

# Ethics Policy

1. SwedCham employees, volunteers, officers, and Board members are committed to acting with the highest standards of integrity and honesty.
2. SwedCham employees, volunteers, officers, and Board members are obligated to always act in the best interest of the organization. This obligation requires that any of SwedCham employees, volunteers, officers, and Board members, in the performance of organization duties, seek only the furtherance of the organization mission.

## **DISCLOSURE**

3. Any possible conflict of interest shall be disclosed by the person or persons concerned.

## **ANTI-BRIBERY AND ANTI-CORRUPTION**

4. SwedCham employees, volunteers, officers, and Board members undertake to act at all times within a framework of adherence to the rule of law and to refrain from carrying out any activity that involves but is not limited to:
  - 4.1. payment in cash or in kind; solicit or accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude bona-fide organization fund raising-activities.
  - 4.2. offering advantages, privileges, services, assumption of debts or obligations, either directly or through third parties, to a public official and/or to an entity that manages public resources and has authority over individuals, and/or to an official of a private company, in order to avoid compliance with a legal, administrative and/or judicial provision, code of ethics, statement of ethical principles of any company, or any other such analogous or complementary document, and/or with the aim of obtaining a business advantage or decision that would not have been effected or implemented except as a result of such a payment or delivery being offered and/or made.
5. SwedCham member companies must implement mechanisms to ensure that their employees, representatives, customers, and suppliers comply with the terms of the policies to avoid corruption either in China or, as appropriate, in the jurisdiction in which they operate.

6. No employees, volunteers, officers, and Board members of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract:
  - 6.1. The employees, volunteers, officers and Board members;
  - 6.2. Any member of their immediate family;
  - 6.3. Their partner;
  - 6.4. An organization in which any of the above is an officer, director or employee;
  - 6.5. A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.
7. At all times, SwedCham employees, volunteers, officers, and Board members are prohibited from using their job title or the organization's name or property, for private profit or benefit.

#### **CONFLICTS OF INTEREST**

8. A conflict of interest is defined as an actual or perceived interest by an employee, volunteer, officer, Board member and/or the interests of a third party in an action that results in, or has the appearance of resulting in, personal, organizational, professional gain or may affect the interests of SwedCham.
9. In this situation, it may be difficult for the employee, volunteer, officer, or Board member to act fully in the best interests of SwedCham. Employees, volunteers, officers and Board members must avoid conflicts of interest.
10. A conflict of interest is regarded as a situation in which commitments are taken on that answer to external interests or obligations or to third parties, either individually or in groups, that jeopardize their dedication to or even their Board membership in the institution.
11. If there is a conflict of interest or the possibility of becoming involved in or giving rise to a conflict of interest, the employee, volunteer, officer or member must notify the General Management and/or the Ethics Committee in writing, in order to resolve the situation in a fair and transparent manner.
12. In the event of a conflict of interest, the undersigned are required to expressly disclose any such conflict and to declare any obstacles to the fulfillment of their collaborative and/or management duties, as the case may be.

13. When a conflict of interest is relevant to a matter requiring action by the Board, the interested person(s) shall call it to the attention of the Board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board, excluding the person(s) concerning whose situation the doubt has arisen.
14. Record of Conflict--The official minutes of the Board shall reflect that the conflict of interest was disclosed, and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.

#### **PRIVACY AND DATA SECURITY**

15. All parties in possession of confidential information must comply with all applicable laws regarding privacy and data security. This information should remain private and as such, it must only be used in accordance with the legal framework regarding data privacy.
16. SwedCham Board members must avoid the mishandling of SwedCham confidential information and agree that any confidential information they receive shall only be used for the purpose of providing or receiving services under SwedCham's Bylaws and policies. The obligation to observe the confidentiality stipulated by this clause shall remain in effect even after the termination of the relationship with a member and regardless of the cause thereof.

#### **EMPLOYMENT DISCRIMINATION**

17. SwedCham is committed to creating an environment free of discrimination on the basis of gender, marital status, social class, political beliefs, disability, religion, ethnicity, national origin, sexual orientation or age.
18. As such, SwedCham employees, volunteers, officers and Board members shall contribute to maintaining an environment free of discrimination and shall commit to act with respect to the values of individuals in their privacy, individuality and dignity.
19. Under no circumstances shall employees, volunteers, officers and Board members be harassed or discriminated against due to prejudices of any kind, nor shall comments or actions that tend to create a hostile environment be tolerated.
20. SwedCham Board members and their stakeholders must conduct their activities in a manner that prevents discrimination at all times.

## ETHICS COMMITTEE

21. The Board should form on a yearly basis and just after their election by AGM an Ethics Committee entrusted to monitor the compliance with this Ethics Policy and the Bylaws.
22. The Ethics Committee will comprise 3 Directors, one of which will be the Chairman of the Board.
23. The Ethics Committee's decisions must be unanimous.

## DISCIPLINARY PROCEDURES AND PROVISIONS

24. Noncompliance with this Ethics Policy or the Bylaws may be communicated by a letter addressed to the Ethics' Committee or by e-mail to the members of the Ethics Committee. All information received relating to the complaint shall be regarded as strictly confidential and may be delivered anonymously.
25. The Ethics Committee will evaluate the complaint and will: 1) inform the complainant in the event that it deems the complaint not relevant for the purposes of this Ethics Policy or the Bylaws; or 2) start an investigation of the person about whom the complaint concerns (subject of the complaint). The Ethics Committee can request an interview with the complainant and/or the subject of the complaint, but it is not obliged to do so until it has decided whether or not to start an investigation.
26. Subject to paragraph [27] below, during the investigation the Ethics Committee will inform the subject of the complaint of the nature and particulars of the complaint and give him or her the opportunity to present his or her account of the situation.
27. If the complaint relates to potentially criminal conduct or conduct that may be in breach of an employment contract with the Chamber, the Ethics Committee does not have to hear or inform the subject of the complaint if that would prejudice the investigation or the Chamber's position.
28. Upon completion of the investigation, the Ethics Committee will make a decision whether to:
  - 28.1. close the investigation without any action;
  - 28.2. in case the subject of the complaint is an employee of the Chamber (other than the GM), refer the matter to the GM with a recommendation to address the matter in accordance with relevant PRC laws and regulations;
  - 28.3. in case the subject of the complaint is the GM, refer the matter to the Chairman with a recommendation to address the matter in accordance with relevant PRC laws and regulations; or

28.4. in case the subject of the complaint is a Director:

- 28.4.1. if the case is not serious or the Director has not previously been sanctioned, discuss the conclusions of the investigation directly with the Director with a view to ensure that he or she will make rectification and become compliant;
- 28.4.2. if the Director has previously been sanctioned by the Compliance Committee, reprimand the Director and inform the Board of the conclusions and key facts of the investigation; and/or
- 28.4.3. if the incompliance is serious and may threaten the reputation of the Chamber, the Ethics Committee may recommend the Board to notify the Nomination Committee that the Director is not suitable for re-election, such decision to be taken by the Board with a three-fourths majority vote.

#### **ADHERENCE TO THE CODE OF ETHICS**

- 29. This Code of Ethics is a voluntary compliance document that reiterates the commitment of employees, volunteers, officers and Board members to contribute to the fulfillment of SwedCham's objectives, for which observance and compliance thereof are considered essential.
- 30. All SwedCham employees, volunteers, officers and Board members are required to report any irregularity or non-compliance with this Code to the Ethics Committee, which shall decide the course of action to be followed on a case-by-case basis.
- 31. This Code of Ethics shall remain in force and its compliance enforced, not only with respect to the decisions taken by the Board of Directors, but also regarding the functioning of the Corporate Ethics and Anti-Corruption Committee, which shall have the task of updating it according to best practices and making recommendations in this regard. The Committee shall propose changes for the Board of Directors to approve, instruct and communicate.

Approved by the Board on 1 February 2023