



Anti-bribery policy 反贿赂政策

1. PURPOSE AND OBJECTIVES 宗旨和目标

The adverse economic and social consequences of bribery and corruption are a major deterrent to development, everywhere in the world.

贿赂和腐败所造成的经济与社会负面结果是阻碍发展的重要因素。

Sanofi has zero-tolerance for bribery. Sanofi has been engaged for many years in fostering throughout its organization, but also in its relationships with external stakeholders, an ethical culture aiming at reaching the highest standards in terms of responsibility and business integrity.

赛诺菲对贿赂持零容忍态度。赛诺菲在组织内部及与外部利益相关者的互动交流中建立合规文化，旨在恪守责任和商业道德的最高标准。

The purpose of this Policy is to establish guidance for Sanofi Employees and Third Parties interacting with Sanofi to comply with applicable Anti-corruption and Anti-bribery Laws and Regulations, as well as to promote a culture of ethics and integrity.

本政策旨在为赛诺菲员工及与赛诺菲互动交流的第三方建立一套指引，用以遵守适用的反腐败和反贿赂法律法规，并提升合规廉正的文化。

This policy also aims at protecting Sanofi and Sanofi Employees' reputation and at avoiding potential civil and criminal fines.

本政策意在保护赛诺菲及赛诺菲员工的声誉，避免潜在的民事或刑事处罚。

2. SCOPE 范围

This Policy is global in scope and applies to Sanofi worldwide, all Sanofi Employees and Third Parties engaged in activities with Sanofi.

本政策范围全球化，适用于赛诺菲全球，所有赛诺菲员工及从事赛诺菲相关活动的第三方。

3. DEFINITIONS AND ACRONYMS 定义及缩写

3.1 DEFINITIONS 定义

Anti-corruption and Anti-bribery Laws and Regulations: Any applicable law or regulation addressing corruption and/or bribery, including, but not limited to, the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act, as well as applicable international conventions, including, but not limited to, the Organization for Economic Co-operation and Development Anti-Bribery Convention and the United Nations Convention against Corruption.

反腐败和反贿赂法律法规: 任何适用于反腐败和反贿赂的法律法规：包括但不限于，美国《反海外腐败法》和英国《反贿赂法案》；以及适用的国际条约，包括但不限于《经济合作与发展组织反贿赂公约》和《联合国反腐败公约》。

Anything of value: may include, but is not limited to:

有价物：包括但不限于

- Cash,
现金
- Gifts
礼品
- Entertainment, accommodations and meals,
娱乐招待，住宿，餐饮
- Travel expenses,
差旅费
- Services,
服务
- Employment offers,
工作机会
- Loans,
贷款
- Donations or contributions, and
捐赠或支持，以及
- Any other transfer of value, even if nominal in value.
任何其他的有价形式，哪怕仅具有名义价值

Code of Ethics: the Sanofi Code of Ethics.

道德行为准则：赛诺菲集团道德行为准则

Facilitating Payments: Payments to any Government Organization or Government Official, made in order to expedite or secure performance of non-discretionary, routine governmental actions (e.g., processing a visa, customs invoice, or other governmental paper)

疏通费：向政府机构或政府官员支付的费用，以促使或确保非自由裁量及例行行政事务的进行（如签证事务，海关单据，或其他政府文件）

Government or Government Organization: any department, any administration, any agency controlled in whole or in part by the government, any public international organizations and their agencies or instrumentality of a government (including a government-controlled enterprise), and any organization considered to be a government department or administrative office under any local law..

政府或政府机构：任何政府部门、行政机构、政府全部或部分控制的代理机构，任何国际组织及其下属部门或政府执行机构(包括政府控制的企业)，以及任何被当地法律认定为政府部门或行政机关的组织。

HealthCare Professional: An individual, member of the medical, dental, pharmacy or nursing professions or any other person who in the course of his or her professional activities may prescribe, purchase, dispense, administer or recommend a Sanofi product. Examples include physicians, pharmacists, nurses, investigators (may include such individuals in training e.g. students). Healthcare Professionals working in a Government or in a Government Organizations are considered as Government Officials.

医疗卫生专业人士：医疗、牙科、药剂或护理领域中的专业人员，或其他任何在其专业领域中可能会处方、购买、供应、分配、管理或推荐赛诺菲产品的人员，如医生、药剂师，护士，研究者（可能包括培训中的此类人员，如学生）。在政府或政府机构工作的医疗卫生专业人士被认定为政府官员。

Joint-Venture / Partnership: means an entity in which Sanofi has the direct or indirect ownership of fifty percent (50%) or less of the equity having the power to vote on or direct the affairs of the entity are considered as Third Parties.

合资企业/合伙企业：赛诺菲直接或间接持有百分之五十（50%）股权的法律实体，或股权低于百分之五十（50%）但有表决权或实际操纵权的法律实体；该类企业被认定为第三方。

Person: Any Government Official(s), Sanofi customer(s) or business relation(s).

人:任何政府官员，赛诺菲客户、业务相关人员。

Government Official: Individuals, in the following categories:

政府官员:符合以下类别的个人:

- Any officer or employee (including any person nominated or appointed to be an officer or employee even if part-time) of a Government or a Government Organization;
政府或政府机构的任何官员或雇员（包括任何被提名或委任而将成为官员或雇员的人，不论是否兼职）；
- Any person acting in an official capacity on behalf of a Government or a Government Organization;
任何以公职身份代表政府或任何政府机构行事的人；
- Any officer or employee of a company or business owned in whole or part by a Government or a Government Organization;
任何政府或政府机构全部或部分所有的公司或企业的官员或雇员；
- Any officer or employee of a public international organization, such as the World Bank or the United Nations;
任何国际组织（例如世界银行或联合国）的官员或雇员；
- Any officer or employee of a political party or any person acting in an official capacity on behalf of a political party; and/or
任何政党的官员或雇员或任何以公职身份代表政党行事的人；和/或
- Any candidate for political office.
任何政治职务的候选人。

Sanofi: The Sanofi parent company with its headquarters in Paris - France and any corporation or business entity which, directly or indirectly, controls, is controlled or is under common control of the Sanofi parent company. The term 'control' means direct or indirect ownership of more than fifty percent (50%) of the equity having the power to vote on or direct the affairs of the entity.

赛诺菲: 总部位于法国巴黎的赛诺菲母公司，以及由赛诺菲母公司直接或间接控制、被控制、或处于相同控制之下的任何公司或业务实体。“控制”是指直接或间接持股多于百分之五十（50%），有权表决或指示实体的事务。

Sanofi employee: Any employee of the company, whether full time or part time, temporary or trainee and any other employee category according to local regulation.

赛诺菲员工: 所有赛诺菲员工（包括全职、兼职、临时工或培训生，以及其他当地法律规定的员工类型）。

Third Parties: any individuals, companies, associations, partnerships, or other entities retained to act on behalf of or for the benefit of Sanofi. The term includes, but is not limited to agents, consultants, lobbyists, suppliers, distributors, resellers.

第三方: 任何代表赛诺菲或为赛诺菲的利益行事的个人、公司、社团、合伙企业或其他法律实体。该术语包括但不限于代理、顾问、说客、供应商、经销商、转销商。

3.2 ACRONYMS 缩写

None 无

4. REFERENCES 参考

Code of Ethics 集团道德行为准则

Global Policy Organization of and Contribution to Events 组织和支持活动

Global Policy Global Procurement 全球采购政策

Global Policy Donations and Other Contributions to Organizations 向组织提供捐赠和其他形式的支持

Global Policy Service Engagement with Scientific External Expert 外部科学专家提供服务

Global Operational Standard Conducting Anti-Bribery Due Diligence on Third Parties 实施第三方反贿赂尽职调查

Global Policy Responsible Lobbying 负责任的游说政策

Global Policy Entertainment of Third parties 向第三方提供娱乐活动的政策

Global Policy Accepting and/or Providing Gifts or Reminder Items 接受和/或赠送礼品及提示物

Global Operational Standard Reportable Consulting Agreements 需报告的咨询协议

Global Policy Conflict of Interest 利益冲突

Global Policy Interaction with Patients, Patient Advocate and Groups 与患者、患者权益代表和患者团体的交流互动

Global Operational Standard Advisory Boards composed of Scientific External Expert 由外部科学专家组成的咨询委员会

Global Policy Alerts Management 举报管理政策

Global Policy Corrective and/or Disciplinary Actions 矫正和/或纪律处分行为准则

5. REQUIREMENTS 要求

5.1 PROHIBITED INTERACTIONS 禁止的互动交流

Sanofi, Sanofi Employees and Third Parties are prohibited from giving, promising to give or offering to give Anything of Value, to any Person for the purpose of influencing any act or decision of the Person, and/or the entity the Person represents, in order to secure an improper advantage or to otherwise obtain or retain business for Sanofi.

禁止赛诺菲、赛诺菲员工以及第三方为确保赛诺菲获得不正当的利益或取得/保持业务，向任何人给予、承诺给予或提出给予任何有价物，从而影响任何人和/或其代表的法律实体的行为或决定。

The above prohibition also applies to indirect provision of Anything of Value to any Person, including but not limited via the use of intermediaries or relatives of the Person. Sanofi, Sanofi Employees and Third Parties are prohibited from making, offering to make, or authorizing a payment to any person or entity (e.g., suppliers, agent, distributor or intermediary) with knowledge that all or part of the payment will be offered or given to a Person to secure an improper advantage or to obtain or retain business.

同时，禁止向任何人间接提供有价物，包括但不限于通过中介或通过相关人员的亲属等方式。赛诺菲，赛诺菲员工及第三方亦不得在知晓某些款项的全部或部分将被提供或给予某人以确保获得不正当的利益或取得/保持业务的情况下，向任何人或法律实体（如，供应商、代理、经销商或中间人）支付、提出支付或授权支付该等款项。

The prohibition set forth in this Policy also applies should Sanofi Employees use their own personal funds or assets. 本政策列明的禁止条目同样适用于赛诺菲员工使用个人资金或资产的情况。

Sanofi prohibits Facilitating Payments, even when legally permitted. 即便是法律许可的情况下，赛诺菲亦禁止疏通费。

5.2 PERMITTED INTERACTIONS 许可的互动交流

In order to promote a culture of ethics and integrity, as well as, to comply with all applicable Anti-corruption Anti-bribery Laws and Regulations, Sanofi has implemented a comprehensive set of policies and standards defining clear rules that must be complied with by all Sanofi Employees and, when applicable, by Third Parties.

为了提升合规与商业道德文化，并遵守适用的反腐败反贿赂法律法规，赛诺菲已实施了一套全面的政策和标准，明确定义所有赛诺菲员工及适用的第三方必须遵守的规定。

These policies and standards govern certain activities to ensure they are implemented for genuine and legitimate business reasons and include specific provisions aiming at preventing bribery and corruption.

该类政策和标准对特定的活动进行管理以确保活动的开展是出于真实且合法的商业原因，并包含针对反贿赂及反腐败的具体条款。

These policies and standards include:

这些政策和标准包括：

- Organization of and Contribution to Events 组织和 支持活动
- Global Procurement 全球采购政策
- Donations and Other Contributions to Organizations 向组织提供捐赠和其他形式的支持
- Service Engagement with Scientific External Expert 外部科学专家提供服务
- Conducting Anti-Bribery Due Diligence on Third Parties 实施第三方反贿赂尽职调查
- Responsible Lobbying 负责任的游说政策
- Entertainment of Third Parties 向第三方提供娱乐活动的政策
- Accepting and/or Providing Gifts or Reminder Items 接受和/或赠送礼品及提示物
- Reportable Consulting Agreements 可报告咨询协议
- Conflict of Interest 利益冲突
- Interaction with Patients, Patient Advocate and Groups 与患者、患者权益代表和患者团体的交流互动
- Advisory Boards composed of Scientific External Experts 由外部科学专家组成的咨询委员会

This set of policies and standards is continuously assessed, updated and complemented if needed, to ensure adequacy with the evolution of the legal and regulatory framework, as well as, of the risk associated with the Sanofi activities.

如需要，这套政策和标准会持续进行评估、更新、和补充，以确保符合法律法规的更新及赛诺菲活动相关风险的变化。

These policies and standards are not meant to be exhaustive in addressing all the circumstances that may arise. If a particular situation is not covered or the provisions of the policies and standards are not clear to a Sanofi Employee, the latter must consult his or her manager and or the Legal and Ethics & Business Integrity Department.

这些政策和标准并不旨在穷尽所有可能发生的情形。如果赛诺菲员工遇到没有被涵盖在内的特殊情况，或对政策和标准中的条款不明确，该员工必须咨询他/她的经理和/或法务部及合规与商业道德部。

5.3 ANTI-BRIBERY DUE DILIGENCE ON THIRD PARTIES 第三方反贿赂尽职调查

As detailed in the Operational Standard “Conducting Anti-Bribery Due Diligence on Third Parties”, Sanofi conducts “risk-based” anti-bribery Due Diligence on Third Parties to avoid or to mitigate the risk of Third-Party corrupt conduct.

如操作标准“实施第三方反贿赂尽职调查”中的详细说明，赛诺菲实施基于风险的第三方反贿赂尽职调查，以避免或减少第三方的腐败风险。

Furthermore, appropriate anti-corruption and anti-bribery due diligence must be conducted, in accordance with relevant business practices and Sanofi policies and procedures, in advance of making any investment in a non-Sanofi business entity or entering into any Joint-Venture/ Partnership agreement.

此外，在投资非赛诺菲业务相关实体或签订合资/合伙企业的协议之前，必须按照相关商业惯例及赛诺菲政策和程序实施恰当的反腐败及反贿赂尽职调查。

6. RESPONSIBILITIES 责任

6.1 GENERAL RESPONSIBILITIES 一般责任

Fostering a culture of integrity throughout the organization and clearly communicating on Sanofi's expectations contribute to reduce the risk of corruption. Managers are responsible to contribute to the understanding by all members of their teams of what corruption is, as well as, how to prevent it.

在组织内部营造廉正诚信的文化并清晰地传递赛诺菲的期望有助于降低腐败风险。各经理负责督促所有团队成员理解腐败的定义及其预防措施。

Each Sanofi Employee is responsible to comply with this Policy and is expected to perform the trainings made available by the Ethics & Business Integrity Department.

每一个赛诺菲员工都有责任遵守本政策并应参加合规与商业道德部提供的培训。

Each Sanofi Employee has a duty to prevent breaches of this Policy by reporting any questionable situation according to the Sanofi Code of Ethics and the Alerts Management policy.

每一个赛诺菲员工都有责任根据赛诺菲道德行为准则及举报管理政策报告任何可疑情形，防止发生违反本全球政策的行为。

6.2 FINANCIAL AND ACCOUNTING CONTROLS 财务和会计控制

In accordance with all relevant rules, regulations and internal procedures, Sanofi requires that all books, records, and accounts are kept in reasonable detail to accurately and fairly reflect all transactions and dispositions of assets and that adequate internal controls are maintained to provide reasonable assurance that management is aware of, and directing, all transactions ethically and in compliance with applicable Sanofi Policies and Standards.

根据有关规章，条例及内部程序，赛诺菲要求合理详细地保存所有账簿、记录及账目，以确保准确、公正地反映所有交易和资产的处置情况，并维持充分的内部控制确保管理层知情并予以指导，且所有交易的处理都符合适用的赛诺菲政策和标准。

6.3 CONSEQUENCES OF NON-COMPLIANCE WITH THIS POLICY 违反本政策的后果

Violations of Anti-corruption and Anti-bribery Laws and Regulations may result in civil and criminal penalties for Sanofi and Sanofi Employees, in addition to disciplinary actions against Sanofi Employees according to the company legal entities and facilities' internal regulations ("règlement intérieur") and the Corrective and/or disciplinary actions policy.

违反反腐败和反贿赂法律法规，除了按照公司各法律实体的内部要求及“矫正和/或纪律处分政策”给予员工纪律处分，还可能会给赛诺菲及赛诺菲员工带来民事和刑事处罚。

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文件结束