

Anti-corruption code BELIEVE Group	反贪腐准则 BELIEVE 集团
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Introduction

The mission of the Believe Group (hereinafter “Believe”) is to serve and best support the development of all artists and labels at all stages of their career.

In order to carry out this mission and to continue to develop, Believe wished to structure its activity around four key values that must be shared by all Believe employees and partners and for which Believe must be exemplary: expertise, respect, transparency and fairness. Integrity and the fight against corruption or influence peddling are fundamental principles for Believe, which particularly respond to the values of transparency and fairness that it holds dear. The committing of an act of corruption or influence peddling is a serious act that can cause extremely damaging legal and financial consequences for Believe and its Employees, but also for its clients, and which can permanently harm Believe’s reputation.

Believe therefore undertakes to prohibit and punish any inappropriate behaviour of its directors, employees, external and casual employees such as trainees, temporary staff and consultants of all companies belonging to Believe, in France and abroad (hereinafter the “Employee(s)”). For this reason, Believe Management has decided to draft an Anti-Corruption Code, which is part of the Believe Code of Conduct and Ethics, and more generally the Believe Compliance Program, including the monitoring of mandatory anti-corruption training.

I trust that you will carefully read, then apply and enforce, this Anti-Corruption Code in your daily activities in order to promote Believe’s values and its commitment to anti-corruption.

Denis Ladegaillerie
President and CEO of Believe

简介

Believe 集团(下称“Believe”)的使命是向所有艺术家和厂牌公司在其职业生涯各个阶段的发展提供服务和最佳支持。

为了执行这项使命并保持持续发展, Believe 希望围绕四大价值观组织活动, 该四大价值观必须由全体 Believe 雇员和合作伙伴共享, Believe 在这方面必须堪称典范:专业知识、尊重、透明和公平。

廉洁、反贪腐和反对以权谋私是 Believe 的基本原则, 尤其是与其所重视的透明和公平的价值观相呼应。贪污或以权谋私是严重的行为, 会给公司及其雇员和客户造成极其严重的法律和经济后果, 并会永久损害公司的声誉。

因此, Believe 承诺禁止和惩罚其在法国和国外所有 Believe 公司的董事, 雇员, 外部和临时雇员(例如受训人员, 临时雇员和顾问)的任何不当行为(以下简称“雇员”)。

为此, Believe 管理部门决定起草一份《反贪腐准则》, 作为《 Believe 行为和道德准则》的一部分, 更广泛地说, 是 Believe 合规计划的一部分, 包括对强制性反贪腐培训的监督。

我相信, 您会认真阅读, 并在日常活动中遵守和执行本反贪腐准则, 以促进 Believe 的价值观和其反贪腐承诺。

丹尼斯·拉德盖莱里
Believe 总裁 总干事

FOREWORD

Scope of the Anti-Corruption Code

This Anti-Corruption Code is an integral part of Believe’s internal regulations (hereinafter “Internal Regulations”). It is available at all times on Believe Insider and in the Internal Rules and/or provided to the Employees at the time of taking up their duties.

前言

《反贪腐准则》的范围

This Anti-Corruption Code applies to all Employees, regardless of their functions. All of them must comply with all of the obligations set out therein, under penalty of sanctions.

It is also up to the Employees to ensure that:

- when selecting their producers, artists, distributors, suppliers, customers, service providers, intermediaries and, generally, all Believe co-contractors (hereinafter "Business Partners"), they comply with the principles set out in this Anti-Corruption Code;
- that all contracts with Business Partners include anti-corruption provisions.

This Anti-Corruption Code does not purport to be exhaustive and is not intended to cover all situations that Employees may face.

It sets out the principles that must govern their decisions. It is up to everyone to read it carefully to apply the rules and to exercise judgment and good sense in the face of the various situations that may arise.

In case of doubt or question, the Employees are requested to approach their line manager, the Compliance Officer or the Chief Legal Officer to obtain their opinion on the conduct to be adopted.

All Employees must conduct all of their activities with integrity and ethics, regardless of local practices and customs, and comply with all laws and regulations of the countries in which they reside, as well as the anti-corruption and anti-money-laundering laws in the countries in which Believe operates.

1. PROHIBITION OF CORRUPTION AND INFLUENCE PEDDLING

1.1. Definition of corruption and influence peddling offences

1.1.1. The offence of corruption

As indicated in the Foreword above, the offence of corruption is provided for and punished around the world, especially by Articles 432-11, 433-1, 435-1, 435-3, 445-1 and 445-2 of the French Criminal Code.

It is defined as the act whereby a person employed in a given, public or private function, requests/proposes or consents to a gift, offer or promise, in order to perform, delay or omit to carry out an act, which is directly or indirectly part of his/her duties.

Corruption is said to be public when it involves persons performing a public service (hereinafter "Public Official"). The concept of Public Official must be interpreted broadly and refers to any person who is a custodian of the public authority, entrusted with a public service mission or entrusted with elected public office. Any other person considered as such under the national law of a country in which Believe operates shall also be classified as a Public Official.

Corruption is private when it concerns natural or legal persons working in the private sector.

这部反贪腐准则是《公司内部条例》(以下简称“内部条例”)的重要组成部分。这些信息随时都可以在公司内部网和内部规则中找到,或者在雇员履行职责时予以提供。

本反贪腐准则适用于所有雇员,不论其职能如何。他们都必须遵守协议中规定的所有义务,否则将受到惩罚

雇员还应保证:

- 在选择其制片方、艺人、经销商、供应商、客户、服务提供商、中介机构以及Believe的所有共同承包商(下称“商业伙伴”)时,他们遵守本反贪腐准则的规定;
- 与商业伙伴签订的所有合同均应包含反贪腐条款

本《反贪腐准则》并非详尽无遗的涵盖雇员可能面临的所有情况。

它规定了指导他们做出决策的必须性原则。每个人都应该仔细阅读,以应用准则,并在面对可能出现的各种情况时,运用良好的判断力进行判断。

雇员如有疑问的,应当咨询其直接负责管理人员、合规负责人或法务总监,征求他们对所采取行为的意见。

无论当地风俗习惯如何,所有雇员必须以诚信和道德的态度开展所有活动,并遵守 Believe 经营活动所在国家/地区的所有反贪腐法律和法规,

1. 禁止贪污和以权谋私

1.1 贪污和以权谋私的定义

1.1.1 贪污罪

如上文前言所述,贪污罪在世界各地都有相应的惩罚规定,特别是法国刑法典第 432-11 条、第 433-1 条、第 435-1 条、第 435-3 条、第 445-1 条、第 445-2 条的规定。

定义是:从事某一特定的、公共或私人活动的人员为了履行、延迟或不履行直接或间接作为其职责的一部分的行为而要求/提议或同意赠与、要约或承诺的行为。

当贪污涉及到执行公共服务的人员(以下简称“公职人员”)时,就称为公开贪污行为。公职人员的概念必须得到广义的解释,它指的是公共权力的监护者、被委以公共服务任务或被委以选举公职的人。任何其他 Believe 开展经营活动的国家的国内法被认为上述性质的人也应被列为公职人员。

The offence of corruption is established by the mere promise of an undue benefit, even if this benefit is ultimately not granted.

Offences of active corruption (conferring an undue benefit on a person) and passive corruption (receiving an undue benefit) are criminally sanctioned.

In practice, the following conduct may be described as corruption:

- conferring any benefit whatsoever (gifts, gift or discount vouchers, etc.) on a person responsible for broadcasting on a musical platform in order to increase the distribution of titles distributed by Believe;
- selecting a service provider that does not present the most favourable offer to Believe in order to obtain a personal benefit in return;
- receiving any gift or benefit from any producer or service provider of Believe in exchange for the selection of any of its artists or the conclusion of new contracts;
- offering a trip to a producer so that he/she recommends an artist select Believe rather than another service provider;
- conferring a benefit on an employee of a competing company to obtain confidential information on the position of the competitor;
- granting a benefit (an internship for a relative or an invitation to events, etc.) to a public official in order to avoid the payment of a fine or obtain a favourable decision.

1.1.2. The offence of influence peddling

The offence of influence peddling is provided for in Articles 432-11, 433-2, 435-2 and 435-4 of the French Criminal Code in particular.

Influence peddling is defined as offering, requesting, accepting or handing over any benefit whatsoever to a person so that he or she abuses his or her actual or supposed influence in order to obtain from a public authority or administration honours, jobs, contracts or any other favourable decision.

It involves three players:

- the person who provides benefits or gifts;
- the person who uses the recognition that he has as a result of his position;
- the person who holds the decision-making power (public authority or administration, magistrate, etc.).

Offences of active and passive influence peddling are sanctioned by the French Criminal Code.

In practice, the following behaviours are, in particular, likely to be described as influence peddling:

- offering a gift to a relative of a Public Official in order to use his influence on him/her to obtain a favourable decision;
- granting employment to a family member of a Public Official in order to obtain his or her favourable decision or to get him or her to waive sanctions against Believe;
- hiring a Public Official as a consultant to assist Believe in obtaining a favourable administrative decision.

涉及在私营部门工作的自然人或法人的贪污是私人贪污行为。

是否承诺获得不正当利益是贪污罪的成立标准，即使最终没有获得该种不正当利益。

主动贪污(给予某人不正当利益)和被动贪污(获得不正当利益)的犯罪行为均将受到刑事制裁。

- 在实践中，以下行为可被视为贪污：
- 向负责在音乐平台上播放的人提供任何好处(礼物、礼品或折扣券等)，以增加Believe所发行作品的发行量。
- 为获得个人利益作为回报，不选择向Believe提供最优惠报价的服务提供商，
- 从Believe的任何制作方或服务提供方获得任何礼物或利益，以换取其任何艺人的选拔或新合同的签订；
- 为制作方提供一次旅行，让其推荐艺人选择Believe，而不是其他服务提供商；
- 为获取竞争者对手的机密信息，而向竞争对手的雇员提供好处；
- 为避免支付罚款或取得有利决定，对公职人员提供好处(如为其亲属提供实习机会或者活动邀请)。

1.1.2 以权谋私罪

《法国刑法典》第432-11和433-2、435-2和435-4条特别对以权谋私罪进行了规定。

以权谋私的定义是：向某人提供、要求、接受或交出任何利益，使某人滥用其实际或假想的影响力，以便从公共当局或行政部门获得荣誉、工作、合同或任何其他有利的决定。

它包含三个参与者：

- 提供利益或者馈赠的人；
- 因其职务而获得的认可的人；
- 掌握决策权的人(公共部门或行政管理、地方法官等)。

《法国刑法典》对积极和消极以权谋私的罪行予以制裁。

在实践中，以下行为很可能被认定为以权谋私的行为：

- 向公职人员的亲属赠送礼物，以利用其对公职人员的影响力作出有利的决定；
- 给予公职人员的家庭成员一份工作，以便获得其有利决定或使他或她放弃对Believe的处罚；

聘请公职人员作为顾问，以协助
Believe 获得有利的行政决定。

1.2. Criminal sanctions for corruption and influence trafficking

The commission of corruption or influence peddling may result in a range of sanctions up to and including very large fines and prison sentences for Believe and/or for the employees involved, both in France and abroad.

For example, in France, sanctions are as follows:

- for natural persons who have participated as author or accomplice in acts of corruption: 5 to 10 years imprisonment and 500,000 to 1,000,000 euros fine or the equivalent of double the proceeds of the offence;
- for legal entities: 2,500,000 to 5,000,000 euros or the equivalent of double the proceeds of the infringement, as well as additional penalties.

For example, the courts located in foreign countries may impose payment of a fine equivalent to the amount or the value of any advantage accepted upon any person having accepted any form of advantage in violation of the law in addition to criminal sanctions.

1.3. Prohibition of corruption and influence peddling within Believe

Conduct likely to be classified as corruption and influence peddling before a transaction is concluded, during and also after its execution, is strictly prohibited within Believe. Employees undertake to comply with all anti-corruption laws and all the rules set out in this Anti-Corruption Code.

2. RULES TO BE FOLLOWED AND CONDUCT TO BE PROHIBITED

2.1. Gifts and invitations

While offering a gift or invitation of low value may be considered an act of courtesy in certain countries, such an act may lead to confusion and be considered wrongdoing. This is why we need to be particularly vigilant.

In fact, it is strictly forbidden to offer a gift or benefit or to invite a person with the aim of obtaining an undue benefit or to unjustly exercise any influence on his or her actions or those of a third party.

Therefore, in any event, it is strictly prohibited to:

- pay or offer to pay a sum of money to a Public Official or a Believe Business Partner or to receive a sum of money from a Business Partner;

- give a value guarantee or offer a loan disguised as an incitement or reimbursement to a person taking part in or abstaining from taking part in any form of affair or transaction;

- offer a gift or invitation to a Public Official;

- offer a gift or invitation to a person in order to obtain, in an undue manner, a consideration or to

1.2 - 对贪污和以权谋私的刑事制裁

在法国和国外，贪污或以权谋私的行为可导致一系列制裁，包括对 Believe 和/或涉案雇员处以高额罚款和监禁。

例如，在法国，制裁如下：

- 对参与贪污的自然人，处五年以上十年以下有期徒刑，并处 500,000 欧元以上 1,000,000 欧元以下罚金或者犯罪所得数额两倍的罚金；
- 对法人组织：处以 2,500,000-5,000,000 欧元或相当于犯罪所得金额两倍的罚金，并可附加罚款。

例如，外国的法院可以对任何违反法律而接受任何形式利益的人处以与所接受利益金额或价值相等的罚款，以及刑事制裁。

1.3 禁止在 Believe 进行贪污和以权谋私的行为

在 Believe，严禁在交易完成前、进行中和执行后进行贪污和以权谋私的行为。雇员承诺遵守所有反贪腐法律和本反贪腐准则中规定的所有规则。

2. 应当遵守的规则和禁止的行为

2.1. 礼物和邀请

在某些国家，馈赠礼物或低价邀请可能被视为一种礼貌行为，但这种行为可能导致困惑，并被认为是不正当行为。这就是为什么我们需要特别警惕的原因。

事实上，严格禁止为谋取不正当利益或不公正行为，对某人或第三方通过赠送礼物、提供利益或提供邀请施加任何影响。

因此，在任何情况下均严禁以下行为：

向公职人员或 Believe 的业务伙伴支付或提议支付一笔款项，或从业务伙伴处收取一笔款项；

以煽动唆使、提供报销等方式向参与或者放弃参与任何形式事务或交易的人员提供价值担保或者提供借款；

influence his or her decision or that of a third party (a contract on behalf of Believe, the dissemination of titles distributed by Believe etc.);

- request or accept payment of a gift or invitation as consideration, reward or motivation to award a contract or select a Believe Business Partner;
- offer or receive a gift or invitation during a tender phase or during the negotiation of a contract.

However, and in accordance with the above, certain gifts and invitations may be offered or received, as long as the value of such courtesies does not exceed the limits of socially acceptable practice and remains within the limit of a maximum annual amount of 200 euros (or the equivalent in foreign currency) per Employee. This threshold may be lowered in certain countries in order to take account of local customs. In no case may an Employee offer more than the beneficiary is allowed to receive or offer to the Employee.

In all cases, the Employee must keep written and precise supporting documents for the gifts and invitations they offer and receive.

In case of doubt or question regarding gifts and invitations, the Employees are requested to inform the Compliance Officer or the Chief Legal Officer.

Example:

An Employee may offer a producer a box of chocolates for the year-end festive season as it is a gift of a reasonable value and less than 200 euros offered during a period when chocolates are traditionally exchanged.

On the other hand, an Employee must refrain from offering or accepting tickets for the Football World Cup abroad as it is a gift of significant value not suited to the profession and its practices.

2.2. Prohibition of facilitation payments

Facilitation payments are sums of money of low value, requested by public officials to obtain or accelerate the performance of certain administrative acts (processing of state documents, issuing authorisations or permits, etc.). Facilitation payments are strictly prohibited.

All Employees undertake to:

- collaborate with public authorities by providing them with accurate and complete information;
- comply with public procurement regulations and be particularly vigilant in their relations with public officials or representatives of an administration, representatives of a local authority or a French or foreign organisation;
- never make facilitation payments to a Public Official, or give him or her any benefit, directly or indirectly, that could in any way influence the manner in which he or she exercises his or her authority;

In case of doubt, the Employees are requested to approach their line manager, Compliance Officer or the Chief Legal Officer in order to obtain their opinion.

向公务人员赠送礼物或者发出邀请；

向某人提供礼物或邀请，以便以不正当的方式获得对价或影响他（她）或第三方的决定（以 Believe 名义签订的合同、由 Believe 名义所进行的宣传等）；

要求或接受礼物或邀请作为回报，提供或积极促成合同签订或选择 Believe 的商业伙伴；

在招标阶段或合同谈判过程中，提供或接受礼物或邀请。

但是，根据上述规定，某些礼物和邀请可以提供或予以接受，只要这些礼遇的价值不超过社会可接受惯例的限度，并且不超过每位雇员每年 200 欧元（或等值外币）的限额。在某些国家，这一门槛可能会降低，以顾及当地习俗。在任何情况下，雇员所提供的金额不得超过受益人允许接受的或其向雇员所提供的金额。

在任何情况下，雇员都应保留有关提供和接受礼物或邀请的准确、书面的证明材料。

如果对礼物和邀请函有任何疑问或疑问，雇员应告知合规总监或法务总监。

示例

雇员可在年终节日期间向制作方提供一盒巧克力，因为这是一种价值合理的礼物，在传统上交换巧克力的时间里，所提供的价格不超过 200 欧元。

另一方面，雇员必须避免提供或接受国外世界杯足球赛的门票，因为这是一份有重大价值的礼物，不适合该职业及其业务职能。

2.2 禁止各种疏通费用

疏通费是公职官员为取得或加快执行某些行政行为（处理国家文件、签发授权或许可证等）而要求支付的价值较低的款项。

支付疏通费用是被严格禁止的
全体雇员承诺

- 与公共部门合作，向其提供准确和完整的信息；
- 遵守公共采购法规，特别要警惕与公职人员或行政当局代表、地方当局代表或法国或外国组织代表的关系；

- 不向公职人员支付可能以任何方式影响其行使权力的疏通费，亦不直接或间接地给予该公职人员任何利益；

2.3. Conflicts of interest

The conflict of interest refers to any situation in which the personal interests of an Employee (or those of a legal or natural person to which he or she is related or close) are contrary to Believe's interests.

Personal interest means any interest that may affect or appear to influence how the Employee performs the duties and responsibilities entrusted to him or her by Believe.

Such a situation could, for example, occur if an Employee:

- negotiates on behalf of Believe a contract in which he or she, or one of his or her relatives, might have a personal interest directly or via an intermediary;
- has a financial interest in a Business Partner or a competitor of Believe;
- performs a paid activity on behalf of a third party, for example, as an employee, consultant, agent, broker, etc.;
- is partnered with a person working with a competitor of Believe;
- enters into a contract with a producer for whom the Employee's spouse works.

To the extent that a conflict of interest can conceal an act of corruption, it is essential that the Employees be vigilant about the occurrence of conflict of interest situations.

All Employees undertake to:

- favour Believe's interests by refraining from putting forward any personal, financial or family interests, which could give rise to doubt as to their integrity;
- inform their line managers as soon as possible and in writing in the event of potential or proven conflicts of interest;
- refrain from participating in tasks and assignments entrusted to them and likely to give rise to a conflict of interest, if any.

Example:

It might be acceptable for Believe to consider contracting with the company of the wife of one of its Employees for services related to the organisation of a concert. However, in such a context, the Employee must declare this situation to his or her line manager and refrain from participating personally in the selection of the service provider.

An Employee may not enter into a contract with a company in which he or she is a shareholder without having reported it to the Management of Believe and without having obtained prior approval.

2.4. Recruitment

The recruitment of a new Employee could constitute an act of corruption in the event that Believe is granted an undue benefit by a third party in return for the hiring of a particular candidate, especially in order to benefit from a future contractualisation or to influence an administrative decision.

如有疑问，雇员应与其直接负责管理人员、合规管理人员或法律事务总监联系，以征求他们的意见。

2.3 利益冲突

利益冲突系指雇员(或与其有关联关系或关系密切的法人或自然人)的个人利益与 BELIEVE 的利益相冲突的任何情况。

个人利益指可能影响或似乎会影响雇员履行 BELIEVE 委托其履行的职责和责任的任何利益。

例如，雇员可能会存在以下情况：

- 代表 Believe 谈判合同，在该合同中，他或她或其亲戚之一可能直接或通过中间人取得个人利益；
- 与商业伙伴或 BELIEVE 的竞争者存在经济利益关系；
- 代表第三方从事有偿活动的行为，如雇员、顾问、代理人、经纪人等；
- 与 Believe 竞争对手的工作人员建立合伙关系；
- 与其配偶所工作的制作方签订合同。

在某种程度上，利益冲突可以掩盖腐败行为，员工必须警惕利益冲突情况的发生。

全体雇员承诺：

- 为 Believe 的利益着想，避免提及任何可能引起对其诚信产生怀疑的个人、经济或家庭利益；
- 如发生潜在的或经证实的利益冲突，应尽快并以书面形式告知直接负责管理人员
- 避免参与可能导致其利益冲突任务的委任和分配，如有。

示例：

Believe 考虑与其雇员之一的妻子所在公司签订与组织音乐会有关的服务合同，这是可以被接受的。但是，在这种情况下，雇员必须向他或她的直接负责管理人员说明该情况，并避免亲自参与服务提供者的选择工作。

雇员未向 Believe 管理层报告，且未经批准，不得与其持股公司签订合同。

2.4 招聘

如果 Believe 公司因雇用某一特定候选人而获得第三方给予的不正当好处，特别是为了从未

Thus Believe expects each Employee to refuse any undue benefit (personal or in the course of the duties) granted by a third party in exchange for the recruitment of another Employee.

Example:

An Employee must refuse the request of one of his or her clients to take his or her son in an internship if he or she does not have the required competence and to grant him or her a higher remuneration than that provided for in the tariff schedules, as well as benefits such as company accommodation, against the promise of entering into new contracts.

2.5. Business Partners

The risk of corruption exists when Believe has a business relationship with various Business Partners in the course of its professional activities.

Indeed, in many circumstances, a company may be legally liable for acts of corruption committed by its Business Partner.

In the course of their activities, Employees are in contact with many Business Partners, such as producers, artists and their agents or lawyers, distributors, intermediaries, suppliers, service providers, customers, etc.

They act in this context in accordance with the internal procedures in place within Believe.

All Employees undertake to:

- carry out due diligence relating to the integrity of the Business Partner adapted and proportionate to its particular situation (reputation and any pending or previous prosecutions, skills and resources in the required field, ongoing or prior contractual relations with a Public Official, etc.);

- where applicable, select Business Partners in an impartial manner based on predefined and transparent criteria such as quality, service, cost, compliance with regulations etc.

Any business relationship with a Business Partner must give rise to the establishment of a written and signed contract. This contract must contain a clause confirming that the co-contractor undertakes to comply with all applicable regulations.

The payments made must always be lawful, in accordance with the terms of the contract, correspond to an appropriate remuneration and be proportionate to the service provided.

It is forbidden to:

- make cash payments;
- make payments to a different person than the signatory of the contract;
- make payments without presentation of a supporting invoice in accordance with the content of the contract.

All documents specific to the Business Partner's business must be kept throughout the business relationship (contract, proof of services, invoices, payments, etc.) in order to facilitate any subsequent verification.

来的合约中获益或影响行政决定，则雇用新雇员的行为可能构成贪污行为。

因此, Believe 希望每个员工都拒绝第三方给予的任何不正当利益（个人或在执行职责期间）以换取另一位员工的聘用。

示例:

如果雇员的客户要求该雇员录用他或她的不具备所要求能力的孩子去实习，并且在不签订新合同的情况下，要求给予他或她高于薪酬表规定的报酬和公司福利例如住宿补贴，雇员必须拒绝该等要求。

2.5 商业伙伴

当 Believe 在业务发展中与商业伙伴建立商业关系的时候，存在贪污的风险。

事实上，在许多情况下，一家公司可能对其商业伙伴的贪污行为承担法律责任。

雇员在工作过程中，经常与许多商业伙伴接触，例如制作方、艺人、他们的代理人或律师、经销商、中间人、供应商、服务提供者和客户等。

在此情况下，他们应按照 BELIEVE 内部制定的程序行事

全体雇员承诺:

- 就商业伙伴的诚信开展与其特殊情况（声誉、任何未决或先前的所在领域的诉讼、技能和资源、与公职人员的持续或先前的合同关系等）相称的尽职调查；

- 在适用的情况下，基于事先确定和透明公开的标准，如质量、服务、成本、是否符合法规等，公平公正地选择商业伙伴。

与商业伙伴的任何商业关系应当以书面形式确定，并签订合同。该合同必须包含一条确认合同签约方承诺遵守所有适用法规的条款

根据合同条款，支付的款项必须始终是合法的，符合适当的报酬要求，并与所提供的服务相称。

禁止:

- 支付现金；
- 向合同签署人以外的其他人支付款项；
- 在未出示与合同内容相符的发票的情况下进行付款

2.6. Lobbying

Lobbying is defined as any activity designed to influence the decisions or directives of a government or institution in favour of a particular cause or expected outcome. In particular, this is a constructive and transparent contribution to the development of public policies on matters related to the activities of a company or group. This contribution aims to enrich the thinking of public policy makers.

There is sometimes a narrow line between lobbying and corruption. In fact, lobbying, although it is in principle allowed, becomes wrongdoing and corrupt when the person carrying out a lobbying activity offers or proposes to offer a benefit to a Public Official in order to encourage him or her to support legislation or activities that would be favourable to him or her.

All Employees undertake to:

- demonstrate integrity, intellectual probity and transparency in all relations with Public Officials, regardless of the situation or interest being defended;
- provide reliable and objective information, without seeking to obtain information or decisions by exercising any pressure;
- not seek to obtain an undue advantage or favourable decision;
- ensure that interest representatives carry out their activities in compliance with this Anti-Corruption Code and applicable regulations.

2.7. Donations, sponsorship and sponsoring

Believe may make donations, particularly to associations, and may carry out patronage and sponsorship activities.

Prior assurance of the reputation of the charity or sponsoring body should be obtained.

These donations, patronage and sponsorship activities may, in some cases, be carried out with the aim of obtaining or offering an undue benefit; such practices may in this case be classified as corruption.

Thus, Believe expects each Employee to comply with the following rules:

- donations, patronage and sponsorship activities are permitted, subject to compliance with applicable laws and regulations, as part of the procedures applicable within Believe;
- donations, patronage and sponsorship activities must not be made to obtain or offer an undue benefit or to improperly influence a decision;
- the donation must never be made to a natural person or paid in cash.
- donations, patronage and sponsorship activities must be authorised by Believe's Management and must be the subject of a valid patronage or sponsorship contract

在整个业务关系中，必须保存与业务合作伙伴业务相关的所有文件(合同、服务证明、发票、付款等)，以便于后续的核查。

2.6 - 游说

游说的定义是：为某一特定原因或达到预期结果，旨在影响政府或机构作出决定或指示的任何行为。特别是对制定有关公司或集团活动的公共政策具有建设性和显而易见的敦促行为，该行为旨在影响公共政策制定者的想法。

游说和贪污有时只有一线之隔。事实上，游说虽然在原则上是允许的，但如果进行游说活动的人提出或打算向公职人员提供好处，以鼓励他或她支持有利于对游说人员有利的立法或活动，游说就会变成不法行为和贪污行为。

全体雇员承诺：

- 在与政府官员的一切关系中，不论所维护的情况或利益如何，都要表现出正直、理智和透明性；
- 提供可靠和客观的信息，不得试图通过施加任何压力获取信息或决策；
- 不寻求获得不正当好处或有利的决定；
- 确保利益代表按照本《反贪腐准则》和适用的法规开展活动。

2.7 捐赠、支持和赞助

Believe 可以进行捐款，尤其是向各协会捐款，并可开展资助和赞助活动
必须事先对慈善机构或赞助机构的声誉作出保证。

在某些情况下，捐赠、资助和赞助活动可能以获取或给予不正当利益为目的，在这种情况下，可将其定为贪污行为

因此，Believe 希望每名雇员遵守下列规则：

- 在遵守适用法律法规的前提下，允许进行捐赠、资助和赞助活动，作为 Believe 适用程序的一部分；
- 不得以捐赠、赞助和赞助方式获取不正当利益、施加不正当影响；

validated in accordance with the rules applicable within Believe (validation at least by the Financial Management and Legal Department).

2.8. Acquisitions, equity investments and joint ventures

In acquisitions of companies, acquisitions of assets relating to a complete business segment, acquisition of equity interests, mergers or the setting up of joint ventures, it should be ensured that the target or partner does not behave or has not behaved improperly with regard to the applicable anti-corruption laws, and is in compliance with applicable legislation in this area.

In fact, in the aforementioned operations, Believe's civil or criminal liability could be incurred and could lead to significant commercial, financial and reputational consequences.

Thus, it is appropriate to:

- include an anti-corruption component in the due diligence processes as part of acquisitions, equity acquisitions or joint ventures;
- ensure that the target or partner complies with applicable anti-corruption legislation.

2.9. Keeping and accuracy of books and records

Books and records refer here to all accounting, financial and commercial records. These include accounts, correspondence, summaries, books and other documents relating to the accounting, financial and commercial sphere.

In the fight against corruption, it is essential that transactions are transparent, comprehensively documented and allocated to accounts that accurately reflect their nature.

Thus, it is appropriate:

- that no entry in Believe's books and records is unfounded, erroneous, falsified or fictitious. Therefore, it is forbidden to conceal or attempt to conceal a payment made or issued on behalf of Believe, or to attempt to reclassify or conceal it in any way;
- that Believe's books and records be the fair and accurate reflection of the transactions carried out and must be drawn up in accordance with the accounting standards and standards in force;
- that all approval controls and procedures in place within Believe are applied;
- to maintain documentation demonstrating the appropriateness of the services concerned and the corresponding payments;

- 不得对自然人进行捐赠，也不得以现金方式进行捐赠。

- 捐赠、资助和赞助活动必须得到 Believe 管理层的授权，并且必须是一个有效的资助或赞助合同，该合同至少要经过财务管理和法律部的确认，并根据 Believe 内部的规定来执行。

2.8 收购、参股与合资

在公司收购、相关完整业务部门的资产收购、股权收购、合并、建立合资企业等过程中，应当确保目标对象或者合作方在适用的反贪腐法律方面没有或不存在不当行为，并符合相关立法的规定。

事实上，在上述经营中，Believe 可能承担民事或刑事责任，并可能导致重大的商业、财务和声誉后果。

因此，适当的做法是：

- 在收购、股权收购或者合资公司等项目中的尽职调查范围中加入反贪腐调查；
- 确保目标或合作伙伴遵守适用的反贪腐法律。

2.9 账簿和记录的保存和准确性

账簿和记录是指所有会计、财务和商业记录。包括账簿、往来函件、汇总表、账簿和其他有关会计、财务、商业方面的资料。

在对抗反贪腐过程中，交易必须是透明的，有全面的记录，并准确反映其性质。

因此，适当的做法是：

- Believe 的账簿和记录中的记录不应存在任何无根据、错误、伪造或虚构内容。因此，不得隐瞒或试图隐瞒代表 Believe 支付或出具的任何款项，亦不得以任何方式试图对该等款项进行重新分类或隐瞒；
- Believe 其账簿和记录应公允、准确地反映所发生的交易，并且必须按照现行有效的会计准则和规范进行编制；

- that all financial transactions authorised by the line manager comply with internal control procedures.

3. COMPLIANCE WITH THE ANTI-CORRUPTION CODE AND APPLICABLE SANCTIONS

3.1. Interpretation and application of the Anti-Corruption Code

Each Employee must read, understand and comply with this Anti-Corruption Code.

The Believe Chief Legal Officer, Compliance Officer and Human Resources Manager will particularly ensure its dissemination and respect by Employees.

Any Employee who needs assistance in relation to the matters addressed in this Anti-Corruption Code and, in particular, in the event of difficulties of interpretation with respect to its application to a given situation, may contact the Compliance Officer.

3.2. The right to alert

Employees and Business Partners may use the professional alert system set up by Believe, in order to report in a disinterested manner and in good faith, the existence of conduct or situations contrary to this Anti-Corruption Code, which they have been personally aware of, insofar as these are likely to characterise acts of corruption or influence peddling or to infringe upon the law in a country in which Believe operates.

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Although reporting concerns to a line manager is still possible, the professional alert system provides employees with enhanced safeguards in the event of the issuance of a report, including confidentiality guarantees.

However, its use is optional.

In practice, any Employee may send his or her report, even if they are mere suspicions, in accordance with the procedure relating to Believe's professional alert system.

No disciplinary action may be taken against an Employee who has reported in good faith and in a disinterested manner a breach or suspicion of breach of the rules of this Anti-Corruption Code.

This procedure is available at any time on Believe Insider. However, in certain countries, there is a legal obligation to report corrupt activities to the responsible authorities. For example, a person who gains knowledge of a public official engaging in corrupt activities may be obliged to report this and to supply information to the police immediately under penalty of sanctions.

3.3. Consequences in the event of a violation of the Anti-Corruption Code

- Believe 内部所有的批准控制手段和程序均已实施；
- 保存证明该服务适当性的文件及相应款项的文件；
- 直接管理人员授权的所有财务交易均应遵守内部控制程序的规定。

3. 遵守反贪腐准则和适用的制裁

3.1 《反贪腐准则》的解释和适用

每位雇员必须阅读、理解并遵守本反贪腐准则。

Believe 法律事务总监、合规专员和人力资源经理将特别确保该准则能够在雇员中发布、推广和执行。

任何雇员就本准则涉及的事项需要帮助，特别是在对特定情形下的适用难以进行解释时，可以与合规负责人进行联系。

3.2 通知的权利

雇员和商业伙伴可使用 Believe 建立的专业预警系统，以公正和诚信的方式报告他们个人已知悉的违反本《反贪腐准则》的行为或情况，只要这些行为或情况可能符合贪污行为、以权谋私行为的特征或者违反 Believe 所开展业务国家的法律。

虽然向直接负责管理人员报告问题是一种可行的方法，但专业预警机制会在出具报告时为雇员提供更好的保障，包括保密保证。

但是，其使用存在可选择性

在实践中，任何雇员，即使在仅存怀疑的情况下，均可根据 Believe 的专业警报系统相关程序发送报告。

对于善意和公正地举报违反或涉嫌违反本反贪腐守则规定的雇员，不得采取任何纪律处分措施。

此过程可在 Believe 内部互联网上随时使用。

并且，在某些国家，有向主管当局举报贪污腐败活动的法律义务。例如，一个人如果知道某一公职人员参与贪腐活动，其有义务立即向警

Failure to comply with the rules set out in this Anti-Corruption Code may have serious consequences, not only for Believe, but also for Employees and Business Partners.

For Believe, any behaviour contrary to the rules set out in this Anti-Corruption Code may not only harm its reputation and affect its activities, but also expose it to having to compensate for any harm caused and criminal prosecution.

It is recalled that this Anti-Corruption Code is an integral part of Believe's Internal Regulations. Failure to comply with it may result in disciplinary action under the conditions laid down in the said Internal Regulations.

Thus, for Employees, where justified by circumstances, breach of the anti-corruption rules set out in the Anti-Corruption Code may expose them to disciplinary sanctions up to and including termination of the employment contract under the conditions set out in the Internal Regulations, as well as personal, criminal and/or civil proceedings.

方报告这一情况并提供信息，否则将受到制裁。

3.3 关于违反贪腐准则的后果

不遵守本《反贪腐准则》规定可能会产生严重后果，不仅对 Believe，而且对雇员和商业伙伴也是如此

Believe 认为，任何违反本《反贪腐准则》规定的行为不仅可能损害其名誉和影响其活动，而且可能使其不得不赔偿所造成的任何损害和面临刑事诉讼。

特此强调，本《反贪腐准则》是 Believe 内部条例的组成部分。如不遵守，可根据上述《内部条例》规定的条件给予纪律处分。

因此，对于雇员，如果确有合理理由，违反《反贪腐准则》中关于反贪腐的规定，可能导致他们受到纪律处分，包括根据《内部条例》规定的解除劳动合同，以及人事、刑事和/或民事诉讼。

APPENDIX TO THE
ANTI-CORRUPTION CODE
CHINA
反贪腐准则中国版附件

Section § 2.1 should read as follows:

第 2.1 条内容如下：

“However, and in accordance with the above, certain gifts and invitations may be offered or received, **up to a value of 50 euros for each gift and invitation**, and up to a maximum annual amount of 200 euros per Employee”.

“但是，根据上述规定，某些礼物和邀请可以提供或予以接受，**每个礼物和邀请的价值不超过 50 欧元**，**每个雇员每年最多不超过 200 欧元**”。