

# 雀巢业务行为规范

## Nestlé Code of Business Conduct



## Compliance with laws, rules and regulations

We respect the law at all times

Nestlé and its employees are bound by the law. Compliance with all applicable laws and regulations must never be compromised. Additionally, employees shall adhere to internal rules and regulations as they apply in a given situation. Those internal rules are specific to the Company and may go beyond what is required by the law.

## Conflicts of Interest

We will always act in the best interests of Nestlé

A Conflict of Interest occurs when personal interests of an employee or the interests of a third party compete with the interests of Nestlé. In such a situation, it can be difficult for the employee to act fully in the best interests of Nestlé.

Employees shall avoid Conflicts of Interest whenever possible.

If a Conflict of Interest situation has occurred or if an employee faces a situation that may involve or lead to a Conflict of Interest, the employee shall disclose it to his or her Line Manager and/or the HR or the Legal or Compliance Function to resolve the situation in a fair and transparent manner.

## 遵守法律和规章制度

无论何时我们都应尊重法律

雀巢及其员工须遵守法律，无论何时不得违反所有适用的法律法规。另外，员工须遵守某特定场合所适用的内部规定。这些内部规定为公司特别制定，可能超出法律要求而更严格。

## 利益冲突

我们时刻以雀巢的最大利益为重

利益冲突出现在员工个人利益或第三方利益与雀巢利益相竞争的时候。在此情形下，员工可能难以完全以雀巢的最大利益为重。

员工应该尽可能避免利益冲突。

如果出现利益冲突、或者面临可能涉及或导致利益冲突的情况，员工应向其直接上级和（或）人力资源部、或者法律部或法规遵守部门报告，以寻求公正透明的解决方案。

## Outside directorships and other outside activities

We take pride in Nestlé's reputation and consider Nestlé's best interests also in our outside engagements and activities

Outside of Nestlé, no activities shall be pursued if such activities will interfere with the employee's responsibilities for Nestlé, or if they create risks for Nestlé's reputation or if they in any other way conflict with the interests of Nestlé.

When in doubt about the permissibility of an activity, employees shall consult with the HR or the Legal or Compliance Function.

The following positions and activities are deemed acceptable only in case of prior authorization from a member of the Executive Board:

- board member
- officer
- employee
- partner
- consultant

Authorization will be withheld if the position or activity is likely to conflict with Nestlé's interests or the employee's responsibilities.

Board memberships on publicly listed companies need prior approval by the CEO and – in the case of members of the Executive Board – Chairman.

Unless requested by the Company to take up a particular position or activity, employees shall pursue outside activities and positions at their own risk and cost and within their spare time only.

## Families and Relatives

Our hiring and people development decisions will be fair and objective

Immediate family members and partners of employees may be hired as employees or consultants only if the appointment is based on qualifications, performance, skills and experience and provided that there is no direct or indirect reporting relationship between the employee and his or her relative or partner.

These principles of fair employment will apply to all aspects of the employment, including compensation, promotions and transfers, as well as in case that the relationship develops after the respective employee has joined the Company.

Provided that they are equally suited as other candidates, priority may be given to children of Nestlé employees with respect to internships, training periods, employment during holidays and similar short-term assignments.

## 外部董事职位及其它外部活动

我们以雀巢的声誉为荣，在涉及外部任职和活动时也应考虑雀巢的最大利益

在雀巢之外，不得从事任何妨碍员工履行其对雀巢责任的活动、或有风险损害雀巢声誉的活动、或者以任何方式与雀巢利益存在冲突的活动。

如对能否参与某项活动心存疑虑，员工可咨询人力资源部或者法律部或法规遵守部门。

以下任职和活动仅在获得执行委员会的事先批准时才被视为认可：

- 董事
- 管理人
- 雇员
- 合伙人
- 顾问

如果与雀巢利益或员工职责有可能冲突，该任职或活动将不被批准。

出任上市公司的董事需获得首席执行官和（如果本人是执行委员会成员）董事长的事先批准。

除非经公司要求担任某职位或从事某活动，员工从事外部活动或在外部任职的风险和成本由他们自己承担，并且仅能利用其业余时间。

## 家庭及亲属

我们的招聘和人员发展决定是公平和客观的

员工的直系亲属和伴侣只有具备相应资质、业绩、技能和经验时才可被聘为雇员或顾问，而且员工与其亲属或伴侣不得有直接或间接汇报关系。

这些公平录用原则适用于工作的各个方面，包括薪资福利、晋升、调动，这也适用于相关员工在加入公司之后关系发展的情况。

在与其它候选者同样适合的情况下，对于实习机会、培训、假期短工和类似的短期任务，可以考虑优先提供给雀巢员工的子女。

## Corporate opportunities

### We are committed to advance Nestlé's business

Employees shall not compete with the Company. Nor shall they take personal advantage of business opportunities that they discover during the course of their employment, unless the Company expressly waives its interest in pursuing such opportunity.

If employees want to pursue business opportunities that might be of interest to the

Company, they shall inform their Line Manager who will seek a management decision as to whether or not the Company wants to pursue the opportunity. Even if the Company decides against pursuing the opportunity, the employee may seize the opportunity on his or her own behalf only if it is clear that doing so will not result in direct or indirect competition with the Company's operations.

## Insider trading

### We respect and follow the Insider Trading Rules when buying or selling Nestlé securities

Nestlé prohibits the purchase and sale of Nestlé shares or securities on the basis of potentially share price relevant information which is not yet public. Non-compliance may not only entail disciplinary sanctions, but also result in criminal charges.

When in doubt regarding the interpretation or applicability of Nestlé's insider trading rules, employees shall consult with the Legal or Compliance Function.

## 公司的机会

### 我们承诺推进雀巢的业务

员工不应与公司竞争，也不得利用工作过程中发现的业务机会谋取个人利益，除非公司明确表示放弃利用该机会。

如果员工要利用可能有利于公司的业务机会，应告知其直接上级，由直接上级得到管理层关于公司是否利用该机会的决定。即使

公司决定不利用该机会，员工也只有在保证不会造成对公司运营直接或间接竞争的情况下，方可以自己的名义利用该机会。

## 内幕交易

### 我们尊重和遵循买卖雀巢证券的内幕交易规则

雀巢禁止在得知尚未公布的可能影响股价的信息时买卖雀巢股份或证券。否则不仅会处以纪律性处分，而且可被追究刑事责任。

如果员工不了解雀巢的内幕交易规则如何解释或应用，应咨询法律或法规遵守部门。

## Antitrust and fair dealing

### We believe in the importance of free competition

Nestlé is prepared to compete successfully in today's business environment and will always do so in full compliance with all applicable antitrust, competition and fair dealing laws. Therefore, employees must at all times adhere to the following rules:

– Commercial policy and prices will be set independently and will never be agreed, formally or informally, with competitors or other non-related parties, whether directly or indirectly;

– Customers, territories or product markets will never be allocated between Nestlé and its competitors but will always be the result of fair competition;

– Customers and suppliers will be dealt with fairly.

All employees, but especially those who are involved in marketing, sales and purchasing, or who are in regular contact with competitors, have a responsibility to ensure that they are familiar with applicable competition laws. When in doubt, the Legal Function should be contacted in order to provide competition law advice and training.

## Confidential information

### We value and protect our confidential information and we respect the confidential information of others

Confidential information consists of any information that is not or not yet public information. It includes trade secrets, business, marketing and service plans, consumer insights, engineering and manufacturing ideas, product recipes, designs, databases, records, salary information and any non-published financial or other data.

Nestlé's continued success depends on the use of its confidential information and its nondisclosure to third parties. Unless required by law or authorized by their management, employees shall not disclose confidential information or allow such disclosure. This obligation continues beyond the termination of employment. Furthermore,

employees must use best efforts to avoid unintentional disclosure by applying special care when storing or transmitting confidential information.

Nestlé respects that third parties have a similar interest in protecting their confidential information. In case that third parties, such as joint venture partners, suppliers or customers, share with Nestlé confidential information, such information shall be treated with the same care as if it was Nestlé's confidential information. In that same spirit, employees shall protect confidential information that they have obtained in the course of their prior employment.

## 反垄断和公平交易

### 我们相信自由竞争的重要性

雀巢能够在当今的业务环境中成功竞争，并且将完全遵守所有适用的反垄断法规、竞争法规和公平交易法规。因此，员工须时刻遵守以下规定：

–商业政策和价格应独立制定，绝不可正式或非正式地与竞争公司或其他非关联方协同制定，无论是以直接的或间接的方式；

–不得在雀巢与竞争公司间分配客户、区域或

产品市场，而应一直保持公平竞争；

–公平对待客户和供应商。

所有员工，特别是市场、销售、采购或定期接触竞争公司的人员，有责任熟悉适用的竞争法规。如果不了解该法规，应联系法律部门得到建议或培训。

## 机密信息

### 我们珍视并保护我们的机密信息，同时尊重别人的机密信息

机密信息包括所有不公开或尚未公布的信息。它包括商业秘密、业务计划、市场和服务计划、消费者调研结果、工程和制造方案、产品配方、设计、数据库、文档记录、薪资信息和其它不公开的财务数据或其它数据。

雀巢的持续成功取决于其机密信息的使用并向第三方保密。除非法律要求或者得到管理层授权，员工不得透露或纵容透露机密信息。在聘用关系结束后仍须履行该义务。另

外，员工必须谨慎存储和发送机密信息，尽一切努力避免无意间泄密。

雀巢尊重第三方保护其机密信息的类似权益。如第三方（如：合伙人、供应商或客户）与雀巢分享机密信息，应视同雀巢自己的机密信息谨慎处理。以此精神为指引，员工也应当保护其从以前工作关系中得到的机密信息。

## Fraud, protection of company assets, accounting

### We insist on honesty and we respect the Company's assets and property

Employees must never engage in fraudulent or any other dishonest conduct involving the property or assets or the financial reporting and accounting of Nestlé or any third party. This may not only entail disciplinary sanctions but also result in criminal charges.

Nestlé's financial records are the basis for managing the Company's business and fulfilling its obligations to various stakeholders. Therefore, any financial record must be accurate and in line with Nestlé's accounting standards.

Employees shall safeguard and make only proper and efficient use of Nestlé's property. All employees shall seek to protect Nestlé's property from loss, damage, misuse, theft, fraud, embezzlement and destruction. These obligations cover both tangible and intangible assets, including trademarks, know-how, confidential or proprietary information and information systems.

To the extent permitted under applicable law, the Company reserves the right to monitor and inspect how its assets are used by employees, including inspection of all e-mail, data and files kept on Company network terminals.

## Bribery and corruption

### We condemn any form of bribery and corruption

Employees must never, directly or through intermediaries, offer or promise any personal or improper financial or other advantage in order to obtain or retain a business or other advantage from a third party, whether public or private. Nor must they accept any such advantage in return for any preferential treatment of a third party. Moreover, employees must refrain from any activity or behaviour that could give rise to the appearance or suspicion of such conduct or the attempt thereof.

Employees should be aware that the offering or giving of improper benefits in order to influence the decision of the recipient, even if he or she is not a government official, may not only entail disciplinary sanctions but also result in criminal

charges. Improper benefits may consist of anything of value for the recipient, including employment or consultancy contracts for closely related parties.

Employees must be aware that election laws in many jurisdictions generally prohibit political contributions by corporations to political parties or candidates. Nestlé has adopted a policy not to make such contributions except for the parent company in its country of origin. Any such contributions and any deviations from such policy must be approved by the CEO and the Chairman.

## 欺诈、公司资产的保护、会计

### 我们坚持诚实并尊重公司的资产和财物

涉及雀巢或第三方的财物、资产或财务报告和会计时，员工任何时候不得参与欺诈或其它不诚实行为。否则不仅会处以纪律性处分，而且可被追究刑事责任。

雀巢的财务记录是公司管理业务及对不同利益相关方履行义务的基础。因此，所有财务记录必须准确并符合雀巢的会计标准。

员工应保护并且合理有效地使用雀巢财

物。所有员工应尽力保护雀巢财物不被丢失、损害、滥用、偷盗、欺诈、挪用和破坏。这些义务针对有形资产和无形资产，包括商标、技术诀窍、机密或专有信息以及资讯系统。

在适用法律允许的范围内，公司保留监控和检查员工如何使用公司资产的权利，包括检查公司网络终端上存储的所有电子邮件、数据和文档。

## 贿赂和腐败

### 我们谴责任何形式的贿赂和腐败

无论何时员工都不得直接或者通过中间人提供或承诺任何个人的或不当的财务或其它利益，以此获得或保持来自第三方的业务或其它利益，无论第三方是官方还是私人。员工也不得接受任何类似利益，作为惠顾第三方的回报。另外，员工须避免参与可导致或者招致有上述做法嫌疑的活动和行为。

员工应当了解，以提供不当利益的方式影响接受者的决定——即使他/她不是政府官员——也可能不仅导致纪律性处分，而且可以追究刑事责任。不当利益可能包括对接受

者有价值的任何东西，包括给其工作机会或给其关系紧密方的咨询合同。

员工应当了解，许多司法制度下的选举法都禁止企业向政党或候选人提供政治性捐献。雀巢已采取“除母公司发源地所在国家外不做此类捐献”的政策。任何上述捐献及对上述政策的任何偏离必须由首席执行官和董事长批准。

## Introduction

Since its founding, Nestlé's business practices have been governed by integrity, honesty, fair dealing and full compliance with all applicable laws. Nestlé employees worldwide have upheld and lived this commitment in their every day responsibilities ever since, and Nestlé's reputation remains one of the Company's most important assets today.

The Nestlé Corporate Business Principles prescribe certain values and principles which Nestlé has committed to worldwide. This Code of Business Conduct specifies and helps the continued implementation of the Corporate Business Principles by establishing certain nonnegotiable minimum standards of behaviour in key areas.

The nature of this Code is not meant to cover all possible situations that may occur. It is designed to provide a frame of reference against which to measure any activities. Employees should seek guidance when they are in doubt about the proper course of action in a given situation, as it is the ultimate responsibility of each employee to "do the right thing", a responsibility that cannot be delegated.

Employees should always be guided by the following basic principles:

- avoid any conduct that could damage or risk Nestlé or its reputation;
- act legally and honestly;
- put the Company's interests ahead of personal or other interests.

For the purposes of this Code, references to "employees" include employees, associates, officers and directors of Nestlé S.A. and its subsidiaries.

## 概述

雀巢自成立以来，其业务实践一直遵循正直诚实、公平公正、全面遵守所有适用法规的原则。雀巢全球员工在日常工作中一贯秉承承诺，且雀巢的声誉业已成为公司最为宝贵的财富之一。

《雀巢集团业务原则》陈述了雀巢向全世界承诺的一些价值观和原则。本“雀巢业务行为规范”通过在关键方面确立一些员工所应遵守的不容讨价还价的最低行为标准，来具体说明并帮助持续实施《雀巢集团业务原则》。

本“行为规范”并未详尽描述可能出现的各种情况，而是提供一个框架作为权衡各项事宜的参考。如员工在某种情况下对何为正确行为心存疑虑，应即征询相应指导，因为“做正确的事情”最终是每个员工自己的责任，是不可委任旁人的责任。

员工应时刻遵守以下基本指导原则：

- 避免任何可能损害或有风险损害雀巢或其声誉的行为；
- 应该诚实守信
- 将公司利益置于个人或其他利益之上

本“行为规范”所指的“员工”包括雀巢有限公司及其子公司的雇员、伙伴、管理人及董事。

## Gifts, meals, entertainment

### We compete and do business based only on quality and competence

Employees shall not be influenced by receiving favours nor shall they try to improperly influence others by providing favours. Employees may only offer or accept reasonable meals and symbolic gifts which are appropriate under the circumstances, and they shall not accept or offer gifts, meals, or entertainment if such behaviour could create the impression of improperly influencing the respective business relationship.

When assessing the situation in light of the above, employees shall consult the policy applicable in their Market. If no such policy is available, they shall apply the most restrictive local

practice in order to avoid even the appearance of improper dealings. When in doubt, the employee shall seek guidance from his or her Line Manager or the Legal or Compliance Function.

No employee shall offer to or accept from any third party gifts taking the form of any of the following, whatever the value involved:

- money
- loans
- kickbacks
- similar monetary advantages.

## Discrimination and harassment

### We embrace diversity and respect the personal dignity of our fellow employees

Nestlé respects the personal dignity, privacy and personal rights of every employee and is committed to maintaining a workplace free from discrimination and harassment. Therefore, employees must not discriminate on the basis of origin, nationality, religion, race, gender, age or sexual orientation, or engage in any kind of verbal or physical harassment based on any of the above or any other reason.

Employees who feel that their workplace does not comply with the above principles are encouraged to raise their concerns with the HR Department.

## 礼物、宴请和款待

### 我们仅以质量和能力为基础开展竞争和业务

员工不得因接受恩惠而被影响，也不得施以恩惠而试图不正当地影响他人。员工只可以提供或接受合理的宴请和合乎时宜的象征性的礼物。如果可能产生不恰当地影响相应业务关系的印象，则不应接受或提供礼物、宴请或娱乐。

当根据上述原则对情况做出判断时，员工应咨询其所在市场适用的政策。如果没有此类政策，他们应该遵循最为严格的本地实

践，以避免即使只是表面看来不当的行为出现。如果员工心存疑虑，可寻求其直接上级或法律或法规遵守部门的指导。

所有员工不得提供或从第三方接受任何以下形式的礼物，无论其价值如何：

- 金钱
- 贷款
- 回扣
- 类似金钱利益

## 歧视和骚扰

### 我们包容多样性并尊重同事的个人尊严

雀巢尊重每个员工的个人尊严、隐私和个人权利，并承诺维持其工作场所无歧视和骚扰。因此，员工不得歧视出身、国籍、宗教、种族、性别、年龄或性取向，也不得参与基于上述任何方面或任何原因的言语或身体骚扰。

若员工感觉其工作场所并未符合以上原则，我们鼓励员工向人力资源部报告。



## Failure to comply

**We will consult the Code, comply with its provisions and seek guidance where needed**

It is each employee's responsibility to ensure full compliance with all provisions of this Code and to seek guidance where necessary from their Line Manager, or from the HR or the Legal or Compliance Function. To "do the right thing" and to ensure the highest standards of integrity is each employee's personal responsibility that cannot be delegated.

When in doubt, employees should always be guided by the basic principles stated in the introduction to this Code.

Any failure to comply with this Code may result in disciplinary action, including the possibility of dismissal and, if warranted, legal proceedings or criminal sanctions.

## Reporting illegal or non-compliant conduct

**We take responsibility for ensuring that we all act with integrity in all situations**

Employees shall report any practices or actions believed to be inappropriate under this Code or even illegal to their Line Managers or the appropriate members of the HR or the Legal or Compliance function. If it is appropriate, in view of the nature of the reported matter, reports of violations may be made directly to higher levels including the Group's Chief Executive Officer and/or Chief Compliance Officer.

Where appropriate, complaints may be made on a confidential basis or through employee Hotlines.

All complaints shall be properly investigated. Nestlé prohibits retaliation against any employee for such reports made in good faith, while it also protects the rights of the incriminated person.

**Board of Directors  
and Executive Board of Nestlé S.A.**

Vevey, 15 November 2007

## 未遵守本规范的情况

**我们了解本规范、遵守其规定并在需要的时候寻求指导**

完全遵守本规范的所有规定、并在需要时寻求直接上级或人力资源部或法律部或法规遵守部门的指导是每个员工的责任。“做正确的事情”，保持最高标准的正直是每个员工自己的责任，是不可委任旁人的责任。

如心存疑虑，员工应永远遵循本规范概述中所陈述的基本原则。

未遵守本规范的行为可能导致纪律处分，包括解雇的可能性，或者在适当的情形下导致法律诉讼或刑事处罚。

## 报告非法或违规行为

**我们负有责任，确保我们所有人在任何情况下都正直行事。**

员工应向直接上级或人力资源部、法律部或法规遵守部门的合适人员报告任何被认为不适合本规范、甚至非法的行为或做法。如有必要，视所报告事宜的性质，可直接向更高级别报告，包括集团首席执行官和/或首席法规遵守官。

如有必要，投诉可在保密的基础上或通过员工热线进行。

所有投诉应得到恰当的调查。雀巢禁止打击报复任何出于诚信原则进行的员工投诉，同时也保护被投诉人员的权益。

**雀巢有限公司董事会和执行委员会**

2007年11月15日于韦威

