

# 业务合作伙伴商业行为准则

## CODE OF BUSINESS CONDUCT AND ETHICS

of WuXi Biologics Business Partner

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## 1 我们的期望 Our Expectations

### 1.1 期望 Expectations

作为全球领先的开放式、一体化生物制药能力和技术赋能平台，WuXi Biologics (Cayman) Inc., (“药明生物”，“公司”) 建立并遵守尽可能高的商业道德、社会和环境标准。因此，药明生物寻求与同样遵循高道德标准，并以对社会和环境负责为己任的个人和组织进行合作。

As a leading global open-access biologics technology platform, WuXi Biologics (Cayman) Inc., (“WuXi Biologics”, “the Company”) establishes and adheres to the highest possible ethical, social and environmental standards. Accordingly, WuXi Biologics strives to conduct business with individuals and organizations who share our commitment to high ethical standards and who operate in a socially and environmentally responsible manner.

药明生物特制定此业务合作伙伴行为准则(“准则”)，以强调我们所遵循的商业道德、社会和环境标准。

The Code of Business Conduct and Ethics of WuXi Biologics Business Partner (hereinafter referred to as the “Code”) is designed to emphasize our adherence to ethical business, social and environmental standards.

### 1.2 原则 Guiding Principles

业务合作伙伴包括向 WuXi Biologics (Cayman) Inc., (“药明生物”，“公司”) 连同其子公司和合并的关联实体提供服务、原材料或其他产品的组织。

Business Partners include organizations that provide services, raw materials or other products to WuXi Biologics (Cayman) Inc., (“WuXi Biologics”, “the Company”), together with its subsidiaries and consolidated associated entities.

这些原则无意代替、取代任何适用的法律规章要求或与药明生物及其运营子公司、合并的关联实体的契约义务，也不与这些要求或义务冲突。

These principles are not intended to replace, or conflict with any applicable legal or regulatory requirement or contractual obligation with WuXi Biologics (Cayman) Inc., and its operating subsidiaries, affiliates and divisions.

由各业务合作伙伴自行决定以何种方式遵守并体现本《药明生物业务合作伙伴商业行为准则》中规定的原则和准则，药明生物将保留审计和检查验证合规性的权利。

It is up to each business partner to determine how to meet and demonstrate compliance with the principles and standards as stated in this “Code of Business Conduct and Ethics of WuXi Biologics Business Partner”, WuXi Biologics shall retain audit and inspection rights to verify compliance.

## 2 我们的商业行为和道德准则 **CODE OF BUSINESS CONDUCT AND ETHICS**

### 遵守法律、法规 **Compliance with Laws and Regulations**

#### 2.1 遵守法律、法规和规章 **Compliance with Laws, Rules and Regulations**

业务合作伙伴应遵守所在国家及地区的所有适用法律、法规和规章，并以负责任的态度及时解决所发现的问题。

The Business Partner shall comply with all applicable laws, rules and regulations applicable to wherever it does business, and shall solve the problems found in a responsible and timely manner.

#### 2.2 反垄断、公平交易原则 **Antitrust and Fair Competition Principle**

业务合作伙伴应遵守关于公平竞争和反垄断的所有适用法律、法规和规章，不应通过操纵、隐瞒或滥用特权信息等不公平的方式获取优势。

The Business Partner shall strictly follow corresponding laws, rules and regulations on fair competition and anti-trust, and shall not gain advantages by manipulating, concealing or abusing privileged information and other unfair means.

#### 2.3 全球贸易合规 **Global Trade Compliance**

业务合作伙伴应严格遵守所有适用的国家、地区和国际贸易法律、规则、规定、贸易制裁和出口管制条令。

The Business Partners shall strictly comply with all applicable country, regional and international trade laws, rules, regulations, trade sanctions and export control regulations.

#### 2.4 数据隐私 **Data Privacy**

业务合作伙伴应严格遵守所有适用的国家、地区数据隐私法律、法规和规定，收集和使用员工、客户以及其他人士的个人信息，并确保收集的任何个人信息得到妥善处理、保护和合法、恰当地使用。

The Business Partner shall strictly comply with all applicable national and regional data privacy laws, regulations and rules, in the process of handling the personal information shared with us by employees, customers, business partners, and others, and ensure that any personal information collected is treated with care, protected, and used lawfully and properly.

#### 2.5 代表公司活动 **Representation on Behalf of the Company**

除获得药明生物授权情况外，业务合作伙伴不得以药明生物名义参加政治活动、宗教活动或其他活动，不能以明示或者默示的任何方式表明其代表药明生物，不能提及药明生物的名称、商标、品牌、标志或者其业务合作伙伴关系，不能使用药明生物邮箱地址，不能穿着药明生物制服或者类似物品。

Unless expressly authorized by the Company, the Business Partner shall not participate in political, religious activities or other activities in the name of the Company, and shall not

indicate by any means, explicitly or implicitly, to represent the Company, refer to the Company's names, trademarks, brands, or logos, use the Company's email address, or wear the Company's uniforms or the like.

## **反腐败要求 Anti-Corruption Requirements**

### **2.6 廉政建设与宣贯 Anti-Corruption System Construction and Training**

业务合作伙伴应完善自身廉政建设，并确保业务合作伙伴与其关联方的高级管理层、员工和董事均知晓其在反腐败法律下的义务并已接受相关培训。同时，业务合作伙伴或其关联方的、与向药明生物提供产品或服务有关的所有顾问、代理、代表和分包商也都知晓其在反腐败法律下的义务并已接受相关培训。

The Business Partner shall improve its own Anti-Corruption system construction. The Business Partner shall ensure that the senior managements, employees and directors of the Business Partner and its Affiliates are aware of and trained for their obligations under Anti-Corruption Laws, and that all consultants, agents, representatives and sub-contractors of the Business Partner and its Affiliates who have a connection with any good or service supply to the Company are aware of and trained in their obligations under Anti-Corruption Laws.

### **2.7 礼品，食物和娱乐 Gifts, Meals and Entertainment**

业务合作伙伴必须遵守药明生物关于礼品、餐饮和娱乐的反腐败政策。

The Business Partner shall comply with the Company's anti-corruption policies on gifts, catering and entertainment.

### **2.8 腐败、贿赂零容忍 Zero Tolerance for Corruption and Bribery**

业务合作伙伴应以遵纪守法、公平竞争、诚信经营的原则开展业务，不应以腐败手段取得或保有业务，并确保各项商业活动符合相关国家的法律、法规要求。

The Business Partner shall carry out its business based on the principles of honesty, professionalism, compliance with the law, fair competition and integrity, and not to obtain or maintain business by corrupt means. The Business Partner shall ensure its business activities comply with the laws and regulations of relevant countries.

### **2.9 反腐败调查告知 Notification of Anti-Corruption Investigations**

业务合作伙伴如果收到监管机构进行实质性违反反腐败法正式调查而其成为调查对象的正式通知，应立即告知药明生物；同样，如果业务合作伙伴从任何关联方、或与本协议有关的顾问、代理、代表或分包商处得知，监管机构对上述实体进行实质性违反反腐败法正式调查，业务合作伙伴应立即告知药明生物。

The Business Partner shall immediately inform the Company in the event that the Business Partner receives a formal notification that it is the target of a formal investigation by a Regulatory Authority for a Material Anti-Corruption Law Violation. The Business Partner shall

immediately inform the Company in the event that the Business Partner receives information from any of its Affiliates or from any consultants, agents, representatives or sub-contractors of the Business Partner or its Affiliates connected with this Agreement that any of them is the target of a formal investigation by a Regulatory Authority for a Material Anti-Corruption Law Violation.

## 员工权力 **Employee Rights**

### 2.10 健康和安全的工作环境 **Health and Safety Working Environment**

- 业务合作伙伴应遵守健康和所有适用法律和法规。
- 业务合作伙伴应为其员工提供健康、安全和环境友好的工作场所，和必要的设施和设备，以确保员工和外来人员的健康、安全。
- 业务合作伙伴应制定并维护安全管理流程，为员工提供必要的职业健康和安全培训，并确保其承包商和分包商制定并执行一致的健康和安全计划规定。
- The Business Partner shall comply with all applicable laws and regulations relating to health and safety.
- The Business Partner shall provide its employees with healthy, safe and environmentally friendly workplaces and necessary facilities and equipment to ensure the health and safety of employees and visitors.
- The Business Partner shall have and maintain safety management processes, provide necessary occupational health and safety training to employees, and ensure that health and safety program requirements are consistent for contractors and subcontractors.

### 2.11 人权 **Human Rights**

业务合作伙伴应支持并尊重人权：

- 提供合理的薪水和良好的就业条件；
- 为所有员工和承包商提供健康、安全和有保障的工作场所；
- 在处理和保护员工的个人信息（PII）方面遵循高标准的诚信；
- 促进每个员工的个人发展和尊严；
- 尊重员工参加独立工会的权利、集体谈判的权利以及结社自由；
- 拒绝一切形式的奴役和剥削性的童工，并在遇到这一问题的任何情况下以负责任的态度及时的解决问题。
- 不应参与或支持任何形式的强迫劳动或非自愿劳动、奴役或人口贩卖

The Business Partner shall respect and support human rights by:

- Providing a fair salary and good conditions of employment;
- Providing a healthy, safe and secure workplace for all employees and contractors;
- Exercising high standards of integrity in dealing with and protecting the Personally

Identifiable Information (PII) of employees;

- Promoting the personal development and dignity of every individual employee;
- Respectful of the right of employees to join an independent trade union, the right to collectively bargain, and of freedom of association;
- Rejecting all forms of slavery and exploitative child labor, and address the problem in a responsible and timely manner whenever it occurs.
- Not engaging in or supporting any form of forced or involuntary labor, slavery or human trafficking

## 2.12 防止歧视和骚扰 Preventing Discrimination and Harassment

- 业务合作伙伴应确保每个员工在录用、工资待遇、培训机会、工作安排、升职、处分、解雇等人事活动方面都受到公平的对待，禁止因员工的种族、肤色、宗教信仰、性别、国籍、年龄、怀孕、身体残疾或疾病、婚姻或家庭状况、性取向、政治观点、社会地位等因素而区别对待；

The Business Partner shall provide equal opportunities in employment, salary, training, promotion, work arrangements, disciplinary actions, termination of employment and other personnel actions without regard to race, color, religion, sex, pregnancy, age, national origin, physical or mental disability, genetic information, status as a parent, sexual orientation, political views, social status and etc..

- 业务合作伙伴应提供无骚扰和歧视的工作场所，包括任何性骚扰、性虐待、体罚、精神或肉体胁迫、对员工进行的言语侮辱的行为。

The Business Partner shall provide workplaces without any type of harassment and discrimination, including any acts of sexual harassment, sexual abuse, corporal punishment, mental or physical coercion, or verbal insults to employees.

## 可持续发展 Sustainable Growth

### 2.13 质量管理 Quality Management

- 业务合作伙伴应建立并维护质量控制体系规范
- 业务合作伙伴应确保其用于向药明生物提供的货物及服务符合所有适用的质量管理要求，以及与药明生物签订的任何质量协议中的任何要求
- 业务合作伙伴应准许药明生物或其授权代表对与所提供的产品和服务相关的设施、系统及文件进行质量审查，并针对检查到的问题立即做出反应或采取纠正措施；
- 及时通知药明生物重要的监管部门检查和监管问题，以及与药明生物产品/服务有关的任何意见。
- The Business Partner shall establish and maintain quality controls system.



- The Business Partner shall ensure that all goods and services supply to the Company comply with all applicable quality control requirements and any requirements specified in any quality agreement signed with the Company
- The Business Partner shall permit the Company or an authorized delegate to conduct quality audits of the facilities, systems and/or documents related to the goods and services provided, and promptly provide responses and take corrective actions to remedy any observations cited;
- The Business Partner shall notify the Company of significant regulatory inspections and regulatory issues timely, including any observations related to the products/services of the Company

#### 2.14 知识产权、商业秘密及机密信息保护 Protection of Intellectual Property and Confidential Business Information

业务合作伙伴应保护药明生物的知识产权、商业秘密及机密信息。除获得药明生物授权情况外，业务合作伙伴不得共享或分发药明生物的知识产权、商业秘密、机密信息，或者其所拥有或获取的有关药明生物业务的其他信息。

The Business Partner shall protect the Company's intellectual property, commercial secret and confidential information. Unless expressly authorized by the Company, the Business Partner shall not share the Company's intellectual property, confidential information or other information that it possesses or acquires with respect to the Company's business.

#### 2.15 遵守环境法律法规，实现可持续发展 Comply with Environmental Laws and Regulations to Achieve Sustainable Development

世界上最重要的资源是人类自身和人类赖以生存的自然环境。业务合作伙伴应关爱生命、保护环境，并严格遵守所在国家和地区的法律、法规，尊重当地的风俗习惯。

The most important resource in the world is humanity itself and the natural environment. The Business Partner shall care for life, protect the environment, and follow the laws and regulations of the countries and regions wherever it does business and shall respect the local customs and habits.

#### 2.16 动物保护及使用 Animal Care and Use

业务合作伙伴应人道的对待动物，尽量其减少痛苦和压力。

The Business Partner shall treat animals with humanely and minimize their pain and stress.

### 透明和信息披露 Transparency and Disclosures

#### 2.17 财务记录 Financial Records

业务合作伙伴的所有财务账簿和记录必须清晰、透明，如实反映业务交易和支付情况，并符合公认的会计原则和相关法律要求。

All financial books and records of the Business Partner shall be legible, transparent and reflect actual transactions and payments, and comply with generally accepted accounting principles and relevant legal requirements.

#### 2.18 数据管理 Data Management

业务合作伙伴应确保其生成、收集、审查、分析、记录和报告的数据是可归属的、清晰的、同期的、原始的、完整的和准确的。

The Business Partner shall ensure that the data they generate, collect, review, analyze, document and report are attributable, legible, contemporaneous, original, complete and accurate.

#### 2.19 记录保管 Records Keeping

业务合作伙伴应按照普遍认可的会计准则、行业惯例以及适用法律，保管与药明生物相关的准确的和完整的记录，包括业务数据和财务数据。业务合作伙伴应将上述记录在主协议终止后至少保留三年，或依照当地法律、法规或主协议要求保存更长的时间。

The Business Partner shall maintain and keep accurate and complete records relating to the Company, including business data and financial data, in accordance with generally accepted accounting standards, industry practices and applicable laws. The Business Partner shall retain the records listed above for at least three years after the termination of the Master Agreement, or for a longer period as required by local laws, regulations or the Master Agreement.

#### 2.20 利益冲突 Conflicts of Interest

业务合作伙伴应避免与药明生物员工进行任何可能会与其所代表的药明生物产生利益冲突或可能产生利益冲突的往来。除药明生物另有规定的情况之外，业务合作伙伴不得在其与药明生物进行任何交易期间雇佣任何药明生物员工或向其付款。如果业务合作伙伴或其员工与药明生物员工可能存在某种利益冲突关系，业务合作伙伴应及时向药明生物披露。

The Business Partner shall avoid interactions with any WuXi Biologics employee that might conflict, or appear to conflict, with that employee acting in the interests of WuXi Biologics. The Business Partner shall not employ or otherwise make payments to any WuXi Biologics employee during the course of any transaction between the Business Partner and WuXi Biologics, other than special provisions set by WuXi Biologics. If the Business Partner or any of its employees have a relationship with a WuXi Biologics employee that might represent a conflict of interest, the Business Partner should disclose to WuXi Biologics timely.

### **问题发现和监督 Problem discovery and monitoring**

#### 2.21 供应商管理 Supplier Management

业务合作伙伴应建立相应的体系规范，以监督其供应商的合规情况。合作伙伴在选择自己的供应商或者分包供应商时，应遵循本准则所列举的原则。

The Business Partner shall have systems to monitor their supplier compliance. The Business Partner shall apply the principles listed in this Code when selecting its own suppliers or subcontractors.

#### 2.22 发现问题 Identification of Concerns

业务合作伙伴应鼓励其员工、供应商、客户和其他第三方及报告问题或不合法行为，并确保举报人不会受到报复、恐吓或骚扰的威胁；必要时应进行调查并采取纠正措施。业务合作伙伴应向其员工、供应商、客户和其他第三方提供相关信息，告知其如何通过保密的方式将问题进行上报，并确保报告人员免受报复的风险。在法律允许的情况下，应提供匿名报告渠道。

The Business Partner should encourage its employees, suppliers, customers and other third parties to report concerns or illegal activities without threat of reprisal, intimidation or harassment, and shall investigate and take corrective action if needed. The Business Partner shall provide employees, suppliers, customers and other third parties information on how to report concerns confidentially and shall ensure that reporting personnel are protected from the risk of retaliation. Anonymous reporting channels should be provided where permitted by law.

#### 2.23 配合调查 Cooperate with Investigation

业务合作伙伴应支持药明生物的商业道德建设，并在必要时配合药明生物的反腐败调查在内的调查及审计工作。

The Business Partner shall support the Company in Business Conduct and Ethics construction and cooperate with the Company's investigation and/or audit including anti-corruption investigation, if needed.

### 3 举报途径 Reporting Channels

我们鼓励业务合作伙伴及时将涉及本公司不当的行为通过本公司提供的渠道告知本公司相关部门，具体如下：

举报邮箱：IA\_Biologics@wuxibiologics.com

Compliance\_Biologics@ wuxibiologics.com

The Company encourages our Business Partners to notify the Company of any misconducts involving the Company through the designated channels in a timely manner.

Whistle-blowing email box: IA\_Biologics@ wuxibiologics.com

Compliance\_Biologics@ wuxibiologics.com

### 4 分发和修改 Dissemination and Amendment

业务合作伙伴在开始合作时会收到本准则。本公司保留在任何时候以任何理由修改、变更或终止本守则的权利。准则的最新版本可以在公司网站上找到。

This Code shall be distributed to each Business Partner upon commencement of collaboration or

other relationship with the Company. The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be found on the Company's Website.

## 5 附录 APPENDIX

### 《药明生物业务合作伙伴承诺书》

#### **WuXi Biologics Business Partners Code of Business Conduct and Ethics Letter of Agreement**

我们已仔细阅读了《药明生物业务合作伙伴商业行为准则》的全部内容，对该行为准则的全部内容和定义都充分理解，并同意在与 WuXi Biologics (Cayman) Inc., 连同其子公司和合并的关联实体（“药明生物”）开展业务时遵守《药明生物业务合作伙伴商业行为准则》（以下简称“准则”）要求。

We have carefully read and understand all the contents and definitions in “Code of Business Conduct and Ethics of WuXi Biologics Business Partners”, and agree to comply with the requirements of “Code of Business Conduct and Ethics of WuXi Biologics Business Partners” (the "Code") while engaging in business with WuXi Biologics (Cayman) Inc., together with its subsidiaries and consolidated associated entities (“WuXi Biologics”).

如有需要，我方将同意药明生物或其授权代表对与所提供的产品和服务相关的设施、系统及文件进行现场检查，以确认我方遵守和执行准则及与药明生物的业务合同，并在适用法律范围内提供必要的合作。

We will agree to, if requested, an on-site inspection of the facilities, systems and/or documents related to the goods and services provided to WuXi Biologics to confirm our observance and implementation of the Code and the business contract with the WuXi Biologics, and to provide the necessary cooperation within the scope of applicable law.

如果我们被发现违反了准则要求，我们理解我们与药明生物的业务关系将发生变化，药明生物可以根据本协议以书面形式终止与我们的业务合作，包括正在进行的业务合同。此外，在此类终止的情况下，我方理解，我方将无权获得任何进一步的付款，并应承担法律规定的损害赔偿或补救措施。

If we are found to be in violation of the Code, we understand that our business relations with WuXi Biologics will be subject to change, and WuXi Biologics may terminate the business cooperation with us, including ongoing business contracts, in writing in accordance with this Agreement. Furthermore, in the event of such termination, we understand we will not be entitled to any further payment, and shall be liable for damages or remedies as provided by law.

业务合作伙伴名称 <b>Business Partner Name:</b>	
地址 <b>Address:</b>	
业务合作伙伴代表 <b>Name of Representative:</b>	
签字盖章 <b>Sign and Seal:</b>	
日期 <b>Date:</b>	