择合作的参考依据。

3 Practical application

This Code of Conduct must be an integral part of the company philosophy and is part of everyday working life for all H&R employees.

Any significant intentional breach of the rules of the Code of Conduct is a breach of obligations under employment laws and can lead to disciplinary measures such as warnings and dismissal in accordance with current employment legislation. Individual disciplinary offences can also lead to claims for compensation or constitute criminal offences liable for prosecution under current criminal laws.

A long-term and trusting relationship with business partners is important to the H&R Group. We expect that our business partners follow the principles of this Code of Conduct and will take this into account when selecting our business partners.



4

范围/成效 Scope / Effectiveness

4 范围/成效

该行为准则适用于H&R集团并可通过电子学习。

签字审批后的行为准则在集团内部及员工之间相互传阅并学习。

4 Scope / Effectiveness

The scope of this Code of Conduct and the related eLearning is the H&R Group.

The Code of Conduct documented herein is passed and released after having been signed. Thereupon, it is bindingly put into effect for the H&R Group and its employees.

汉堡 (Hamburg), 2016 年 4 月 1 日

地点, 日期 / Place, date



签名 / Signature

Niels H. Hansen

Übersetzung / Name

汉堡 (Hamburg), 2016 年 4 月 1 日

地点, 日期 / Place, date



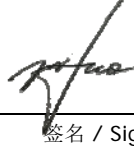
签名 / Signature

Detlev Wösten

姓名 / Name

宁波 (Ningbo), 2016 年 4 月 1 日

地点, 日期 / Place, date



签名 / Signature

Yonghong Hugh Luo

姓名 / Name

汉堡 (Hamburg), 2016 年 4 月 1 日

地点, 日期 / Place, date



签名 / Signature

Nils Hansen

姓名 / Name

汉堡 (Hamburg), 2016 年 4 月 1 日

地点, 日期 / Place, date



签名 / Signature

Sven Hansen

姓名 / Name