

Group Guideline No. 3: Anti-trust

集团第3号指南：反垄断

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1. Guideline Purpose 指南目的

1. Anti-trust law prohibits agreements that restrict competition and the exchange of competitively sensitive information between competitors. The aim of this guideline is to provide general advice and guidance for dealing with competitors in accordance with anti-trust law.

反垄断法禁止签订限制竞争的协议以及竞争对手之间交换竞争敏感信息。本指南旨在为根据反垄断法规定与竞争对手打交道提供一般性的建议和指导。

2. Scope of Application 适用范围

1. The Guideline applies to all Employees employed in each of the Companies.

本指南适用于集团各公司聘用的所有员工。

2. Each of the Companies adopts the Policy in such a way that, in accordance with the applicable legal regulations relevant to a given Company, it becomes a document forming part of its internal legal order and a source of rights and obligations for its Employees.

各公司在采用本政策时，应根据适用于特定公司的有关法律规定，使其成为内部法律程序文件的组成部分，以及员工权利和义务的参考。

3. The person responsible for the proper implementation and communication of the Guidelines to Employees is the Compliance Officer in the Parent Company, and in other Companies – the Compliance Coordinator.

主要公司的合规事务官和其他公司的合规协调员负责正确执行并向员工传达指南。

3. Responsibilities 责任

1. Anti-trust rules also apply to competition for employees and thus vis-à-vis other employers.

反垄断规则适用于抢夺员工的竞争，因此也适用于与其他雇主的竞争。

2. Unsolicited agreements not to poach each other's employees are a violation of anti-trust law.

主动达成不互相挖走对方员工的协议违反反垄断法。

3. In exceptional cases (e.g., within the framework of cooperation or M&A deals), non-poaching agreements may be permissible. Clarify such agreements in advance with the Compliance department.

殊情况下（如在合作或并购交易框架内）可能会允许签订不相互挖人协议。请事先向合规部门通报此类协议。

4. The Compliance Officer is authorized to develop supporting materials that can further specify, explain, or regulate the topics mentioned in the guidelines. Such supporting materials are implemented in the companies in the manner provided for in the Guidelines and are considered an integral part of the Guidelines.

合规事务官有权编制辅助材料，进一步明确、解释或规范指南中提及的主题。这些辅助材料将按照指南规定的方式在公司内实施，并被视为是指南的组成部分。

4. Terms and Definitions 术语和定义

Terms written in the Guidelines with a capital letter have the following meaning

指南中以大写字母书写的术语含义如下

Aggregated or anonymized information 汇总或匿名信息	Data that is processed in a way that it cannot be associated with a specific company. 以不可能与特定公司关联的方式处理的数据。
Brose Sitech Group 博泽西德科集团	For the purposes of this guideline, "Brose Sitech Group" shall mean: Brose Sitech sp. z o. o. and other entities for which this company is the parent company (subsidiaries), i.e. those in which it holds, directly or indirectly, all of shares in the share capital. 在本指南中, 「Brose Sitech Group」是指: Brose Sitech sp. z o. o. 以及该公司作为母公司 (子公司) 的其他实体, 即该公司直接或间接持有其全部股本股份的实体。
Company 公司	The Parent Company and each of its subsidiaries. 主要公司及其各子公司。
Compliance Officer 合规事务官	An Employee of the Parent Company entrusted with the duties of a Compliance Officer in accordance with the Compliance guideline. 根据《合规指南》受托履行合规官职责的主导公司员工
Compliance Coordinator 合规协调员	An Employee of a given Company who has been entrusted with the duties of a Compliance Coordinator in accordance with the Compliance guideline. 根据《合规指导原则》受托履行合规协调员职责的特定公司员工。
Parent Company 主要公司	Brose Sitech sp. z o.o. with registered seat in Polkowice. 博泽西德科波兰公司注册地点为波尔科维切。
Employee 员工	Any person employed in any Company based on an employment contract or any other legal basis. 根据聘用合同或任何其他法律受雇于任何公司的任何人 。
Guideline 指南	This guideline. 本指南
Historical information 历史信息	All data that, due to its age, does not allow conclusions on current or future market behavior. Generally, data that is older than five years can be considered historical. However, there is no fixed time limit. 所有因年代久远而无法对当前或未来市场行为做出结论的数据。一般而言, 五年以上的数据可视为历史数据, 但并不存在明确的时间限制。
OEM	Original equipment manufacturer.

	原始设备制造商。
Publicly accessible information 可公开获取的信息	All competitors and customers have (also regarding the costs incurred) the same access to the information (e.g., public statistics, published business reports, press releases, information on the internet). 所有竞争对手和客户都有相同获取渠道的信息（也包括所产生的费用）（例如公共统计数据、已发布的业务报告、新闻稿、互联网上的信息）。
Sensitive information for competition purposes 用于竞争目的的敏感信息	All information that is indicative of current or future market behavior, in particular, prices, pricing calculations, price components, margins, cost structures, contract terms, information regarding customers/suppliers, sales territories, current/future orders, participation/non-participation in calls for tenders, projects, production volumes, production costs, revenues, sales figures, market shares, capacities, loads, quotas, quality, marketing plans, strategies, risks, investments, technologies, innovations, current/future R&D programs and their results, other strategic, non-publicly-accessible information, other trade secrets, salaries, other employment conditions. 所有表明当前或未来市场行为的信息，尤其是价格、定价计算、价格构成、利润率、成本结构、合同条款、客户/供应商信息、销售区域、当前/未来订单、参与/不参与招标、项目、产量、生产成本、收入、销售数字、市场份额、产能、负荷、配额、质量、营销计划、战略、风险、投资、技术、创新、当前/未来研发计划及其成果、其他非公开的战略信息、其他商业秘密、工资、其他雇佣条件。

5. Content of Group Guideline 集团指南内容

1. Contact with competitors: 与竞争对手接触:

1.1. What is permitted 允许事项:

- a) discuss legal changes, technical changes of a general type, and general developments within the industry.
讨论法律变更、一般类型的技术变更以及行业内的总体发展情况。
- b) disclose and receive information if it is publicly accessible, historically, aggregated, or anonymized.
披露和接收公开、历史、汇总或匿名信息。

1.2. What is required: 需要做到:

- a) Reduce contacts with competitors to the absolute minimum necessary.
尽可能减少与竞争对手接触。
- b) Only meet competitors for concrete business-related reasons and document the reasons and content of such meetings.
仅出于与业务相关的具体原因与竞争对手会面，并记录会面的原因和内容。
- c) Only attend meetings in which competitors are participating if
只有在以下情况下，才能参加有竞争对手参加的会议

- i. a detailed and clear agenda has been sent out in advance which does not contain any items that may be of concern under anti-trust law.
事先发出详细而明确的议程，且不包含反垄断法可能关注的任何事项。
- ii. the results of the meeting are subsequently recorded in meeting minutes which will be sent to the group of participants for review and revision, if necessary.
会议结果随后将记录在会议记录中，并在必要时将会议记录发送给与会者小组，供其审查和修改。

d) If topics that may violate anti-trust law are raised during a meeting,
如果在会议期间提出了可能违反反垄断法的话题，

- i. express your protest clearly and have it recorded in the meeting minutes, 明确表达您的抗议，并将其记录在会议记录中，
- ii. leave the meeting and have this recorded in the meeting minutes if the discussion on the topics critical to anti-trust law continues, and 如果对反垄断法至关重要的议题的讨论仍在继续，则离开会议，并将此记录在会议记录中，以及
- iii. inform the Compliance department. 通知合规部门。

e) For each individual case, document separately:
对于每个个案，都要详细记录：

- i. The permissible source of the competitively sensitive information. 竞争敏感信息的允许来源。
- ii. The reason or circumstances under which you received the information and Employees of the Brose Sitech Group participating. 您收到信息的原因或情况，以及参与的博泽西德科集团员工。

f) If you receive competitively sensitive information from a competitor in an unlawful manner (e.g., in a telephone call or by email):
如果您以非法方式（如通过电话或电子邮件）从竞争对手处获得竞争敏感信息：

- i. Object to the exchange of information in the event of a conversation. 反对在对话中交换信息。
- ii. Refrain from further discussion, and report the incident to the Compliance department to determine whether further measures need to be initiated, 避免进一步讨论并将事件通报合规部门，以确定是否需要采取进一步措施，
- iii. The objection and the termination of the conversation must be documented. 必须将反对意见和终止谈话的情况记录在案。

g) Use the anti-trust disclaimer (Annex No. 1: Compliance with law) to raise awareness in presentations you show at meetings with competitors.
在与竞争对手会面时，利用反垄断免责声明来提高认识（附录1：法律合规）。

h) If competitively sensitive information is disclosed internally, the correct source of the information must be indicated.
如果在内部披露竞争敏感信息，必须注明信息的正确来源。

1.3. What is not permitted:

不允许事项：

- a) Do not collude with competitors on prices, price components, quotas, or customer or territory allocations.
不得在价格、价格构成、配额或客户或地区分配方面与竞争对手串通。
- b) Do not use competitively sensitive information that has been obtained from sources other than aggregated or anonymized information, historical information, or publicly

accessible information. Different regulations may apply to different types of cooperation, e.g., such as purchasing cooperation. Contact the Compliance department for an anti-trust assessment in individual cases.

不得使用从汇总或匿名信息、历史信息或可公开获取的信息以外的来源获得的竞争敏感信息。不同的法规可能适用于不同类型的合作，例如采购合作。在个别情况下，请联系合规部门进行反垄断评估。

- c) Do not rely on statements made by third parties, such as competitors or association representatives, when assessing whether a situation may be problematic under anti-trust law.

在根据反垄断法评估某一情况是否可能存在问题时，不要依赖第三方（如竞争对手或协会代表）的陈述。

- d) Do not use third parties to disclose, receive or exchange competitively sensitive information with competitors.

不得通过第三方来披露、接收或与竞争对手交换竞争敏感信息。

- e) Do not knowingly or systematically ask for competitively sensitive information.

不得有意或有计划地询问竞争敏感信息。

- f) Do not participate in market information procedures, statistics, and benchmarking without prior legal review.

未经法律审查，不得参与市场信息程序、统计和基准设定。

2. Contacts with customers/suppliers which are also competitors:

与同时也是竞争对手的客户/供应商建立联系：

- 2.1. Do not use customer/supplier relationship to exchange competitively sensitive information that does not relate to the supply relationship.

不得利用客户/供应商关系交换与供应关系无关的竞争敏感信息。

- 2.2. Exchange competitively sensitive information only to the extent that it is absolutely necessary for the conduct of the customer/supplier relationship (i.e., it would also be exchanged with customers/suppliers who are not competitors).

只有在客户/供应商关系绝对必要的情况下，才可交换竞争敏感信息（即也可与非竞争对手的客户/供应商交换的信息）。

- 2.3. Do not enter into any agreements that restrict mutual competition in any way, such as price fixing clauses, exclusivity ties or territorial or customer protection clauses. In individual cases, contact the Compliance department for an anti-trust assessment.

不得签订以任何方式限制相互竞争的协议，如价格垄断条款、排他性关系或地域或客户保护条款。在个别情况下，请联系合规部门进行反垄断评估。

3. Coordinating with competitors at the request of an OEM:

应原始设备制造商的要求与竞争对手进行协调：

- 3.1. If the exchange of information between a Company and a competitor takes place at the express request of the OEM, the exchange is generally permitted. Any coordination that goes beyond the OEM's request shall not take place.

如果公司与竞争对手之间根据原始设备制造商的明确要求进行信息交流，则通常会允许这种交流。任何超出原始设备制造商要求的协调均不得进行。

3.2. Include the OEM in the correspondence.

在通信中应包括原始设备制造商。

4. Anti-trust law advice: 反垄断法咨询:

4.1. The Compliance department should be initially informed via telephone of matters requiring a review under anti-trust law. Documents that are already in the Company's possession for which you require an anti-trust law review may be submitted to the Compliance department in advance. Please provide your question, background information and other information on the documents via telephone. If further clarification is needed, the responsible processor will contact you.

需要根据反垄断法进行审查的事项应首先通过电话通知合规部门。如果您需要对公司已掌握的文件进行反垄断法审查，可提前提交给合规部门。请通过电话提供您的问题、背景信息以及有关文件的其他信息。如需要进一步说明，负责处理的人员将与您联系。