

## Code of Business Ethics 商业道德准则

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### INTRODUCTION 介绍

This Code of Business Ethics defines Clas Ohlson's undertaking to uphold high ethical standards, to make businesslike decisions without personal gain or benefits to a third party or close personal friend, not to accept, offer or pay bribes, and to observe and comply with all relevant laws, rules and regulations. Showing respect and responsibility for people and the environment and conducting business operations with a high level of ethics, integrity and honesty is a cornerstone of the Clas Ohlson company culture, core values and practices. All Clas Ohlson employees are instructed in, must understand, accept and comply with this Code. Clas Ohlson requires all employees to follow the guidelines in the Code to ensure that our operations are conducted in accordance with current legislation and the Clas Ohlson company culture.

此商业道德准则详述了 Clas Ohlson 对于维护高度的道德标准；作无私利、无关第三方或亲朋好友利益的商业决定；不接受、给予或支付贿赂；及遵守遵循相关法律、条例和规章制度的承诺。对人及环境展示尊重及负责，用高道德水准进行商业运作，正直诚实，是 Clas Ohlson 企业文化，核心价值和实践的基石。所有 Clas Ohlson 员工都必须被指导以理解，接受并遵守此准则。Clas Ohlson 要求所有员工遵守准则中的指引以确保我们的运营与现行立法及 Clas Ohlson 企业文化相一致。

Apart from this Code of Business Ethics, Clas Ohlson always acts in compliance with national laws and regulations and the Swedish Anti-Corruption Institute's (Institutet Mot Mutor - IMM) Code on Gifts, Rewards and other Benefits in Business.

除此商业道德准则外，Clas Ohlson 也始终遵守国家法律法规及瑞典反腐协会（Institutet Mot Mutor – IMM）关于礼物，奖品及其他商业利益的准则。

### THE CODE 准则

1. It is the personal responsibility of every employee to act in the best interests of the corporation. Employees must not allow personal or family related economic interests to come into conflict with the interests of Clas Ohlson. Potential conflicts of interest should be disclosed to immediate supervisors as soon as possible. The following types of conflict of interest must be reported: 使公司利益最大化是每个雇员的个人责任。雇员不能把个人或家庭相关经济利益卷入与 Clas Ohlson 的利益冲突中。潜在的冲突必须尽早向直属主管披露。以下利益冲突情况必须报告：

- personal interests, either direct or indirect via a co-operation or business transaction with Clas Ohlson or with one of Clas Ohlson's suppliers or customers;  
无论通过直接或间接合作、与 Clas Ohlson 或其供应商及客户的业务往来中获得私利
- employment of dependants; 家属的雇用
- acquisition of property; and 财产的获得; 及
- sidelines which directly or indirectly threaten to conflict with Clas Ohlson's interests. 直接或间接对 Clas Ohlson 利益冲突构成威胁的兼职

2. Clas Ohlson prohibits the offering, giving or receiving of any form of bribe, including cash, cashlike gift such as gift vouchers, promises of security or credit, remissions of debts, kickbacks (illegal gratuity or commission payment), unfair competition, offering the use of transportation or property for private use or whole/part payment for leisure activities and/or, holidays or other benefits.

Clas Ohlson 禁止提供、给予或接受任何形式的贿赂，包括现金、现金等价物如礼券、证券及信贷保证、债务豁免、回扣（非法酬金及佣金支付）、不公平竞争、提供用于私人使用的交通工具或财产，或者为娱乐活动或假期或其他活动全额/部分付款。

3. Clas Ohlson prohibits the use of other channels to offer improper benefits to, or receive improper benefits from customers, representatives, entrepreneurs, suppliers, employees of such aforementioned parties, and civil servants.

Clas Ohlson 禁止通过其他途径提供不当利益，或从客户、代理商、企业、供应商、及上述团体员工和公务员处取得不当利益

4. Clas Ohlson permits the giving or receiving of the following benefits: business meals of reasonable cost, moderate recognition of anniversaries, retirement or sickness and gifts of nominal market value. Minor gifts and measures of hospitality can be accepted if they are moderate, occasional, appropriate, offered openly in the normal course of business, would not harm the company if publicly disclosed, are not intended to gain unfair business advantages for company products or services, and could not be interpreted as an attempt to influence or put the recipient at a disadvantage in business dealings or under an obligation that could distort judgement.

Clas Ohlson 允许给予或接受下列利益：价格合理的商务餐、纪念日适当的纪念品、符合市价的退休或生病礼物。如果小礼物或款待是适度的，场合性的，恰当的，在通常商务场合公开给予的，如公开披露对公司无害的，不会为公司产品或服务获取不公平商业利益的，及不会被理解为企图影响或在商业交易中让接受者不利的，可以接受。

5. The following benefits are also permitted at Clas Ohlson provided they are moderate, given and accepted openly and could not be interpreted as influencing the recipient's ability to perform his/her duties at Clas Ohlson: study visits, seminars, and training courses which are predominantly educational and the offer is directed towards the relevant person within Clas Ohlson. The acceptance of the benefits named above is conditional upon that the education favours Clas Ohlson, that Clas Ohlson pays for travel and accommodation and that participation is transparent and approved by immediate supervisors.

以下利益在 Clas Ohlson 也是允许的，如果它们是适度的，公开给予或接受的，及不会被理解为影响接受者在 Clas Ohlson 履行职责的能力：参观学习、有显著教育性并直接提供给 Clas Ohlson 相关人员的培训课程。接受上述名义利益的条件是培训有利于 Clas Ohlson，并由 Clas Ohlson 支付差旅住宿费且活动透明及由直属主管批准。

6. Hospitality is to be moderate, transparent and approved by immediate supervisors. Hospitality and general behaviour on Clas Ohlson business trips must be conducted in an ethically acceptable manner and must not be conducted in a manner, which could possibly harm the Clas Ohlson brand or reputation. The purchase of goods or services for private use during Clas Ohlson business trips only covers goods and services, which are not evidently manufactured in breach of governing law or the Clas Ohlson Code of Conduct in force at any time. We avoid staying at hotels, visiting bars, restaurants or the like where adults or children are exposed sexually. Suspected commercial sexual exploitation of children shall be reported to the police and/or to the immediate supervisor and the Chief Legal Officer. We are aware that we as employees with Clas Ohlson may be subject to the offering of gifts, bribes, and/or offers of contact with children or adults for sexual purposes. All such offers shall be reported to the Chief Legal Officer and criminal activities will be reported to the police.

款待须适度，透明并由直属主管批准。在 Clas Ohlson 商务出差中发生的款待及行为须符合伦理上的可接受方式，而不能是可能导致 Clas Ohlson 商标或名誉受损的方式。在任何时候，在 Clas Ohlson 商务出差途中购买的个人使用的物品或服务仅限不产生违反适用法律及生效的 Clas Ohlson 行为准则的物品及服务。我们避免去那些被揭露有成人或儿童色情问题的酒店、酒吧、餐馆或其他地方。有嫌疑的商业性儿童色情情形必须向警察、直属主管或首席法务专员报告。我们知道作为 Clas Ohlson 雇工，我们可能会被给予礼物，贿赂，以及 /或者与色情目的的儿童或成人接触。所有此类情形须向首席法务专员报告，且对于犯罪行为须向警察报告。

7. No remuneration, gift or benefit may be given or accepted for the purpose of influencing a decision, outcome, activity or business transaction. During an ongoing business transaction for example, Clas Ohlson employees should not accept or bestow any favours or participate in activities with suppliers or business partners, regardless of whether it takes place during working hours or social hours, without the prior approval of immediate supervisors or the Chief Legal Officer. 所有以影响决定、结果、活动或业务交易为目的的酬劳、礼物或利益都不能给予或接受。 Clas Ohlson 雇员未取得直属主管或首席法务专员的批准之前，不应接受或赠与任何好处，或者与供应商或商业合作伙伴一起参加活动，无论是在工作时间或社交时间。

8. None of Clas Ohlson's assets may be used for payments, either directly or indirectly, to representatives and officials of government and public bodies or political parties for any illegal or improper purposes.

任何 Clas Ohlson 的财产不能用于非法及不正当目的的，直接或间接向政府代表和官员、公众实体或政治团体的支付。

9. The offer of or acceptance of any improper reward, gift or benefit must be reported to immediate supervisors and/or the Chief Legal Officer. Suspected attempted bribery and illegal conduct contrary to the code of business ethics must where appropriate be reported to immediate supervisors or the Chief Legal Officer. Anonymous reports can be submitted to the Chief Legal Officer via e-mail or internal mail. E-mail concerning significant violations by people in executive

positions can even be sent to [anti-bribery@clasohlson.se](mailto:anti-bribery@clasohlson.se). The treatment of the information in such an e-mail will be dealt with in accordance with the Swedish Data Inspection Board's guidance concerning the handling of such information. Clas Ohlson prohibits retaliatory actions or any type of reprisals against a person who reports or helps report such wrongdoings. All reported breaches of the Code will be dealt with by Clas Ohlson as quickly as possible in a fair, appropriate and objective manner.

给予或接受任何不适当的酬劳、礼物或利益必须向直属主管和/或首席法务专员报告。与适当的商业伦理相违背的涉嫌企图贿赂和违法行为必须向直属主管或首席法务专员报告。匿名报告可以通过电子邮件或内部邮件发给首席法务专员。涉及管理层人员重大违例的电子邮件可以发送至 [anti-bribery@clasohlson.se](mailto:anti-bribery@clasohlson.se)。此类电子邮件信息的处理将参照瑞典数据监察董事会关于此类信息处理的指导。Clas Ohlson 严禁打击报复行为及任何针对报告人或协助报告此类不道德行为的人员的报复形式。对所有报告违背准则的人员，Clas Ohlson 将尽快作出公平、适当并客观的对待。

10. Clas Ohlson advocates free market competition and Clas Ohlson employees are obliged to abide by applicable competition laws. Clas Ohlson must not make deals with competitors regarding prices, discounts, terms and conditions or shares of the market.

Clas Ohlson 倡导自由市场竞争，Clas Ohlson 员工有义务遵守适用的竞争法。Clas Ohlson 不能就价格、折扣、条款和条件或市场份额与竞争对手作交易。

11. Any suspicion that Clas Ohlson's computers or cell phones are used for criminal purposes, including the usage and spread of pictures of children that are presented in a sexualised manner or children that are sexually abused shall be reported to the Chief Legal Officer. All criminal activity will be reported to the police.

所有 Clas Ohlson 的电脑或移动电话涉嫌用于犯罪目的的，包括用于传播儿童色情内容或性伤害的图片，都须向首席法务代表报告。所有犯罪行为都须向警察报告。

12. Breaches of the Code of Business Ethics could, apart from conflicting with Clas Ohlson's core values and ethics, constitute breaches of criminal law and result in criminal prosecution, disciplinary action or dismissal as well as damaging the reputation of both Clas Ohlson and the employee. Breaches of competition law can result in the company facing penalties and/or damages.

违背商业道德准则可能会背离 Clas Ohlson 的核心价值和道德标准，构成触犯刑法及导致刑事诉讼，纪律处分或解雇并损害 Clas Ohlson 和员工的名誉。违背竞争法会导致公司面临处罚以及/或损害赔偿。

13. All employees are required to refuse all offers of improper benefits. Clas Ohlson will not tolerate any breach of this code and every employee is to undergo compulsory education provided by the company. If you, as an employee of Clas Ohlson, feel uncertain about attending an event, accepting a gift or have difficulty assessing a certain situation, you should turn to your immediate supervisor or the Chief Legal Officer to discuss if the situation is consistent with the Clas Ohlson Code of Business Ethics and applicable law.

所有雇员必须拒绝所有不适当利益的给予。Clas Ohlson 不容忍任何对此准则的违背，每个雇员必须接受公司的培训。如果你作为 Clas Ohlson 的雇员，不确定是否可以出席某活动，

接受一样礼物或难以判断的特定情形，你必须与直属主管或首席法务专员讨论该情形是否符合 Clas Ohlson 商业道德标准及适用的法律。

14. This Code of Business Ethics was approved by the Board of Clas Ohlson AB (plc), on 6 September 2013. The Chief Legal Officer is responsible for the Code and for ensuring that information about the Code is communicated to every employee within the corporation. Amendments to the Code which are not of minor editorial nature are to be approved by the Board.

此商业道德准则由 Clas Ohlson AB 董事会批准于 2013 年 9 月 6 日。首席法务专员负责此准则并确保传递给企业内每个员工。此准则的非小幅度编辑的修改，须由董事会批准。

15. Every year, in conjunction with an internal risk analysis of Clas Ohlson's business operations, the Board's audit committee will also carry out an analysis of the risk for breaches of the Code. The senior executive group will conclude every minuted meeting with a risk analysis concerning the present risk of breaches of the Code.

每一年，与 Clas Ohlson 商业运行内部风险分析相联系，董事会审计委员会将同时进行违背准则的风险分析。高级管理层将针对当前违背准则风险，对每个有记载的风险分析会议作出结论。