

DELPHI TECHNOLOGIES
德尔福科技公司
SUPPLIER CODE OF CONDUCT
供应商行为准则

Thank you for joining Delphi Technologies in its commitment to integrity in business. By agreeing to this Supplier Code of Conduct, you agree to the following:

感谢您加入德尔福科技公司，承诺企业诚信经营。同意本《供应商行为准则》，即表示您同意以下内容：

1. Other Agreements with Delphi Technologies.

与德尔福科技公司达成的其它协议

This Supplier Code of Conduct supplements Delphi Technologies' Terms and Conditions of Purchase and other agreements you may have with Delphi Technologies, but is not meant to supersede them. In the event of conflict between the terms of this Code and your other agreements with Delphi Technologies, such other agreements prevail.

本《供应商行为准则》是对德尔福科技公司的《采购条款与条件》以及您与德尔福科技公司可能达成的其它协议的补充，但本《供应商行为准则》并非旨在取代德尔福科技公司的《采购条款与条件》及您与德尔福科技公司可能达成的其它协议。如果本《供应商行为准则》的条款与您与德尔福科技公司签订的其它协议发生冲突，则以其它协议为准。

2. Applicable Laws, Regulations, and Policies.

适用法律、法规和政策

You agree to comply with all the laws, regulations of the United States, the United Kingdom and any other territory in which you or they conduct business, and Delphi Technologies policies, that apply to you in your line of business.

您同意遵守美国、英国和您业务所在地的所有法律、法规以及适用于您的业务范围的德尔福科技公司的政策。

3. Labor Practices.

劳动行为

When hiring, you agree to recruit, select, and develop employees based on merit, without regard to race, color, religion, gender, age, national origin, sexual orientation, gender identity, marital status, veteran status, disability or any other characteristic protected by law. You will respect local laws on minimum wages, work hours, and working conditions, and you will provide your work force with reasonable periods of rest and leave for illnesses and emergencies. Further, neither you nor your suppliers will use or tolerate forced or involuntary labor, including slavery and human trafficking, or any type of child labor that falls to comply with the International Labour Organization's Conventions 182 (prohibiting the worst forms of child labor) and 138 (setting minimum working age standards).

雇用员工时，您同意根据能力招聘、甄选和发展员工，而不考虑种族、肤色、宗教、性别、年龄、国籍、性取向、性别认同、婚姻状况、退伍军人身份、残疾或受法律保护的任何其它特征。您将遵守有关最低工资、工作时间和工作条件的当地法律要求，并且将为您的工作人员提供合理的休息时间、病假和员工因紧急情况提出的休假。此外，您和您的供应商禁止使用或容忍强制性或非自愿劳动，包括奴役和人口贩卖，或任何形式的，不符合国际劳工组织第 182 号公约（禁止最恶劣形式的童工）和第 138 号公约（规定了最低工作年龄标准）的童工。

4. Support a Safe and Healthy Workplace.

提供安全健康的工作场所

The health and safety of our employees is the highest priority at Delphi Technologies, and that priority extends to the employees of our suppliers. Thus, you agree to follow all applicable health and safety laws, regulations, and policies at all of your locations. You agree to have zero tolerance for violence or weapons in the workplace, and to prohibit any worker from working under the influence of alcohol, drugs or medication that may diminish an employee's ability to perform his/her job safely. There should be no harsh or inhumane treatment of employees of any kind, including but not limited to corporal punishment, mental or physical coercion, verbal abuse, sexual abuse, or the threat thereof.

在德尔福科技公司，员工的健康和安全是重中之重，我方也要求供应商优先考虑员工的健康和安全。因此您同意在您的业务所在地遵守所有适用的健康和安全的法律、法规和政策。您同意对工作场所的暴力或武器零容忍，并禁止任何工人在酒精、毒品或药物的影响下工作，因为这可能会削弱其安全完成工作的能力。您不得以苛刻和不人道的方式对待员工，包括但不限于体罚、精神或身体胁迫、口头虐待、性虐待或威胁。

5. Avoid Conflicts of Interest.

避免利益冲突

You will not, without proper disclosure and authorization from Delphi Technologies, allow Delphi Technologies employees to accept personal services, payments or loans from you, or knowingly allow a Delphi Technologies employee's close family member to work for you in a capacity that may affect the Delphi Technologies employee's decisions at Delphi Technologies. In addition, you agree not to provide confidential information regarding your company to Delphi Technologies employees, unless with proper prior approvals by both your company and Delphi Technologies.

未经德尔福科技公司的适当披露和授权，您不得允许德尔福科技公司的员工接受您的个人服务、付款或贷款，或在知情的情况下允许德尔福科技公司员工的近亲为您工作，该工作可能会影响德尔福科技公司员工在德尔福科技公司的决定。此外，您同意不向德尔福科技公司的员工提供有关贵公司的保密信息，除非得到贵公司和德尔福科技公司的事先批准。

6. Avoid Improper Gifts and Gratuities.

避免不当礼品和酬金

All Delphi Technologies employees must abide by a Gift and Gratuity Policy. If you ever provide gifts or gratuities to Delphi Technologies employees, they must never be in cash, must not have a value that exceeds US\$50 (or such other amount as updated from time to

time or that is approved by Delphi Technologies at the location where you do business with Delphi Technologies), and must be infrequent. Business-related entertainment or social contact may be appropriate only if it is infrequent and not lavish. Finally, employees in Delphi Technologies Global Supply Management organization may be subject to stricter standards and you agree that you will ask about such standards prior to making any gifts or providing entertainment to members of that organization.

德尔福科技公司的全体员工必须遵守《礼品和酬金政策》。如果您在任何时候向德尔福科技公司的员工提供礼品或酬金，此类礼品或酬金不得为现金，价值不得超过 50 美元（或不时更新的其它金额或德尔福科技公司在您与德尔福科技公司开展业务的地点批准的其它金额），且不得频繁提供。与业务相关的招待或社交联系仅在不频繁且不奢侈的情况下才适用。最后，德尔福科技公司全球供应管理组织的员工可能要遵守更严格的标准，您同意在向该组织的成员赠送礼品或招待此类成员之前提前了解相关标准。

7. Compete Fairly.

公平竞争

We all benefit from fair, free and open markets, and we work to outperform our competition fairly and honestly. As our supplier, you agree to compete strictly on the merits of your products and services and make no attempts to restrain or limit trade in violation of applicable antitrust or competition laws.

我们都受益于公平、自由和开放的市场，并且致力于公平、诚实地超越竞争对手。作为我方的供应商，您同意严格基于产品和服务的优点进行竞争，并且不会试图违反适用的反垄断法或竞争法来阻止或限制贸易。

8. Comply with Trade Restrictions & Controls.

遵守贸易限制和控制

You understand that any goods, software, technology, technical data, or services supplied to Delphi Technologies may be subject to the jurisdiction of export controls or trade sanctions and you agree to comply with applicable export controls and sanctions (including those of the U.S.). You agree not to re-sell, supply, or otherwise transfer or release any goods, software, technology, or technical data, supplied to you by Delphi Technologies to any person if you know or have reason to believe that such person intends to export, re-export, release or otherwise transfer the same in violation of export controls and sanctions. You agree to comply with the applicable legal licensing requirements and restrictions on exports and trade dealings, including bans on exports to a prohibited country, bans on imports from, or dealings in property originating in, a sanctioned country, travel to or from a sanctioned country, investments in a sanctioned country, or financial transactions and dealings involving a sanctioned country or designated individuals and entities. In addition, you agree to comply with regulations that may apply to your business regarding the exploitation and trade of conflict minerals originating in the Democratic Republic of the Congo and adjoining countries.

您理解向德尔福科技公司提供的任何商品、软件、技术、技术数据或服务可能受出口管制或贸易制裁的管辖，并且您同意遵守适用的出口管制和制裁规定（包括美国的出口管制和制裁规定）。如果您知悉或有理由相信某人打算违反出口管制和制裁规定来

出口、再出口、发布或以其它方式转让德尔福科技公司向您提供的任何商品、软件、技术或技术数据，则您同意不向该人员转售、提供或以其它方式转让或发布此类商品、软件、技术或技术数据。您同意遵守有关出口和贸易往来的适用法律许可要求和限制，包括禁止向受禁国家出口、禁止从受制裁国家进口商品或交易产自受制裁国家的财产、禁止往返受制裁国家、禁止在受制裁国家投资或涉及受制裁国家或指定个人和实体的金融交易和往来。此外，您同意遵守可能适用于您的业务中有关刚果民主共和国及邻国开采和贸易冲突矿物的规定。

9. Respect and Protect the Environment.

尊重和保护环境

You agree to comply with all laws and regulations relating to environmental protection and to join Delphi Technologies in our dedication to the protection of human health, natural resources and the global environment, not only by complying with the law, but also by integrating sound environmental practices into your business decisions. Your systems should tend to restore and preserve the environment, reduce waste and pollutants, conserve resources, and recycle materials at every stage of the product life cycle. You agree to support the elimination of materials and methods that pose environmental and health risks (or hazards) and work to minimize the impact of your operations and that of your suppliers on the environment. Also, your management systems should continually assess and seek to reduce the adverse impact of your facilities and products on the environment and on the communities in which your company operates.

您同意遵守所有与环境保护有关的法律法规，并与德尔福科技公司共同通过遵守法律，并通过将合理的环境实践整合到您的业务决策来致力于保护人类健康、自然资源和全球环境。您的系统应有助于在产品生命周期的每个阶段恢复和保护环境，减少废物和污染物，节约资源并回收材料。您同意支持淘汰构成环境和健康风险（或危害）的材料和方法，并努力将您的运营和您的供应商对环境的影响降至最低。此外，您的管理系统应不断评估并力求减少您的设施和产品对环境和公司运营所在社区造成的不利影响。

10. Anti-Corruption.

反腐败

You agree to comply with the U.S. Foreign Corrupt Practices Act, the UK Bribery Act, and other applicable laws and regulations prohibiting public or commercial bribery, extortion, kickbacks, and all or other unlawful or improper means of conducting business in any relevant jurisdiction ("**Anti-Corruption Laws**"). You agree to fully cooperate with Delphi Technologies in ensuring compliance with all Anti-Corruption Laws.

您同意遵守美国《反海外腐败法》、英国《反贿赂法》以及在任何相关司法管辖区禁止进行公共或商业贿赂、勒索、回扣以及进行商业活动的所有或其它非法或不当手段的其它适用法律和法规（“**反腐败法**”）。您同意与德尔福科技公司充分合作以确保遵守所有反腐败法。

You will not, in violation of any law, accept or agree to accept, directly or indirectly, in connection with the services and goods that you provide to Delphi Technologies, any consideration of any kind from a person or entity in return for any improper benefit. Neither you nor any of your suppliers, subcontractors or agents will directly or indirectly provide or

offer to provide, anything of value to or for the benefit of, any government official or any government entity for or on behalf of Delphi Technologies or to obtain or retain any contract, business opportunity or other benefit, or to influence any act or decision of that person in his/her official capacity.

您不得违反任何法律，不得就您向德尔福科技公司提供的服务和商品，直接或间接地接受或同意接受任何个人或实体提供的任何形式的对价，以换取任何不当利益。您或您的任何供应商、分包商或代理商均不得直接或间接代表德尔福科技公司向任何政府官员或任何政府实体提供或承诺提供任何有价物，以获取或保留任何合同、商业机会或其它利益，或影响该人员的任何行动或决定。

You will not, without prior written approval from Delphi Technologies' legal counsel, use or employ any third party to interact with any government official or government entity for on behalf of Delphi Technologies.

未经德尔福科技公司的法律顾问事先书面批准，您不得代表德尔福科技公司使用或雇用任何第三方与任何政府官员或政府实体交涉。

You agree to have reasonable procedures to inform and train your employees so as to promote compliance with these laws.

您同意制定合理的程序来通知和培训您的员工，以促进遵守此类法律。

11. Data Privacy.

数据隐私

It is essential that the personal data of all stakeholders within the supply chain is respected and kept private and confidential. This is especially important in European jurisdictions where the General Data Protection Regulation applies, but is also important more broadly. On this basis, you agree to comply with all applicable data protection laws wherever you do business and you agrees to support Delphi Technologies in its compliance efforts with all applicable data protection laws. This general commitment by both parties does not relieve, remove, or replace, either party's obligations or rights under any applicable data protection laws.

供应链中的所有利益相关者的个人数据必须得到尊重并予以保密，这一点至关重要。这在适用《通用数据保护条例》的欧洲司法管辖区中尤其重要，但在更广泛的范围内也同样重要。在此基础上，您同意无论在任何地方开展业务都遵守所有适用的数据保护法律，并同意支持德尔福科技公司在遵守所有适用的数据保护法律方面作出的努力。双方的一般承诺不会豁免、消除或取代任何一方在任何适用的数据保护法律项下的义务或权利。

12. Responsibility for Third Parties.

对第三方的责任

You will use reasonable efforts to ensure that your associates, including any suppliers or contractors, who provide goods or services in connection with your services to us, are subject to compliance obligations commensurate to those imposed on you under this Supplier Code of Conduct

您将尽合理努力，确保您的合作伙伴，包括您向我方提供商品或货物等相关服务的供应商或承包商，均须根据本《供应商行为准则》所规定的义务，遵守相适应的合规义务。

13. Reporting Commitment.

报告承诺

- To ensure that we continuously apply our Code of Ethical Business Conduct and maintain the highest ethical standards, we encourage our employees – and you, our supplier, agree – to report any activity that you become aware of that suggests a violation of the law, our Code of Ethical Business Conduct, or that is inconsistent with ethical business practices. You may report concerns or violations to any of the following, as appropriate: 为确保我们不断应用我方的《职业道德行为准则》并维持最高的道德标准，我方鼓励我方员工（且您作为我方的供应商同意）报告您意识到的任何可能违反法律、《职业道德行为准则》、或与商业道德行为不符的活动。您可以酌情向以下任何一方报告相关问题或违规行为：
- The Delphi Technologies Buyer that is your primary contact
- 您的主要联系人——德尔福科技公司采购员
- The Delphi Technologies Legal Staff for the region in which you are located
- 您所在地区的德尔福科技公司的法务人员
- The Delphi Technologies BeTheVoice Line at <https://bethevoice.ethix360.com>. The **Delphi Technologies BeTheVoice Line** is a channel to notify the Company, on an anonymous basis if requested, and subject to local law, about concerns regarding ethics and compliance at Delphi Technologies. It is operated by an independent company.
- 德尔福科技公司的 BeTheVoice Line（网址：<https://bethevoice.ethix360.com>）。**德尔福科技公司 BeTheVoice Line** 是由一家独立的公司运营的，以匿名方式（如要求）并遵守当地法律来告知公司有关德尔福科技公司的道德和合规性问题的渠道。
- **Please Note, We Do Not Retaliate.** A supplier that in good faith raises a concern or reports misconduct is doing the right thing. We will not tolerate retaliation against that supplier. Similarly, you agree to abide by our stated decree that retaliation against anyone who in good-faith questions or reports a suspected violation of any agreement with Delphi Technologies, our Code of Ethical Business Conduct, this Supplier Code of Conduct or any applicable law or regulation is strictly forbidden.
- **请注意，我方不会进行打击报复。** 供应商真诚地提出问题或报告不当行为的做法是正确的。我方不会容忍对供应商进行打击报复的行为。同样，您同意遵守我方发布的命令，即严格禁止对善意质疑或举报涉嫌违反与德尔福科技公司签订的任何协议、我方的《职业道德行为准则》、本《供应商行为准则》或任何适用法律或法规的任何人员进行报复。

14. Management Processes.

管理流程

You agree that you will have management processes that:

您同意您将制定以下管理流程：

- Audit your compliance, and make management accountable for complying, with this Supplier Code of Conduct, your agreements with Delphi Technologies, and with laws and regulations that apply to your activities.
- 审核您对本《供应商行为准则》、您与德尔福科技公司签订的协议、以及适用于您的活动的法律法规的遵守情况，并确保管理层对此负责。
- Require risk assessments and risk management of environmental, health and safety, and labor practice risks related to your activities.
- 要求对与您的活动有关的环境、健康与安全以及劳动行为风险进行风险评估和风险管理。
- Ensure the integrity of your financial reports and information in accordance with applicable generally accepted standards.
- 根据适用的公认标准，确保您的财务报告和信息的完整性。
- Provide for communication channels that allow your employees to report concerns or unethical practices within your organization.
- 向您的员工提供沟通渠道以报告组织内的问题或不道德行为。
- Design and oversee policies for the ethical conduct of business within your organization, including without limitation for gifts and gratuities, conflicts of interest, policies against commercial bribery or bribery of government officials, respect of intellectual property, and others.
- 设计并监督组织内商业道德行为的政策，包括但不限于礼品和酬金、利益冲突、反商业贿赂或贿赂政府官员的政策、尊重知识产权的政策等。
- Design and oversee policies and practices for promoting ethical business practices among your supply chain.
- 设计并监督在您的供应链中促进商业道德实践的政策和惯例。
- Promote the well-being of the communities in which you do business.
- 促进您业务所在社区的福祉。

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供应商行为准则**

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请打印此页面并填写以下信息。请通过电子邮件将此页面的 pdf 文件发送到 USMITRY.Delphi.PT.GSM@delphi.com。

By signing below, you agree that you have read the Supplier Code of Conduct and agree to abide by its terms.

在下方签名，即表示您已阅读《供应商行为准则》并同意遵守其条款。

Supplier Parent Company Name: (print)

供应商母公司名称: (印刷体)

Supplier Parent Company Ultimate DUNS (print)
number: (印刷体)

供应商母公司邓白氏编码:

Company Representative Signature:

公司代表签名:

Company Representative Name: (print)

公司代表姓名: (印刷体)

Date: (print)

日期: (印刷体)