

Code of conduct



RWE

Powering. Reliable. Future.

RWE Principles of Conduct

RWE 行为原则

Our way of doing business is characterised by integrity and compliance with the law. We expect the same of our partners. In particular, we are committed to the following principles:

我们从事业务的方式，以诚信守法为特征。我们对合作伙伴亦如此期待。具体而言，我们致力于遵守下列原则：

1. Human rights

人权

We respect and support the Universal Declaration of Human Rights adopted by the United Nations and we use our influence to prevent infringements of human rights from happening.

我们尊重和支持联合国通过的《世界人权宣言》。我们使用我们的影响防止发生侵犯人权的行为。

2. Labour standards

劳工标准

We respect and support the core labour standards set out by the International Labour Organisation (ILO). We embrace diversity and equal treatment regardless of gender, marital status, ethnic origin, nationality, age, religion, sexual orientation, physical or mental disability.

我们尊重和支持国际劳工组织（ILO）制定的核心劳工标准。我们支持劳工多样化和平等对待劳工，无论其性别、婚姻状况、种族、国籍、年龄、宗教、性取向、身体或精神残疾为何。

We uphold the right to freedom of association and recognise the right to collective bargaining. We aspire towards the highest level of health and safety across all work-places and facilities.

我们支持结社自由并承认集体谈判权。我们在所有工作场所和设施方面追求最高水平的健康和安全标准。

3. Environment

环境

We believe in handling natural resources responsibly and encourage the use of environmentally-friendly technologies.

我们信奉负责任地处理自然资源并鼓励使用环境友好型技术。

4. Free competition and capital market regulations

自由竞争和资本市场规定

We champion free competition and transparent markets, and combat unfair competition and restrictions on competition. With respect to company information, we comply with national and international regulations governing the capital markets.

我们拥护自由竞争和透明市场，抵制不公平竞争和限制竞争。关于公司信息，我们遵守管理资本市场的国家和国际规定。

5. Data protection

数据保护

We make sure that personal data is handled very carefully.
我们确保非常谨慎地处理个人信息。

6. Protection of business secrets and intellectual property

保护商业秘密和知识产权

We advocate the protection of business secrets and third-party intellectual property.
我们主张保护商业秘密和第三方知识产权。

7. Taxes, subsidies and public contracts

税务、补贴和公共合同

We follow statutory requirements and procedures relating to the collection of taxes, the granting of subsidies and the awarding of public contracts.

我们遵守关于税收、发放补贴和授予公共合同的法定要求和程序。

8. Anti-corruption and conflicts of interest

反腐败和利益冲突

No corruption is tolerated and we take all necessary and appropriate measures to prevent corruption. Conflicts between employees' private interests and the interests of the company are to be avoided. We make sure that no undue influence is exerted on policy-makers.

我们不容忍任何腐败行为。我们采取一切必要及适当的措施防止腐败。我们避免员工个人利益和公司利益发生冲突。我们确保不对政策制定者施加不当影响。

9. Foreign trade law

对外贸易法

We comply with national and international sanctions and embargoes in force, as well as other restrictions on foreign trade laid down in law.

我们遵守国家 and 国际上已生效的制裁和禁运措施，并遵守法律规定的其它对外贸易限制。

10. Money laundering

洗钱

We take all measures that are necessary and appropriate to prevent the proceeds of crime being laundered.
我们采取一切必要及适当的措施，防止“漂白”犯罪所得。

RWE Code of Conduct¹

RWE 行为准则

Preamble

前言

At RWE¹, we are aware of our social role and our responsibility towards customers, business partners, shareholders and employees. This is why we have a set of clear principles that define how we conduct our business and social activities.

在 RWE，我们认识到我们对顾客、商业伙伴、股东和员工的社会职责和责任。因此我们设置了一套明确的原则，规定我们如何开展业务和社会活动。

Our activities are determined by our shared values of trust, passion and performance. These values ensure that we have a common identity shared across all RWE Group companies and can be found in concrete terms in this Code of Conduct.

我们共同的价值观——信任、热忱和业绩决定我们的活动。该等价值观确保我们整个 RWE 集团公司中有认同感，并体现于本行为准则的坚实条款。

All of our company employees are required to act in a way that is independent, honest, loyal, full of integrity and respectful towards others and the environment. Our managers need to lead by example.

我们要求所有的公司员工以独立、诚实、忠诚、刚正不阿和尊敬的方式对待他人和环境。我们的管理人员要以身作则。

Our company's fundamental goals are to achieve company success by providing our customers with the services they need. We strive to constantly improve the quality of our products and services and thereby achieve a sustainable rate of return in line with the market for the RWE shareholders.

我们公司的基本目标是通过向我们的客户提供其所需的服务实现公司成功。我们努力不断改善我们的产品和服务质量，藉此为 RWE 股东实现与市况相符的可持续回报率。

¹ RWE hereinafter refers to RWE AG as well as directly and indirectly affiliated companies in and outside of Germany.
以下 RWE 指代 RWE AG 或其在国内外的直接/间接关联公司。

To this end, we rely on:

为此目的，我们依靠：

- **The skills, strength and dedication of our employees**
我们员工的技术、能力和奉献；
- **A reliable, social and political environment**
可靠的社会和政治环境；
- **Opportunities provided by scientific and technological advances**
科学和技术进步提供的机会；
- **A clear focus on customers when developing innovative products**
开发创新产品时明确专注于顾客。

There are three primary objectives to this Code of Conduct. Firstly, it encourages all employees to take responsibility for their own actions and provides employees with the necessary guidance to this end. Secondly, it defines the goals and principles that guide our business activities. Finally, it sets the standards for collaborating with contractual partners and provides a common basis on which to build contractual relationships.

本行为准则有三个首要目标。首先，鼓励所有员工对其自身行为负责，并向员工提供实现此目的之必要指导。其次，规定指导我们业务活动的目标和原则。最后，制定与合同伙伴合作的标准，并提供建立合同关系的共同基础。

I. Scope of application

适用范围

The Code of Conduct applies uniformly throughout RWE. Subsidiaries of RWE outside of Germany may take into account the particular customs of their own countries when implementing the Code of Conduct, so long as this does not contradict the Code's basic principles.

行为准则在 RWE 内部统一适用。位于德国境外的 RWE 子公司在实施行为准则时可考虑其自身国家的具体习惯，条件是不违反准则的基本原则。

The Code of Conduct extends to company interests and all areas in which employees are perceived as representatives of RWE.

行为准则包括公司利益和视员工为 RWE 代表的所有领域。

Global Compact

全球合约

We have joined the United Nations Global Compact initiative. This means that we are committed to recognising, supporting and putting into practice the UN Global Compact's ten principles pertaining to human rights, labour standards, environmental protection and anti-corruption in our area of influence.

我们已加入联合国全球契约倡议。这表示我们致力于在我们的影响范围内承认、支持和奉行有关人权、劳工标准、环境保护和反腐败的联合国全球契约的十项原则。

II. Compliance with laws and regulations

遵守法律和法规

It is important for us to be successful in the long term. We believe that this is only possible if we maintain our integrity in all aspects of our business activities. We must therefore comply with all laws, directives and comparable regulations. These constitute the framework that determines how we act. We make sure that we ourselves act in a way that complies with the law, and we expect the same from our partners.

长期成功对我们十分重要。我们相信：只有在我们业务活动的所有方面保持我们的诚信，我们才有可能长期成功。因此我们必须遵守所有法律、指令和类似规定。它们构成决定我们行动方式的框架。我们确保：我们自身以符合法律的方式行事，我们也如此期待我们的合作伙伴。

III. External relations

外部关系

General principles

通用原则

We only wish to achieve our business goals by using legal and ethical means. We expect our partners to do the same.

我们仅希望通过使用合法和道德的方式实现我们的商业目标。我们期待我们的合作伙伴亦如此行事。

Private interests must remain strictly separate from the interests of the company. Should a conflict of interest arise, it should be disclosed and resolved. Indeed, we must avoid even the impression of a conflict of interest.

私人利益与公司利益必须严格分开。如果发生利益冲突，应披露和解决该冲突。实际上，我们必须避免发生哪怕是仅仅引起“存在利益冲突”的印象的情况。

We manage the company's tangible and intangible assets appropriately and protect them from being lost, stolen or misused. We also respect third-party property and are committed to protecting business secrets.

我们适当地管理公司的有形和无形资产，保护它们不被丢失、被偷盗或被滥用。我们也尊重第三方财产并承诺保护商业秘密。

We may not solicit or accept monetary benefits from third parties, nor may we offer or give them to third parties. Other types of benefits are only allowed within the bounds of customary business practices, under the condition that such benefits will not lead to the impression of undue influence.

我们不得从第三方索取或接受金钱利益，亦不得向第三方提供或给予该等利益。其他类型的利益仅限于惯常的商业实践范围内，条件是这些利益不会引起存在不当影响的印象。

Cash benefits are prohibited.
禁止现金利益。

We make sure that we handle personal data very carefully.
我们确保非常谨慎地处理个人数据。

Conduct towards customers
对顾客的行为

We offer our customers a wide range of products and services in the energy supply industry. It is very important for us to deal with customers fairly and to offer them suitable and efficient solutions.
我们向我们的顾客提供能源供应产业中广泛的产品和服务。公平对待顾客及向他们提供合适且高效的解决方案对我们十分重要。

Conduct towards shareholders
对股东的行为

The RWE shareholders' capital is the prerequisite and foundation of our business activities. We therefore want to preserve this capital and achieve returns on it in line with market conditions.
RWE 的股东资本是我们业务活动的先决条件和基础。因此我们希望根据市场条件保持该等资本并在此基础上实现回报。

Conduct towards business partners
对商业伙伴的行为

We advocate free competition and transparent markets and are against unfair competition and restrictions of competition. This means that we comply with requirements regarding tax levies, subsidy grants and procedures for awarding public contracts.
我们主张自由竞争和透明市场，反对不公平竞争和竞争限制。这表示我们遵守关于税收、补贴拨款，以及公共合同授予程序的要求。

Through our activities, we would like to set an example and work towards propagating the set of principles in our Code of Conduct. We therefore expect companies that enter into a business relationship with RWE to accept the principles in our Code of Conduct as the basis for the partnership. This happens by including the principles that are part of our RWE Code of Conduct in the contractual relationship. Should competing policies come into conflict with each other or the application of the principles of conduct not be possible during the course of the business relationship, we strive to agree on a common set of standards that is at least equal to the level of the UN Global Compact. If it becomes publicly known that a business partner has violated these responsibilities, we will re-examine our business relationship with that partner and take any appropriate measures that we deem necessary.
我们希望通过我们的活动树立榜样，并努力宣传我们行为准则中的整套原则。因此我们期待与 RWE 订立业务关系的公司接受我们行为准则中的原则，将其作为伙伴关系的基础。这通过将我们 RWE 行为准则中的部分原则纳入合同关系而实现。如果在业务关系中，互相抵触的政策相互冲突或无法适用某些行为原则，则我们努力达成至少与联合国全球契约同等水平的一套共同标准。如果公开知晓某一商业伙伴已违反该等责任，我们将重新考虑与该伙伴的业务关系，并采取任何我们认为必要的适当措施。

When choosing consultants and agents, we focus especially on their qualifications and integrity.
选择顾问和代理时，我们特别关注他们的资质和诚信。

In all business relationships, we observe the applicable national and international sanction and embargo directives as well as any other applicable foreign trade law restrictions. We also take all necessary and appropriate measures to prevent money laundering.
在所有业务关系中，我们遵守适用的国家和国际制裁和禁运指令，以及任何其它适用的对外贸易法律限制。我们也采取所有必要及合理措施防止洗钱。

Conduct towards the public
对公众的行为

We publish company information in accordance with German and international capital markets provisions in order to enable proper trading in company securities. At the same time, non-public information that could reasonably be expected to significantly affect the price of company securities must remain confidential until it is officially released and must not be used as the basis for decisions about buying or selling securities.

我们根据德国和国际资本市场的规定公布公司信息，以实现公司证券的合理交易。同时，在合理预期下对公司证券价格有重大影响的非公共信息在正式发布前必须保密，且不得作为决定购买或出售证券的依据。

All communications from RWE are full, fair, accurate, timely and understandable. We respect the professional independence of journalists and the media.

RWE 的所有通讯都是充分、公平、准确、及时和合理的。我们尊重记者和媒体的专业独立。

Only authorised persons are allowed to disclose information concerning RWE or its subsidiaries to the public, the media or to other third parties.

仅允许授权人员向公众、媒体或其他第三方披露关于 RWE 或其子公司的信息。

IV. Conduct towards policy-makers

对决策者的行为

Dialogue with representatives of government bodies and political parties is indispensable, but we want to avoid even the impression that RWE exercises undue influence. For this reason, we are committed to remaining non-partisan and do not make any contributions to any political parties or organisations and foundations that are closely associated with political parties.

与政府部门和政治党派代表的对话不可或缺，但我们希望避免引起 RWE 行使不当影响的印象。因此，我们承诺保持无党派且不向任何政治党派或与政治党派关系密切的组织或基金会作任何捐赠。

RWE does not employ any employees whose main occupation is to hold public office or a parliamentary seat. Nor do we make consultancy agreements or similar ‘payment for services’ agreements with representatives from such groups of people.

RWE 不雇佣任何主业是公职或持有议会席位的员工。我们也不会与此等群体的代表人士订立咨询协议或类似的“付费服务”协议。

V. Commitment to corporate responsibility

企业责任承诺

A sense of responsibility towards society and the environment is an essential factor in maintaining the success of a company. We are aware of this, and therefore support corporate citizenship – especially in social, ecological and cultural areas. We seek to be in dialogue with groups that are affected by our business activities or whose activities influence RWE’s business activities.

对社会和环境的责任感是一个公司保持成功的关键因素。我们认识到这一点，因此支持企业公民的概念（尤其是在社会、生态和文化领域）。我们寻求与受我们业务活动影响的、或其活动影响 RWE 业务活动的群体保持对话。

We are happy for our employees to engage privately in civic, political and democratic as well as social initiatives, especially for charitable and social causes, as long as these activities do not conflict with our business interests.

RWE does not pursue its business interests through its employees’ activities in this area.

我们乐见我们的员工参与尤其是为慈善和社会事业而作的公民、政治和民主、及社会倡议，只要该等活动不与我们的业务利益冲突。RWE 不通过其员工活动追求这一领域的业务利益。

VI. Internal relations

内部关系

Equal opportunity and mutual respect

机会平等和互相尊重

We respect the dignity and individuality of all employees. Our interactions with each other are characterised by mutual respect, fairness, team spirit, professionalism and openness.

我们尊重所有员工的尊严和个体性。我们之间的互动具有互相尊重、公平、团队精神、专业性和开放的特征。

No employee or job applicant will be discriminated against on grounds of gender, marital status, ethnic background, nationality, age, religion, sexual orientation, or physical or mental disability. Our employees’ abilities and

qualifications are the most important criteria for how we select, train and develop our employees. We advocate equal opportunity and diversity.

任何员工或职位申请者都不会因其性别、婚姻状况、种族背景、国籍、年龄、宗教、性取向、或身体或精神残疾而被歧视。我们员工的能力和资质是我们选择、培训和发展员工的最重要的标准。我们主张机会平等和多样性。

We endeavour to help our employees achieve a work-life balance and pay special attention to helping them reconcile their family lives with their careers.

我们尽力帮助我们的员工实现工作—生活平衡，并特别注重帮助他们调解家庭生活和事业。

Occupational health and safety

职业健康和安全

We work towards constantly improving the occupational health and safety conditions for our employees and the safety of our facilities.

我们努力不断改善我们员工的职业健康和安全条件、以及我们设施的安全性。

All employees are responsible for helping to protect other people and the environment in their work environment.

All managers are required to instruct and support their employees in fulfilling these responsibilities.

所有员工都有责任在其工作环境中帮助保护他人和环境。所有管理人员需要指导和支持其员工履行该等责任。

VII. Code of Conduct and reporting – Implementation, consolidation, compliance

行为准则和报告——执行、强化、合规

General principles

通用原则

This Code of Conduct forms the basis of our company culture and is of course a part of our day-to-day work.

Nevertheless, it falls especially on the managers to actively encourage and request again and again that employees implement and comply with the Code of Conduct. The Group audit will pay close attention to the level of compliance with the Code of Conduct, and the Code's general principles will be a part of the audit criteria. The Code of Conduct is the basis for additional company regulations that will take into account factors specific to the industry and country concerned.

本行为准则构成我们公司文化的基础且自然是我们日常工作的一部分。尽管如此，管理人员需要特别一再积极鼓励并要求员工执行并遵守行为准则。集团审计部门将密切关注行为准则的遵守水平；准则的通用原则将成为审计标准的一部分。行为准则是其它公司规定的基础；其它公司规定将考虑相关产业和国家的特别因素。

Compliance management system

合规管理系统

In order to minimise the risks of breaching the Code of Conduct, RWE has provided a compliance management system. This serves to identify potential structural risks of corruption in the company. The measures necessary for removing or minimising the risks will be carried out, communicated regularly, monitored and continuously improved. This way, we wish to establish a compliance culture that meets the highest standards across the entire Group.

为了将违反行为准则的风险最小化，RWE 提供了合规管理系统。该系统用于识别公司内部潜在的结构性腐败风险。我们执行、定期交流、监测并持续改善那些为消除或将腐败风险最小化所必需的措施。通过这种方式，我们希望建立起达到整个集团最高标准的合规文化。

Contact partners and compliance officers

联络合作伙伴和合规官

All employees should actively speak with their line manager or respective Compliance Officers if they have any questions related to the Code of Conduct or compliance. The same is true if they come across any indications that the Code of Conduct has been breached.

如果员工存在任何与行为准则或合规有关的问题，其应积极与其汇报线主管或相关的合规官进行沟通。如果员工发现存在行为准则已被违反的迹象，应以同样方式处理。

There are designated Compliance Officers in all company divisions and Group companies who are always available as contact persons for these matters, especially when it comes to the issue of anti-corruption. The officers will treat every question, comment and suggestion with utmost confidentiality and deal with each concern

individually as the situation demands. Upon request, the employee will be informed about how his or her report is being dealt with and what measures will be taking place.

在所有公司分部和集团公司都有指定的合规官，可以始终为该等事宜（尤其是反腐败问题）联络他们。合规官将根据情况要求对每个问题、评价和建议最大限度地保密，并作分别处理。经要求，合规官将通知员工其报告的处理方式及将采取的措施。

No employee will face recrimination for contacting a Compliance Officer, unless the employee has breached the Code of Conduct in some way.

没有员工会因为联络合规官而面临指责，除非该员工以某种方式违反了行为准则。

An external contact person is also available for you to contact if you have any information concerning a breach of the Code of Conduct. Information given to the external contact persons will be passed on to the Chief Compliance Officer of RWE AG – anonymously, on request – who will then handle the information as described above.

如果掌握任何关于违反行为准则的信息，也可联络外部联络人员。经要求，提供给外部联络人员的信息将被匿名传递给 RWE AG 的首席合规官，其将随后处理上述信息。

You can find the contact details of the Compliance Officers and external contact persons on the intranet site.

在公司内部网站可以找到合规官和外部联络人员的联络信息。

Confirmation and reporting

确认和报告

All managers who are responsible for employees need to give an annual report about the implementation of the Code of Conduct in their areas of responsibility.

对员工负责的所有管理人员需要出具关于在其职责领域内执行行为准则的年度报告。

Documentation

文件

Benefits given to public officials that are of relevance in accordance with our policies, donations and sponsoring measures as well as consultancy contracts and agent contracts are documented in a Group-wide register.

与我们的政策、捐助和赞助措施相关而给予相关公职人员的利益、以及顾问合同与代理合同记录在集团登记册中。

Essen, May 2018

2018年5月 于埃森

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