

MAHLE

MAHLE Business Code
马勒商业准则



Introduction

介绍

The name MAHLE stands for performance, precision, perfection and innovation. Our primary aims are to maximize customer satisfaction and to improve our competitiveness until we lead the market—true to company founder Ernst Mahle's maxim that a good product can always be made better.

马勒这一名称代表着性能、精确、完美与创新。我们的首要目标是使客户的满意度最大化以及提升我们的竞争力，直到我们得以引领市场——正如公司创始人欧内斯特·马勒的格言那样：好的产品永远可以变得更好。

The pillars of our strategy for success are as follows:

我们的获胜战略的支柱是：

- Global presence,
进驻全球市场，
- Organic growth and selective acquisitions,
有机增长与选择性收购，
- Innovation,
创新，
- Product quality,
产品质量，
- System expertise,
系统专业知识，
- Dedicated employees,
敬业的员工，
- Cost efficiency and profitability.
成本效率与盈利能力。

As a global player, MAHLE is fully aware of its social responsibility. To ensure compliance with ethical principles, internal rules and laws within the MAHLE Group¹, we are introducing this Business Code as a way of providing guidelines for all MAHLE Group employees including the members of the MAHLE Management Board, the members of the MAHLE Management Committee, directors and executives of the MAHLE Group. The purpose of this Business Code is to provide a legal and ethical framework within which all employees must work. For foreign MAHLE affiliated companies this Business Code sets out the minimum standards that they are to adopt and where necessary modify to accommodate local requirements and characteristics.

作为一家全球化企业，马勒深知自身的社会责任。为在马勒集团内确保对道德原则、内部规则 and 法律的遵守，我们推出本商业准则，以便向包括马勒董事会成员、马勒管理委员会成员、马勒集团董事与高管在内的全部集团员工提供指引。本商业准则的目的是提供一份全部员工在工作中需遵守的法律与道德框架。对于马勒的海外关联公司而言，本商业准则设定了其应遵守的最低标准，该等最低标准根据当地要求与特点在必要时可作出调整。

For joint ventures as well as companies in Germany and abroad in which MAHLE holds a 50% share or a minority share of more than 25% appropriate measures should be taken to ensure compliance with the aims and objectives of this Business Code.

合资公司，以及马勒在德国或海外持有50%以上股份、或超过25%的少数股份的公司，均应采取适当措施以确保其符合本商业准则的目的与目标。

All employees shall encourage third parties to comply with the aims and objectives of this Business Code.

所有员工均应鼓励第三方一并遵守本商业准则的目的与目标。

¹ The "MAHLE Group" includes all fully-consolidated MAHLE companies.
马勒集团包括完全合并报表的所有马勒实体。

1. Compliance with the law and responsibility 遵守法律及责任

All employees must comply with the laws and regulations as well as internal guidelines that apply to their area of work. Violations of the law and breaches of internal rules are to be avoided under all circumstances.

全部员工均应遵守适用于其工作范围的法律、法规及内部指引。在任何情况下，均应避免违反法律或内部规定。

MAHLE expects its employees to protect and promote the company's reputation in public. When expressing private opinions in public, employees should be sure not to create the impression they are speaking on behalf of the company.

马勒期望其员工在公开场合保护并提升公司的声誉。在公开场合表达私人观点时，员工应避免对外留下其意见是代表公司而作出的印象。

2. Product quality and safety 产品质量与安全

MAHLE products are manufactured according to strict quality standards. Our excellent quality management system and consistent zero-error strategy enable us to achieve our aim of maximum product safety. As a mark of our strong sense of responsibility for the safety of our products, we require strict compliance with all statutory and company product safety rules and regulations. If employees have any safety concerns, they are instructed to inform the responsible departments without delay, in order appropriate steps for protection of our customers can be taken. 马勒的产品是根据严格的质量标准而制造的。我们卓越的质量管理体系以及一贯的零缺陷策略，均使得我们可以实现产品安全最大化的目标。作为我们对于产品安全的高度责任感的体现，我们要求严格遵守全部法定及公司制定的产品安全规章制度。如果员工有任何安全方面的担忧，其应毫不迟延的向负责部门报告，以便可以采取适当措施保护我们的客户。

3. Competition law and antitrust law 竞争法及反垄断法

MAHLE seeks to uphold the rules of free and fair competition in pursuing its corporate objectives. Compliance with all national and international competition and antitrust legislation is a fundamental principle of our business at all levels of the company. Participation in any kind of anticompetitive practices is forbidden. 马勒在追求实现企业目标的同时，也坚持自由与公平的竞争规则。遵守全部的国家及国际竞争法及反垄断法，是公司在各个层级中的业务基本原则。禁止参与任何形式的反竞争行为。

3.1 Conduct towards competitors 对待竞争者

Employees may not enter into any anticompetitive agreements or concerted practices with competitors. Even the unilateral disclosure to competitors of sensitive or strategic information such as any kind of price-related information (net prices, gross prices, price lists, etc.), price increases, capacity utilization rates, incoming orders, future R&D projects may constitute a violation of antitrust law.

员工不得与竞争者签订任何反竞争协议或作出协同行为。即使单方面地向竞争者披露敏感或战略信息，例如任何形式的价格相关信息（净价、总价、价格清单等）、涨价、产能利用率、将获得的订单、未来的研发项目等，均可能构成对反垄断法的违反。

Antitrust law prohibits any restriction of competition, i.e. all measures aimed at reducing the risks inherent in free and unfettered competition. Agreeing to prices, allocating markets (based on customers or territory) and agreements between competitors to set their respective market shares are, for example, prohibited. 反垄断法禁止任何限制竞争行为，即旨在降低在自由不受限的竞争中存在的固有风险的全部措施。举例而言，就价格达成一致、（基于客户或地区）分割市场以及在竞争者之间协议设定各自的市场份额，均是被禁止的。

3.2 Conduct towards customers and suppliers

对待客户与供应商

Agreements with customers and suppliers aimed at restricting the freedom to compete are also prohibited. This includes, but is not limited to, restrictions on the freedom of customers to set their own supply terms or prices. Certain forms of exclusive supply obligations, restrictions on clientele, exclusivity agreements, non-compete obligations and restrictions on use can also be forbidden.

与客户及供应商达成的旨在限制自由竞争的协议亦是被禁止的,这包括但不限于限制客户设定其自身的供应条款或价格的行为。某些形式的独家供应义务、客户群限制、排他性协议、竞业禁止义务以及使用限制,也可能是被禁止的。

3.3 Membership in trade associations and participation in industry meetings

行业协会会员身份以及参加行业会议

Membership in trade associations and associations of undertakings is often useful, in some cases vital even. It nevertheless brings with it the risk of antitrust violations. MAHLE's competitors are often members of the same associations too and this provides the opportunity for the exchange of market information that is relevant from the antitrust perspective. The same applies to attendance of industry meetings.

加入商会及企业联合组织成为会员通常是有帮助的,在某些情况下甚至是至关重要的。然而,其将带来违反反垄断法之风险。由于马勒的竞争者通常也是同一协会的会员,这提供了交换反垄断相关市场信息的机会。该等风险在出席行业会议的情况下同样适用。

Employees must consider the legitimate business need to participate in these organizations. Should other companies taking part engage in an unlawful exchange of information, employees are instructed to clearly distance themselves therefrom by lodging an objection, having the objection taken down in the minutes and leaving the event without delay.

员工必须考虑参加这些组织的合理业务需求。如果其他参与的公司在其中进行不合法的信息交换,则员工应提出异议并与其划清界限,要求在会议纪要中记录其异议,并毫不迟延地离场。

3.4 Conduct in case of a market dominant position

处于市场支配地位情况下的行为

From the antitrust perspective MAHLE can be considered to be in a dominant market position for some product groups. This means that it is subject to the special rules, including antitrust rules, that apply to dominant companies.

就某些产品类别而言,从反垄断法的角度,马勒可能被视为处于市场支配地位。这意味着我们将受到针对具有市场支配地位的公司的特殊规定,包括反垄断规则,的限制。

Dominant companies are not permitted to abuse their market power. Treating customers differently without legitimate reason, refusing to supply to customers, and granting loyalty discounts can all be considered an abuse of market power.

具有市场支配地位的公司不得滥用其市场地位。无正当理由的区别对待客户、拒绝向客户供应,以及提供忠实折扣的行为,均将被视为滥用市场地位。

4. Foreign trade

海外贸易

When doing business abroad, we comply with all foreign trade, tax and customs legislation in force in the countries in question. All employees must comply with these controls when products are bought, manufactured or put into circulation. Export controls generally apply not only to the delivery of goods, but also to the performance of services and the transfer of technology.

在海外开展业务时,我们遵守在当地国家有效的全部的外国贸易、税收及海关法规。所有员工均应在购买产品、制造产品或产品被投入流通时,遵守该等规定。出口管制通常不仅适用于交付货物,同时也适用于履行服务与转让技术。

All employees involved in the import and export of goods and other cross-border transactions must comply with the relevant trade control regulations. In keeping with said regulations, any official authorizations required must always be obtained. Arms export control legislation is also to be observed.

所有参与货物进出口以及其他跨境交易的员工,均应遵守相关的贸易管制法规。为遵守该等法规,应始终获得要求的官方授权。武器出口管制法规亦应被遵守。

5. Prevention of fraud and corruption 防止欺诈与腐败

MAHLE is committed to meeting high ethical standards in its business. MAHLE will not tolerate unfair practices by employees and business partners.

马勒致力于在其业务中遵从高度的道德标准。马勒将不会容忍其员工和业务伙伴的不公平行为。

5.1 Unfair advantages will not be accepted from or granted to business partners

不得接受业务伙伴提供的不公平利益，也不得向业务伙伴提供不公平利益

Unfair advantages may not be sought, accepted, offered or granted.

不得索取、接受、提供或授予不公平利益。

'Advantages' are any kind of gratuity that the beneficiary has no claim to and which objectively improves the beneficiary's economic, legal or personal situation. This includes not only cash payments, but also all kinds of gifts, invitations to events and other benefits of a private/personal nature. 'Advantages' also include gratuities granted to closely associated persons such as spouses, partners, friends and relations.

“利益”是指受益方无权主张且客观上将提升受益方的经济、法律或个人处境的任何形式的好处。这不仅包括现金款项，也包括各类礼品、活动邀请以及其他具有私人/个人性质的好处。“利益”也包括向受益人之密切关系人，例如配偶、伴侣、朋友及关系人，所提供的好处。

An advantage is unfair when it is not customary and inappropriate in light of all the circumstances of the particular case, in particular the occasion for accepting/granting the advantage and the personal position of the beneficiary. This is the case, for example, if an advantage has the aim of influencing business decisions.

在考虑到特定情形中的全部因素后（特别是接受/提供利益的场合，以及受益人的个人地位），如果该等利益并非常规亦不适当，则其即属不公平利益。例如，当提供利益的目标是影响商业决策时，即属不公平利益。

Accepting and granting gifts or other similar advantages is permitted provided their value does not exceed EUR 50 and the advantages are not unfair.

允许接受与提供不超过价值50欧元且不属于不公平利益的礼品或其他类似利益。

Accepting and extending corporate hospitality invitations, including invitations to events, are permitted provided that they have a clear connection to business and do not constitute unfair advantages.

允许接受或提供企业公务招待邀请，包括邀请参加活动，只要其与业务有清晰的联系且不构成不公平利益。

5.2 Commissioning of third parties and investment decisions

第三方委托与投资决策

When commissioning third parties (e.g. advisers, brokers, sponsors, representatives and other agents) to act for MAHLE in the context of business dealings, care must also be taken to ensure that these persons do not use any unfair business practices.

当委托第三方（如顾问、经纪人、赞助商、代表及其他代理人）在业务往来中代表马勒时，必须采取谨慎措施以确保该等人员不得从事任何不公平的业务行为。

In particular, employees may not use third parties to circumvent the above rules.

特别是，员工不得使用第三方规避前述规定。

5.3 Conduct towards suppliers

对待供应商

Suppliers are to be selected on the basis of objective criteria, such as prices, quality and performance. Relations with suppliers are based on trust and honesty. Offers must be assessed fairly and impartially, and personal and arbitrary considerations may not be factored into the decision-making process.

供应商的选择应基于客观的标准（如价格、质量及性能）。与供应商的关系应建基于信任与诚实。邀约必须经公平、公正的评估，私人或专断的考虑因素不得被纳入决策过程中。

5.4 Protection of MAHLE assets

马勒资产的保护

To protect the assets of the MAHLE Group, potential financial losses, in particular due to criminal offenses such as fraud, embezzlement, corruption and theft, must be averted.

为了保护马勒集团的资产，必须避免潜在的财务损失，特别是由于欺诈、贪污、腐败和盗窃等刑事犯罪造成的损失。

6. Donations and sponsorships 捐赠与赞助

Donations and sponsorships must be transparent and traceable. They may not be abused for unlawful purposes. In particular, it is forbidden to grant unfair advantages to third parties in the guise of donations or sponsorships.

捐赠与赞助必须透明并可追溯。其不应被滥用于非法目的。特别是，禁止以捐赠或赞助名义向第三方提供不公平利益。

Significant donations require the consent of the MAHLE Management Board. Donations are significant in this sense if they exceed an amount of EUR 5,000. Donations to individuals and to private accounts are strictly forbidden.

重大捐赠需经马勒管理委员会的同意。重大捐赠是指金额超过5000欧元的捐赠。严格禁止向个人或私人账户的捐赠。

In the case of sponsorships, the size of the payments must be in proportion to the advantages linked to the sponsorship, i.e. especially the expected promotional effect.

在赞助的情况下，付款金额需要与赞助相关联的利益（特别是预期的推广效果）成比例。

7. Prohibition of insider trading and insider recommendations 禁止内幕交易以及内部推荐

National insider trading legislation forbids persons privy to insider information from trading in certain kinds of securities or other financial instruments and from disclosing or using insider information.

国家内幕交易法禁止知悉内幕信息的人员从事特定类型的证券或其他金融工具的交易，或披露或使用内幕信息。

Insider information is specific information about non-public business circumstances or events that are capable of influencing the stock market or market price of securities or other financial instruments.

内幕信息是指关于非公开的商业情况或事件的特定信息，且其可影响股票市场或证券或其他金融工具的市场价格。

Insider information may only be disclosed to employees who need it for business purposes. Anyone in possession of insider information may neither disclose or make available said information to others without authorization nor use said information to trade in securities or other financial instruments themselves or recommend or induce others to do so.

内幕信息仅可向出于业务目的而需要获知的员工披露。任何持有内幕信息的人员，均不得在未经授权的情况下披露或使他人获知该等信息，也不得将该等信息用于证券或其他金融工具的交易，无论是自己进行，或推荐或诱导他人进行该等交易。

8. Correct reporting and cash payments 准确报告与现金支付

Any kind of business communication that is intended for publication must comply with the relevant laws and international standards. Especially for annual reports, the generally accepted accounting principles must be observed so that data and other information collected and recorded is complete, correct, up-to-date and compatible with the system.

有意发布的任何形式的业务沟通均应遵守相关法律与国际准则。特别是对于年度报告而言，必须遵守一般公认会计准则，以使得所收集与记录的数据及其他信息是完整、正确、最新且与系统兼容。

It is prohibited for employees to make or accept themselves or through third parties any cash payments of EUR 10,000 or more (single payment or denomination).

无论在何种情况下，均禁止员工自己或通过第三方支付或接受1万欧元或以上的现金付款（单笔付款或面值）。

9. Confidentiality 保密

Business and operating secrets and all other confidential information to which employees gain access in the course of their work are to be kept confidential. Information of this kind—especially information about suppliers, customers, employees, business partners and other third parties as well as internal information—is to be suitably protected against access by third parties and non-involved employees. The confidentiality obligation survives termination of employment.

员工在其工作过程中获知的商业及运营秘密以及其他保密信息应予以保密。此类信息（特别是关于供应商、客户、雇员、商业伙伴和其他第三方的信息，以及内部信息）均应被恰当保护，以避免被第三方或无关的员工获知。保密义务在劳动关系解除后仍应有效。

10. Data protection and safety 数据保护与安全

MAHLE takes the protection of, and the principle of self-determination with regard to, personal data very seriously. When using personal data for business purpose, privacy protection and the safety of all business data is paramount. Appropriate technical means are to be used to protect personal data and all business data against unauthorized access.

马勒严肃对待个人数据的保护以及与个人数据相关的自决原则。在为了商业目的而使用个人数据时，隐私保护以及全部商业数据的安全至关重要。将采取适当的技术措施以保护个人数据以及全部商业数据不被未经授权而获取。

11. Conflicts of interests 利益冲突

MAHLE's business interests are to be kept strictly separate from private interests. Situations in which there is conflict between private interests and MAHLE's business interests are to be avoided. Employees must inform MAHLE through their line manager in the event of any conflicts of interests arising from their work for a MAHLE company.

马勒的商业利益应与私人利益保持严格的分离。应避免出现私人利益与马勒的商业利益冲突的情况。员工在遇到其为马勒公司工作而导致的任何利益冲突的情况下，均应通过其业务线经理向马勒报告。

All transactions between MAHLE, on the one hand, and employees or persons/companies closely associated with employees, on the other, must meet the standards customary in the industry. Significant transactions require the consent of the MAHLE Management Board. A transaction is significant in this sense if it exceeds an amount of EUR 1,000.

任何以马勒为一方，以员工或与其密切相关的人士/公司为另一方的交易，均应符合行业内的惯常标准。重大交易需经马勒管理委员会的同意。该情形下的重大交易是指超过1000欧元的交易。

Conflicts of interests may also arise in the context of human resources decisions. Care must be taken to ensure that private interests and personal relations are not used as criteria in taking human resources decisions.

利益冲突也可能在人事决策中出现。必须采取谨慎措施以确保私人利益与私人关系在人事决策中不得作为决策标准。

No employee may engage in any professional activities that conflict with MAHLE's interests. This includes activities for a competitor of MAHLE's.

任何员工不得从事任何与马勒的利益相冲突的职业活动，包括为马勒的竞争者而从事的活动。

12. Company property and company facilities 公司财产与公司设施

All employees are responsible for the preservation and due and proper use of company property. Property of MAHLE may only be used for private purposes to a scope generally deemed to be customary and may be removed from the company's premises for business purposes only.

所有员工均有责任保护并适当使用公司财产。马勒的财产仅可在一般视为惯常的范围内用于个人用途，且仅可为业务目的被移出公司场所。

13. Health, safety, environmental and climate protection 健康、安全、环境与气候保护

MAHLE sees it as one of its core objectives to promote technical progress in harmony with the environment, while avoiding any risk to humans and the environment. This requires compliance with all relevant health, safety, environmental and climate legislation as well as all other relevant internal guidelines related to health, safety, environmental and climate protection.

马勒将推进与环境和谐的技术进步，同时避免对人类及环境造成风险，作为其核心目标之一。这要求遵守全部相关健康、安全、环境以及气候的法规，以及其他相关的针对健康、安全、环境以及气候保护的内部指引。

14. Assistance for employees 对员工的协助

14.1 Questions of interpretation or legal uncertainties 解释存在疑问或法律上的不确定性

Should there be any questions of interpretation or legal uncertainties with respect to the topics dealt within this Business Code, employees can contact the responsible legal department, the corporate compliance office, or the responsible regional compliance office.

如果针对本商业准则所涉事项的解释存在疑问或存在法律上的不确定性，则员工可联系负责的法律部门、公司合规办公室或负责其区域的合规办公室。

14.2 Reporting of compliance violations 报告违规行为

Employees wishing to report potential violations of compliance rules, in particular potential violations of antitrust or anti-corruption laws, can contact the corporate compliance office or the responsible regional compliance office.

员工希望报告潜在违规行为，特别是潜在违反反垄断或反腐败法的，可以联系公司合规办公室或负责其区域的合规办公室。

In addition, employees can use the web-based whistleblower system when reporting compliance violations, in particular or in the event of an increased need for confidentiality, or contact the external ombudsman responsible for their region. Communications received from employees will be treated as confidential. If requested, reports can also be submitted anonymously.

此外，员工在报告违规行为时，特别是在需要保密的情况下，可以使用基于web的举报系统，或者联系负责其地区的外部监察员。从员工那里收到的通信将被予以保密。如获请求，举报也可以匿名提交。

14.3 Further information

更多信息

The current version of this Business Code, further guidelines (e.g., guidelines on antitrust law and the prevention of fraud and corruption) as well as contact details for compliance functions and ombudsmen can be found on MAHLE's intranet (under the heading "About us/Group/Compliance"). The link for the web-based whistleblower system (<https://mahle.integrityplatform.org/>) can be found on MAHLE's intranet (under the heading "About us/Group/Compliance") as well as on MAHLE's website (under the heading "Company/Compliance").

本商业准则的现行版本、进一步的指引(例如关于反垄断法以及防止欺诈和腐败的指引)以及合规职能部门和监察员的联系方式,均可在马勒的内部网上获得(在“关于我们/集团/合规”项下)。基于 web 的举报系统(<https://mahle.integrityplatform.org/>)可在马勒的内联网(“关于我们/集团/合规”标题下)或马勒网站(“公司/合规”标题下)找到。

15. Monitoring and investigation of violations

监督与违规调查

MAHLE directors and executives have a special responsibility for ensuring compliance with this Business Code. They must take the appropriate measures to ensure that in his/her area of responsibility:

马勒的董事及高管对于确保本商业准则被遵守负有特殊责任。其必须采取适当的措施以确保在其责任范围内:

- there are no violations of laws, internal guidelines or this Business Code that could have been prevented or hindered by due and proper performance of his/her supervisory and organizational obligations, and
不存在通过适当履行其监督及组织责任而本可以避免或阻止的对于法律、内部指引或本商业准则的违反,以及
- any violations will be discovered, investigated and ceased.
任何违规均将被发现、调查并制止。

This does not discharge the employees from their own responsibility, however. Each employee is answerable for his/her own conduct.

然而,以上并不意味着解除员工自身的责任。每一名员工均应对自己的行为负责。

Regular audits will be carried out by Corporate Internal Audit (CA) to verify compliance with this Business Code.

公司内部审计(CA)将进行定期审计,以核实本商业准则的遵守情况。

MAHLE reserves the right to take measures under employment law in the event of violations of the law, internal rules or this Business Code.

在违反法律、内部规定或本商业准则的情况下,马勒保留基于劳动法采取措施的权利。

斯图加特, 2026年1月1日

The MAHLE Management Board
马勒管理委员会



Arnd Franz



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