



# CODE OF CONDUCT

Directives of Fronius Intelligent Equipment (China) Co., Ltd.

## 行为准则。

伏能士智能设备(上海)有限公司行为准则



## CODE OF CONDUCT

The public image of Fronius is influenced by the behavior and morality of every employee. All employees have the responsibility to ensure that Fronius fulfills its corporate social responsibility. In order to organize business in an ethical manner, we all staff should standardize business conduct and ethical rules, and guide the behaviors of our customers, suppliers, the public and other stakeholders in good faith.

Our values – Integrity, Sustainability, Honest, Cohesion and Concentrate – are the guiding principles at the heart of everything we do. Through this code of conduct, we are committing ourselves to acting responsibly and in an appropriate manner. In this way, our employees will be better equipped to make business decisions and take action as autonomous individuals.

Our employees are crucial to the success of our company because they are the bedrock of our reputation and of the trust that our customers place in us. It is precisely for this reason that clear ethical and moral principles need to be built into our business approach.

This code of conduct applies to all Fronius employees (white- and blue-collar employees, apprentices, interns and leased staff) regardless of their position within the company. We also expect our business partners to behave with integrity and in accordance with the law in line with this code.

Each and every employee is individually responsible for complying with and implementing the code of conduct. Managers are required to set a good example for employees by putting the code of conduct into practice themselves. They must also instruct their employees so that they know how to respond to the code of conduct, must check that their employees are actually following it and provide them with training.

When interpreting the rules of the code of conduct, employees must also rely on their own judgement and must ask themselves whether a particular course of action is ethically or morally questionable, or could potentially provoke criticism. However, in those cases where legal regulations apply, there is absolutely no room for personal discretion.

## 行为准则。

伏能士的公共形象受每一位员工的行为和道德所影响，所有员工都有责任确保伏能士履行其企业社会责任。为了以遵守职业道德的方式开展业务，我们全体员工应规范商业行为和道德准则，并诚信引导我们的客户、供应商和公众等利益相关者的行为。

我们的价值观是正直，可持续发展，诚信，凝心聚力。是我们所做工作的核心指导原则。通过这一行为准则，我们承诺以负责任和适当的方式行事。这样，我们的员工将能够更好的自主决策和采取行动。

员工对于我们公司的成功至关重要，因为他们是公司声誉的基础和客户对公司信任的根基。正是出于这个原因，在我们的企业管理中需要建立明确的伦理和道德原则

此行为准则适用于所有伏能士员工（白领和蓝领员工、学徒、实习生和租赁员工），无论他们在公司中的职位如何。同时，我们也希望我们的业务合作伙伴诚实守信，遵守法律与本准则。

每位员工都应当遵守本准则，并对自己的行为负责。经理们必须以身作则为员工树立好榜样。同时，还必须指导员工，使得他们知道如何对行为准则的问题做出回应。经理们必须检查员工是否确实遵守了行为准则并为员工提供培训。

在解释行为准则的规则时，员工还必须依靠自己的判断，并且需要扪心自问某一特定的行为在伦理上或道德上是否有问题或者是否可能会招致批评。但是，在法律法规适用的情况下，绝对没有个人自由裁量的余地。



If employees have any questions or doubts about the code of conduct, they are welcome to seek clarification from their line managers, the Managing Director, Mr. Tong Yanjun and the Director for General Department, Mrs. Zhang Ming, at any time. The Managing Director is also the ultimate authority for settling controversies or questions of interpretation, and its interpretation shall be binding.

**The Managing Director/ the Director for General Department can be contacted via the following e-mail address:**

[Tong.Yanjun@fronius.com](mailto:Tong.Yanjun@fronius.com)

[Zhang.Ming@fronius.com](mailto:Zhang.Ming@fronius.com)

如果员工对行为准则有任何问题或疑问，欢迎随时向他们的直属经理，或董事总经理童彦君先生或综合部总监张铭女士请求解释说明。董事总经理是解决争议或解释问题的最终权威，其解释具有约束力。

可以通过以下电子邮件地址与董事总经理/综合部总监联系：

[Tong.Yanjun@fronius.com](mailto:Tong.Yanjun@fronius.com)

[Zhang.Ming@fronius.com](mailto:Zhang.Ming@fronius.com)



## 1 LEGISLATION/OTHER REGULATIONS

Compliance with the applicable legislation and with internal and external regulations underpins all our business activities and decisions.

## 2 FREE/FAIR COMPETITION

Professional, fair and transparent conduct in the marketplace is conducive to safeguarding our interests in the long term and helps Fronius to securely maintain its competitiveness in a sustainable way.

- / When participating in the market, we steer clear of underhand marketing arrangements, market abuse or concentrations of power. We avoid any restriction of free competition and any breach of competition and antitrust laws. We respond to the challenges on the market by ensuring that our employees are qualified and motivated, that our processes are efficient and that our products are of high quality.
- / In our dealings with our competitors, the following are strictly prohibited: arrangements of any kind relating to prices or production quantities; discrimination against other market participants; splitting or dividing up the market by apportioning customers, suppliers, territories or business areas; exerting unreasonable pressure on business partners; sham offers and similar agreements with other competitors; collusive tendering; and any exchange of confidential information belonging to other market participants, including, in particular, price calculations, production capacities, production costs, terms and conditions of sale.
- / We do not discuss any internal matters with our competitors that could affect market behaviour, particularly prices and terms and conditions of sale, costs and calculations, stock lists and capacities, production schedules, strategic information of any kind, and confidential or protected information.

## 1 立法/其他规定

遵守法律以及内部和外部法规是加强我们所有业务活动和决策的基础。

## 2 自由/公平竞争

在市场环境中专业、公正和透明的行为有利于维护我们的长期利益，并且有助于伏能士以可持续的方式保持竞争力

- / 参与市场时，我们会避免进行不正当的营销安排、市场滥用或权力集中。我们避免任何限制自由竞争的行为以及任何违反竞争法和反垄断法的行为。我们通过确保员工是合格和积极的，确保我们的流程是高效的、我们的产品是高质量的来应对市场上的挑战。
- / 在与我们的竞争对手打交道时，严禁以下行为：与价格或产量有关的任何形式的安排；对其他市场参与者的歧视；通过分配客户、供应商、地区或业务领域来分割市场；对商业伙伴施加不合理的压力；与其他竞争对手虚假报价以及类似的协议；串通招标行为以及交换其他市场参与者的机密信息，尤其指价格计算、生产能力、生产成本、销售条款和条件的信息。
- / 我们不会与竞争对手讨论任何可能影响市场行为的内部事务，特别是价格和销售条款和条件、成本和计算、库存清单和产能、生产进度、任何类型的战略信息以及机密或受保护的信息。



- / In cases where we receive such information unsolicited from third parties, this is to be documented and reported to the Director for General Department.
- / We are sincere in our dealings with our suppliers and treat them fairly. We make purchasing decisions purely on the basis of quality, deadlines and prices.
- / Our cooperation in associations and lobby groups is geared towards positive economic development. All participation in and activities associated with such associations are subject to the above stipulations; it is forbidden to exchange market and price-related information or to exchange confidential company information.
- / Whenever conduct in breach of competition law is identified, it must be reported to the Managing Director and the Director for General Department immediately.
- / 如果我们收到来自第三方未经请求而给予的此类信息，我们会将这些信息记录在案并报告给综合部总监。
- / 我们真诚地与供应商们打交道，并公平对待。我们仅根据质量、交付期限和价格来做出购买决定。
- / 我们在协会和游说团体中的合作旨在实现经济的积极发展。所有参加此类协会以及与此类协会相关的活动均应遵守上述条款；禁止交换与市场 and 价格相关的信息或公司的机密信息。
- / 每当发现违反竞争法的行为时，应当立即向董事总经理和综合部总监报告。

### 3 CORRUPTION/BRIBERY/ MONEY LAUNDERING

We reject corruption in any form. Corruption is the abuse of one's power for one's own personal gain or benefit. When accepting or granting benefits, we always take care to ensure that they are appropriate and do not reflect badly on us in any way, irrespective of whether or not there is a criminal dimension involved.

Appropriate action must be taken to counter even the slightest hint of unacceptable or dubious conduct. For this reason, all our employees are forbidden from granting or accepting benefits of any kind, particularly in cases where this could unduly affect business activities.

All business activities of the company must be based on fair dealings. No employee should accept bribery, bribe others, or accept commissions, rebates or other personal benefits.

We do not tolerate any form of bribery. The granting or acceptance of gifts of any kind that give rise to obligations or expectations is alien to us and will not be tolerated.

### 3 贪污/贿赂/洗钱

我们拒绝任何形式的贪污。贪污是为了谋取个人利益而滥用权力的行为。在接受或给予利益时，无论是否涉及刑事方面，我们始终注意确保它们是适当的并且不会以任何方式对我们造成不良影响

必须采取适当的措施来应对这些不可接受或可疑的行为，哪怕是最轻微的暗示。基于此，我们的所有员工均不得被授予或接受任何形式的福利，尤其是在这可能对业务活动产生不当影响的情况下。

公司的所有商业行为必须建立在公正交易的基础之上。任何员工都不可接受贿赂、贿赂他人，或者接受佣金、回扣及其他个人好处。

我们不容忍任何形式的贿赂。给予或接受任何会引起责任或预期的“礼物”对我们来说都是不能容忍的。



Except giving or accept appropriate gifts in the common business environment, employees should not provide or receive improper cash, gifts or entertainment that can affect objective decision or fair dealings.

By “gifts” we mean any form of advantage bestowed, in particular invitations or other benefits such as cash payments, vouchers/coupons, savings/reductions or intangible benefits. This does not include gifts of minimal value, hospitality that is provided as part of normal business practice, donations to people in need and sponsoring activities that are carried out with sufficient transparency.

Money laundering is the process of feeding sums of money or assets obtained by illegal means into the legal financial and business markets. The money mainly originates from prohibited activities such as tax evasion, bribery, blackmail, corruption, robbery, drug trafficking or the illegal arms trade. The purpose of the “laundering” process is to conceal these origins.

We are committed to compliance with all applicable anti-money laundering regulations. No flows of money are to be accepted if they could potentially be associated with money laundering. In cases of doubt, careful scrutiny is required.

## 4 INTEGRITY/RESPECT

Every human being is precious and unique. We value and foster the abilities of each individual.

Our self-image and our code of conduct compel us to honour the dignity and personhood of each employee, to deal with one another respectfully and to have due and deliberate regard for diversity in a way that creates value.

Discrimination of any kind whatsoever will not be tolerated. This includes any form of discrimination on the basis of a person's views and beliefs; on cultural, religious or political grounds; on the basis of differing sexual orientations; and on the basis of differing mental or physical characteristics or abilities.

除了在商务常规环境中赠予或接受适当的礼品外，员工不应提供或接受能够影响做出客观决定或公正交易的不正当现金、礼品或娱乐。

“礼物”是指被给予的任何形式的好处，尤其指邀请或其他利益如现金支付、代金券/优惠券、储蓄/降价或其他无形利益。但这不包括最低价值的礼物，例如正常商业惯例的款待行为、对有需要的人的捐赠以及在足够透明的情况下进行的赞助活动。

洗钱是将通过非法手段获得的资金或资产注入合法金融和商业市场的过程。这些钱主要来源于被法律禁止的行为，例如逃税、贿赂、勒索、贪污、抢劫、贩毒或非法的武器贸易。“洗钱”的目的在于掩盖这些非法来源。

我们承诺遵守所有现行的反洗钱法律法规。不得接受与洗钱相关的资金流动。对于任何值得怀疑的情形，都需要经过仔细的审查

## 4 正直/尊重

每个人都是宝贵而独特的。我们重视并培养每个人的能力。我们的自我形象和行为准则使得我们尊重每位员工的尊严和人格，我们尊重他人，并以创造价值的方式慎重的考虑人之间的差异。

伏能士不能容忍任何形式的歧视。包括基于个人观点和信仰产生的歧视；基于文化、宗教或政治等理由的歧视；基于不同的性取向的歧视；以及基于不同的精神或身体特征或能力的歧视。





Similarly, under no circumstances will we tolerate any kind of sexual harassment. This also includes insinuating remarks or innuendos, whether made verbally or in writing, degrading expressions or comments of a similar kind or pictures and images of a similar kind.

Any form of human trafficking, child labour or forced labour is strictly prohibited and is not acceptable to Fronius even if only evident to a rudimentary extent.

## 5 CONFLICTS OF INTEREST

We make our decisions objectively and impartially based on the facts. If employees enter situations where their own personal or economic interests come into conflict – or could potentially come into conflict – with the interests of Fronius, we expect them to act solely in the interest of the company. Every employee is required to fully disclose any current or potential conflicts of interest to their direct line manager immediately and unprompted, and – if necessary – to request special permission, even in cases where only a perceived conflict of interest of this kind might arise.

Outside employment always requires prior written permission from the employee's direct line manager and the HR department must also be informed. This also applies to participation in the supervisory or advisory boards of companies outside of the Fronius Group.

No employee should utilize company property, information or his position in the company to seek business opportunities that should belong to the company.

同样，在任何情况下我们都不会容忍任何形式的性骚扰。这也包括以口头或书面形式作出的暗示性的言论或暗讽，类似有辱人格的表达、评论或类似的图片和图像。

伏能士严格禁止任何形式的贩卖人口、雇佣童工或强迫劳动的行为，即使只是最初步的程度，也不能被接受。

## 5 利益冲突

我们根据事实客观、公正地做出决定。当出现员工的个人或经济利益与公司的利益发生冲突（或可能与之发生冲突）的情况时，我们希望员工能够以公司利益为重。每位员工都必须主动、立即向其部门经理充分披露任何现有的或潜在的利益冲突，并在必要时申请特别许可，即使是在可能出现这种利益冲突的情况时亦如此。

劳务派遣通常需要事先获得员工部门经理的书面许可，并且必须通知人事部门。这也同样适用于参加伏能士集团以外公司的监事会或咨询委员会的情形。

任何员工都不能运用公司财产、信息或其在职公司的职位谋取本应属于公司的商业机会。



No employee should obtain any private financial transactions from their customers, suppliers or competitors. Employees should treat customers, suppliers, competitors, regulators and other colleagues fairly. Economic involvement with competitors or business partners of Fronius (customers or suppliers) is forbidden. The only exceptions to this are minor shareholdings in listed companies, provided that these are in line with standard investment management practices. Managers must also make their direct line managers and the legal department of Fronius International aware – in a verifiable manner – of any shareholdings that their close family members have in competitors or business partners of Fronius. The legal department of Fronius International can be contacted via the following e-mail address: [legal@fronius.com](mailto:legal@fronius.com).

Transactions with business partners must be reported to the employee's direct line manager well in advance of any contract negotiations in cases where close family members of the employee are involved in the corporate decisions of the business partner or are acting directly as negotiators on behalf of the business partner.

If employees have close family members working in the same department as themselves, they must disclose this to their direct line managers in a verifiable manner. By "close family members", we mean spouses, partners, parents, siblings and children.

## 6 HANDLING OF COMPANY INFORMATION/ NON-DISCLOSURE

Confidential information of any kind (financial data, contracts, correspondence, technical data) that is obtained in a professional capacity is intended exclusively for internal use and must not be utilised to pursue personal interests. Nor is it to be disclosed to external third parties without permission. Company information must always be kept safe and must be secured to prevent access by third parties.

员工不能从本公司客户、供应商或竞争者处获得任何私人财务交易。员工应遵循公平原则对待客户、供应商、竞争者、监管者以及其他同事。禁止与伏能士的竞争对手或商业伙伴（客户或供应商）有经济联系。唯一的例外是若在上市公司中持有少数股权，只要这些股权符合标准的投资管理惯例。经理们还必须让其直属部门经理和伏能士（国际）法务部以证实的方式了解其近亲属在伏能士的竞争对手或商业伙伴中持有的任何比例的股权。可通过以下电子邮件地址与伏能士（国际）法务部联系[legal@fronius.com](mailto:legal@fronius.com)。

如果员工的近亲属参与到商业伙伴的公司决策中，或者直接代表商业伙伴进行谈判，则在进行合同谈判之前，员工必须将与商业伙伴的交易报告给直属的部门经理。

如果员工的近亲属与其本人在同一部门工作，则必须以可证实的方式将此信息披露给部门经理。“近亲属”是指配偶、伴侣、父母、兄弟姐妹和子女

## 6 公司信息的处理/保密

以专业能力获得的任何类型的机密信息（财务数据、合同、通信、技术数据）仅供内部使用，且不得用于追求个人利益。未经许可，也不得将其透露给外部第三方。公司信息必须始终保持安全，需要加以保护以防止第三方访问。





The strictest confidentiality must be observed in relation to all company and business secrets as well as all matters relating to the company. Whenever the involvement of external partners is sought, suitable non-disclosure agreements must be put in place.

Employees remain bound by the non-disclosure obligation in full even after their employment comes to an end. All employees are required to protect the intellectual property belonging to Fronius and to prevent competitors or unauthorised third parties from accessing this exclusive knowledge. Employees must treat the intellectual property of Fronius as strictly confidential and use it exclusively for the purpose of carrying out their duties.

We respect the intellectual property of others. We will not tolerate any illegitimate use of intellectual property that does not belong to us. We are aware of the highly sensitive nature of any personal data entrusted to us and are committed to ensuring its protection by handling it with care. This also applies to relevant data belonging to customers and suppliers.

## 7 REPORTING MISCONDUCT

All employees are required to comply with this code of conduct at all times. If employees identify any breaches of the terms of the code of conduct, of other internal directives and rules or of legal regulations, they must report them immediately. All such reports will be treated as confidential and carefully investigated.

**Employees are free to choose from the following reporting methods:**

- / Send the information to the Director for General Department ([Zhang.Ming@fronius.com](mailto:Zhang.Ming@fronius.com)),  
or
- / Send the information to the Managing Director ([Tong.Yanjun@fronius.com](mailto:Tong.Yanjun@fronius.com)),  
or
- / Send the information to your direct line manager.

对于公司所有的机密信息和商业秘密以及与公司有关的所有事项都必须遵守最严格的保密性。只要有与外部合作伙伴的参与的事项，就必须订立适当的保密协议。

即使终止雇佣关系，员工仍应当遵守保密义务。所有员工必须保护伏能士的知识产权，并防止竞争对手或未经授权的第三方接触到这些专有知识。员工必须对伏能士的知识产权严格保密，并在仅限于履行职责的目的范围内使用。

我们尊重他人的知识产权。我们也不会容忍任何非法使用不属于我们的知识产权的行为。我们了解交付给我们保管的任何个人信息的高度敏感性，并承诺谨慎处理以确保其受到保护。这同样适用于属于客户和供应商的相关数据信息。

## 7 报告不当行为

所有员工都必须始终遵守此行为准则。如果员工发现任何违反行为准则、其他内部指示和规则或法律法规的行为，必须立即报告。所有此类报告均将被保密并经仔细调查。

**员工可以自由选择以下报告方法:**

- / 将信息发送给综合部总监 ([Zhang.Ming@fronius.com](mailto:Zhang.Ming@fronius.com)),  
或
- / 将信息发送给董事总经理 ([Tong.Yanjun@fronius.com](mailto:Tong.Yanjun@fronius.com)),  
或
- / 将信息发送给您的部门经理。



In the interest of fostering open and trusting communication, we wish to stress explicitly that any employees who do report identified breaches of laws, the code of conduct or other internal directives and rules will not – under any circumstances – suffer any negative consequences whatsoever as a result. Exactly the same applies to others who contribute important information to the investigation of such misconduct.

Fronius adopts a zero tolerance attitude towards violations of the aforementioned compliance norms, and reserves the right to terminate employment and take legal proceedings.

Business conduct and ethic are crucial for every employee of Fronius. Every employee has the responsibility to regulate his business behavior, uphold honesty and integrity, and become a defender of ethics to prevent the occurrence of improper behavior, establishing a good image of the company.

为了促进开放、信任的交流，我们要强调，任何举报已确认违反法律、行为准则或其他内部指令和规则的员工，在任何情况下都不会因此而遭受任何负面影响。此条同样适用于其他为调查此类不当行为提供重要信息的人。

伏能士对于违反前述之合规规范的行为采取零容忍态度，并保留解除劳动关系和采取法律诉讼的权利。

商业行为和道德规范对每一位伏能士员工都至关重要，每一位员工都有责任规范自己的商业行为，坚持诚实和正直，成为道德规范的捍卫者。防止不正当行为发生，树立企业良好形象。