

三叶草生物制药 道德规范和行为准则

CLOVER BIOPHARMACEUTICALS
CODE OF ETHICS AND STANDARDS
OF CONDUCT

January 2022



诚信至关重要

INTEGRITY MATTERS

Message from CEO

各位同事们，

诚信至关重要。无论于我，于患者和未来的处方医生，亦或于每一位三叶草的员工来说，都是如此。合乎道德的运营将为我们赢得与我们互动之人宝贵的信任与尊重。

每一位员工都有责任遵循三叶草生物制药《道德规范和行为准则》中规定的商业行为准则。它将成为我们的运营指南，真诚期望每一位同事都能充分理解并认真遵守它。

在此，感谢大家致力于每天以正确的方式做事，为三叶草坚守最高的诚信水平。

Colleagues,

Integrity matters. It matters to me, it matters to our patients and future prescribers, and I know it matters to you. Operating ethically will earn us the trust and respect of those with whom we interact.

We will all share in the responsibility of implementing the standards of business conduct set forth in Clover's Code of Ethics and Standards of Conduct. This code will be the guide for how we operate, and it is the expectation that every colleague understand and comply with it.

I thank you for helping Clover uphold the highest level of integrity, and your daily commitment to doing things the right way.

Joshua Liang
CEO

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Acknowledgement of Clover Biopharmaceuticals Code of Ethics and Standards of Conduct

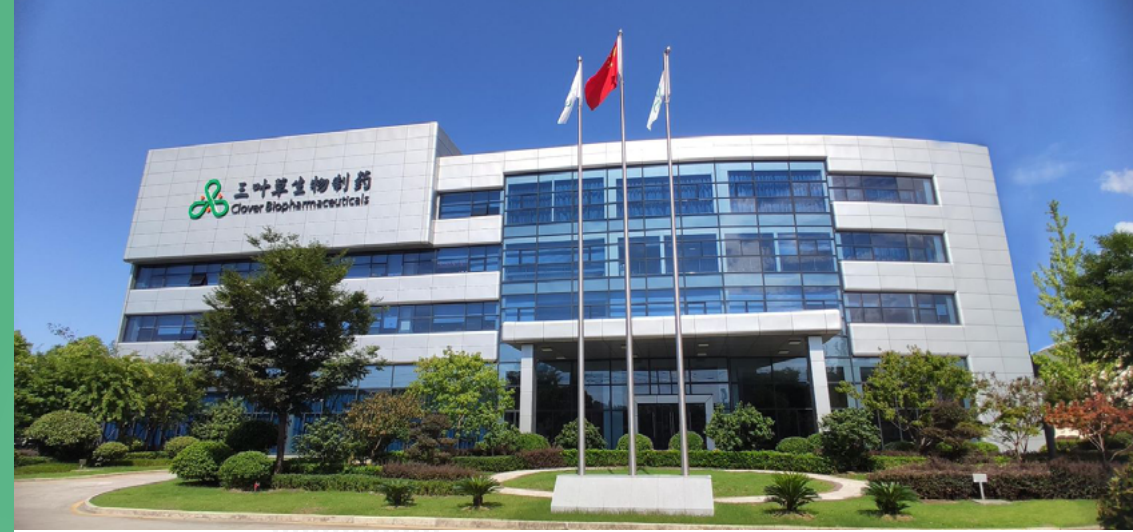
01

三叶草生物制药道德规范和行为准则总述

Code of Ethics and Standards of Conduct Overview

三叶草生物（以下简称“三叶草”或“公司”）是一家全球性生物制药公司，致力于开发新型疫苗和生物疗法，应对世界上最危及生命的疾病。公司坚持最高的科学和伦理标准。

As a global biotechnology company committed to developing novel vaccines and biologic therapeutic candidates to address the world's most life-threatening diseases and public health threats, Clover Biopharmaceuticals ("Clover" or the "Company") is committed to adhering to the highest scientific and ethical standards.



公司坚持最高的科学和伦理标准

The Company is committed to adhering to the highest scientific and ethical standards

本道德规范和行为准则（以下简称“准则”）规定了公司员工、董事和领导层以及代表公司行事的承包商、供应商和顾问（以下统称“员工”）的法律和道德行为准则，该等准则基于我们的核心价值观。作为公司良好声誉的守护者，所有员工都有责任恪守本准则的规定，并发扬本准则道德行为的精神。遵守这些道德原则对于履行公司的使命至关重要。

本准则并非旨在涵盖所有适用法律，也无法对所有可能出现的问题提供解答。因此，公司希望所有员工都能运用合理的判断力来确定某一行动是否符合我们的价值观，并在适当的时候寻求指导。如果员工对本准则或其适用领域有任何疑问，则应联系各自的经理、合规部、法务同事或以下“提出问题和疑虑”部分提及的任何资源。

This Code of Ethics and Standards of Conduct (the "Code") sets forth the legal and ethical standards of conduct for Company employees, directors, and officers as well as contractors, vendors, and consultants acting on the Company's behalf (collectively, "Personnel") and are based on our core values. All Personnel, as custodians of the Company's good name, have a personal responsibility to ensure their conduct protects and promotes both the letter of the Code and its spirit of ethical conduct. Adherence to these ethical principles is essential to the achievement of the Company's mission.

The Code is not intended to cover every applicable law or provide answers to all questions that might arise. Accordingly, the Company expects all Personnel to exercise reasonable judgment to determine whether a course of action is consistent with our values and to seek guidance when appropriate. If Personnel have any questions regarding this Code or how it applies, they should contact their manager, Compliance, a Legal colleague, or any of the resources discussed in the section on Raising Questions and Concerns, below.



02

三叶草的使命、愿景和价值观

Clover's Mission, Vision, and Values

三叶草的使命、愿景和价值观反映了公司开展业务的方式，是公司文化的基础，也是本准则所体现的原则。

Clover's Mission, Vision, and Values reflect how the Company conducts its business and are the foundation of our Company culture and the principles embodied in this Code.

“

我们的使命

OUR MISSION

依托领先的 Trimer-Tag®（蛋白质三聚体化）技术平台和全链条制造能力，为全球患者发现、开发及提供革新性和可负担的医疗解决方案。

To leverage our cutting-edge Trimer-Tag technology platform and fully-integrated manufacturing capabilities for the discovery, development and delivery of innovative and affordable medical solutions. The Company strives to improve the quality of life and well-being for patients around the world.

MISSION | VISION | VALUES



“ 我们的愿景 OUR VISION

致力于以创新生物制药, 推动更健康的未来。

To deliver next-generation solutions to empower the global population with a healthier future.

MISSION | VISION | VALUES

“ 我们的价值观 OUR VALUES

MISSION | VISION | VALUES



协作共赢 Collaborative

建立高效的合作关系，求同存异，密切合作，创造双赢局面。

Collaborative: Create efficient and effective collaboration, seek common ground while reserving differences, and work together closely to create a win-win situation.



心中有爱 Loving

为需求亟待满足的人开发挽救生命的治疗方法和疫苗，致力于将科学转化为药物，用热忱创造价值。

Loving: Develop lifesaving treatments and vaccines for those with the greatest unmet need, dedicated to transforming science into medicine with the passion for making a difference.



开放心态 Open

在好奇心的驱使下不断创新，保持开放的心态，接受无限的可能。

Open: Leverage curiosity to innovate, keep an open mind for limitless possibilities.



远见卓识 Visionary

我们的共同愿景是提供新一代解决方案，推动世界共享更加健康的未来，乐观向上，追求卓越。

Visionary: Share a common vision to deliver next-generation solutions to empower the global population with a healthier future, stay opportunistic, and strive to excel.



恪守道德 Ethical

坚持最高的科学和伦理标准，坚持承诺、诚实和诚信。

Ethical: Adhere to the highest scientific and ethical standards, uphold commitment, honesty, and integrity.



坚韧不拔 Resilient

适应不断变化的外部环境，接受变化，直面挑战，坚持不懈。

Resilient: Adapt to the ever-changing external environment, embrace change, face challenges with tenacity.



03

遵守法律、法规和规则

Compliance with Laws, Rules, and Regulations

公司遵守诸多法律、法规和规则，力求按照所有这些要求开展业务。员工不得在开展公司业务或在履行公司日常职责过程中直接或间接参与任何非法活动，也不得指示他人这样做。

The Company is subject to many laws, rules, and regulations and seeks to conduct its business in compliance with all those requirements. Personnel are not permitted to engage in, directly or indirectly, any unlawful activity in conducting the Company's business or in performing day-to-day Company duties, nor should they instruct others to do so.

- 保护患者的健康和福祉
Protect the health and well-being of patients
- 提高药品质量
Improve the quality of medicines
- 帮助消除欺诈和对医学判断的不当影响
Help eliminate fraud and improper influence on medical judgment



国际医疗保健法律、法规、规则和守则

International Healthcare Laws, Rules, Regulations and Codes

公司受适用于其产品和研发和商业化的法律、法规、规则和医疗保健行业规范的约束。

这些规定旨在保护患者的健康和福祉，提高药品质量，帮助消除欺诈和对医学判断的不当影响等。公司承诺于严格遵守这些要求，详见内部政策和程序。

The Company is subject to laws, rules regulations and healthcare industry Codes applicable to the research, development, and commercialization of its products and product candidates.

These are intended to, among other things, protect the health and well-being of patients, improve the quality of medicines and help eliminate fraud and improper influence on medical judgment. The Company is committed to full compliance with these requirements, as detailed in internal policies and procedures.



Current Good
Manufacturing
Practices



Good Clinical
Practices



Good Laboratory
Practices

质量和良好 操作规范

Quality and Good Operational Practices

公司制定相关流程和程序以符合 cGMP、药物临床试验质量管理规范和药物非临床研究质量管理规范。

公司力求满足甚至超越卫生监管机构的适用法规要求、监管指导和期望，实现产品开发和供应的持续性合规。

公司致力于确保产品的有效性、安全性和供应力，及时解决收到的有关公司产品的任何投诉，并采取相应的纠正措施。

The Company designs its processes and procedures to comply with Current Good Manufacturing Practices, Good Clinical Practices, and Good Laboratory Practices.

The Company strives to achieve a state of sustainable and substantial compliance in the development and supply of products by meeting or exceeding applicable regulations, regulatory guidance and expectations of regulatory health authorities.

The Company is committed to ensuring the efficacy, safety, and supply of our products and addresses any complaints it receives about Company products and takes corrective actions as appropriate.

致力于确保产品的

The Company is committed
to ensuring

有效性
Efficacy

安全性
Safety

供应力
Supply



环境、健康和安全

Environment, Health and Safety

公司追求环保式业务管理和运营，为员工提供安全健康的工作环境，并防止对环境造成任何不利影响和伤害。

公司员工必须遵守所有适用的健康、安全和环境法律和法规。一旦发现任何事故、不安全或有潜在危险的实践或状况，包括实际或潜在的安全风险，员工应立即向其经理报告。

The Company is committed to managing and operating its business in a manner that provides a safe and healthy working environment for its Personnel and prevents any adverse impact and injury to the environment.

Company Personnel must comply with all applicable health, safety, and environmental laws and regulations. Personnel are expected to immediately report any accident, or unsafe or potentially hazardous practice or condition, including actual or potential security risks, to their manager.

平等机会

公司致力于全面实现职场平等。招聘、雇佣、薪酬、绩效评估、职业发展和晋升等雇佣相关决策均基于适当的标准，例如，技能、能力、才能和工作绩效，不考虑年龄、肤色、性别认同或表现、婚姻状况、国籍、种族或根据适用的当地法律确定的任何受保护特征。

Equal Opportunity

The Company is committed to providing equal opportunity in all employment aspects. Employment-related decisions, including recruitment, employment, compensation, performance appraisal, career development, and advancement, are based on appropriate criteria, such as skills, capabilities, aptitude, and work performance, and regardless of any protected characteristic as determined under applicable local laws.





反骚扰和反歧视

Anti-Harassment and Discrimination

- 绝不容忍
Never Condone
- 绝不允许
Never Permit
- 绝不忍受
Never Tolerate

公司严肃对待其提供无骚扰工作场所的义务，绝不容忍、允许或忍受任何形式的非法歧视或骚扰。坚决反对的骚扰行为包括，针对性别、种族或民族特征、宗教、民族血统和类似特征的贬损性评论，以及令人不适的性挑逗。同样，公司不会容忍此类骚扰或歧视造成的冒犯性或敌对性工作环境。

The Company takes seriously its obligation to provide a workplace free of harassment and will not condone, permit, or tolerate any form of illegal discrimination or harassment. Examples of impermissible harassment include derogatory comments based on sex, racial or ethnic characteristics, religion, national origin and similar characteristics, and unwelcome sexual advances. Similarly, offensive or hostile working conditions created by such harassment or discrimination will not be tolerated.

公司不允许、也不容忍贿赂、回扣或其他不当付款。

The Company does not permit or condone bribes, kickbacks or other improper payments.

- 反贿赂
Anti-bribery
- 反腐败
Anti-corruption
- 禁止与特定个人、公司或国家 / 地区开展业务
Prohibit conducting business with specified individuals, companies or countries

贿赂、回扣和其他不当付款

Bribes, Kickbacks and Other Improper Payments

公司不允许、也不容忍贿赂、回扣或其他不当付款。员工不得为了获得、保留或指示业务或提供或接受任何优待而提供、给予、索取或接受任何金钱或其他有价值物。

员工应遵守公司经营和开展业务所在的所有国家 / 地区的适用法律，包括反贿赂、反腐败或禁止与特定个人、公司或国家 / 地区开展业务的法律。有关这些要求的更多信息，请参阅反贿赂和反腐败政策。

The Company does not permit or condone bribes, kickbacks or other improper payments. Personnel may not offer, give, solicit or receive any money or other item of value for the purpose of obtaining, retaining or directing business or bestowing or receiving any kind of favored treatment.

Personnel are expected to comply with the applicable laws in all countries in which the Company operates and does business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. Please refer to the anti-bribery and anti-corruption policy for more information about these requirements.



价格
PRICES

定价政策
PRICING POLICIES

费用
FEES

销售条款和条件
TERMS AND CONDITIONS OF SALE

员工不得与任何竞争对手就价格、定价政策、费用或销售条款和条件达成共识或协议，也不得参与其中。

Personnel may not create or participate in any understanding or agreement with any competitor regarding prices, pricing policies, fees, or terms and conditions of sale.

反垄断 Antitrust

员工不得与任何竞争对手就价格、定价政策、费用或销售条款和条件达成共识或协议，也不得参与其中。

员工亦不得分享有关产品开发计划或研发管线品种的非公开信息，包括不向竞争对手寻求特定研发机会的决定。

最后，员工不得做出可能被解读为与竞争对手共谋或以其他方式限制竞争的行为。

Personnel may not create or participate in any understanding or agreement with any competitor regarding prices, pricing policies, fees, or terms and conditions of sale.

Nor may personnel share non-public information about product development plans or pipeline products, including decisions not to pursue specific research and development opportunities with a competitor.

Finally, personnel must not engage in conduct that may create an impression of conspiring with competitors or otherwise restraining competition.

04

利益冲突

Conflicts of Interest

当员工的个人利益妨碍公司利益或与之相冲突时,即发生“利益冲突”。很多情况下都有可能产生利益冲突。例如,当员工因其所采取的行动或享有的外部利益、责任或义务而难以客观或有效地从公司最佳利益出发履行岗位职责时,即产生冲突。当员工(或其直系亲属)因职务之便而获得某些私利时,也可能发生利益冲突。

A “conflicts of interest” occurs when personnel's personal interests interferes, or conflicts, with the interests of the Company. Conflicts of interest may arise in many situations. For example, a conflict can arise when personnel take an action or has an outside interest, responsibility or obligation that may make it difficult for him or her to perform the responsibilities of his or her position objectively or effectively in the Company's best interests. Conflicts of interest may also occur when personnel (or their immediate family members) receive some personal benefit as a result of the individual's position with the Company.

总则

General

公司承认并尊重公司员工从事他 / 她们认为适当且可取的外部活动的权利,前提是这些活动不得妨碍员工履行公司职责或不得损害其基于公司最佳利益行事的能力。

如果个人活动、投资或结社在涉及公司最佳利益的问题上会妨碍(或可能妨碍)自身运用良好判断力,则员工必须予以避免。如果员工或其家庭成员所参与的任何重大交易或关系经合理预期可能导致利益冲突,则员工必须向其经理或合规部报告该交易。

The Company recognizes and respects the right of its personnel to engage in outside activities that they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in the Company's best interests.

Personnel must avoid any personal activity, investment or association that may interfere (or may appear to interfere) with using good judgment concerning the Company's best interests. If personnel or a family member are involved in any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest, personnel must report the transaction to their manager and Compliance.

可以 / DO

- ✓ 小额物品（如笔、钥匙链等）
Low value items (such as pens, key chains etc.)
- ✓ 可在公司内部广泛分享的礼物（果篮等）
Gifts that can be shared widely within the Company (fruit baskets etc.)

不可以 / DON'T

- ✗ 现金礼物或等价物
Gifts of money or their equivalent
- ✗ 超过合理价值范围（如人民币 300 元以内）的礼物
Anything with more than modest value (e.g. RMB300)
- ✗ 第三方提供的参会费用或差旅费用（未经直线经理和合规部的事先书面批准）
Travel to or attendance at a conference or business meeting paid by a third party (without the prior written approval of their manager and Compliance)

接受礼物、餐饮和娱乐款待

Receiving Gifts, Meals and Entertainment

除了小额物品（如笔、钥匙链等）或可在公司内部广泛分享的礼物（果篮等）外，公司不建议收受任何第三方提供的礼物。员工在任何时候一律不得接受现金礼物或等价物，无论金额大小。员工、董事和领导层收受礼物的频率或金额不可过高，且根据当地标准判断不会有构成不当行为的可能。任何超过合理价值范围（如人民币 300 元以内）的礼物均不得收取。如礼物是否适当有疑问，应向经理或合规部提出。

未经直线经理和合规部的事先书面批准，员工不得接受第三方提供的因出席大会、商务会议或类似活动的差旅费用或参会费用。

The Company generally disfavors the receipt of gifts from any third party other than low value items (such as pens, key chains etc.) or gifts that can be shared widely within the Company (fruit baskets, etc.). Personnel are prohibited from accepting gifts of money or their equivalent, regardless of the amount, at any time. Employees, directors and officers may receive gifts that are not excessive in frequency or amount and do not otherwise create the appearance of impropriety as judged by local standards. Anything with more than modest value (e.g. RMB300) should not be received. Questions about the appropriateness of a gift should be directed to an individual's manager or Compliance.

Personnel are prohibited from accepting a third party's offer to pay for travel to or attendance at a conference, business meeting, or similar function without the prior written approval of their manager and Compliance.

禁止 / Forbid

利用公司财产、信息或个人职务将发现的机会据为己有或转移给他人，但已将该机会上报公司且遭公司驳回的情况除外。

Diverting to themselves or others any opportunities discovered through the use of the Company's property or information, or as a result of their position with the Company, unless such opportunity has first been presented to, and rejected by the Company.

禁止 / Forbid

利用公司财产、信息或个人职务牟取不正当私利或与公司竞争。

Using the Company's property or information or their position for improper personal gain, or competing with the Company.

公司机会

Corporate Opportunities

员工有义务于机会出现时将公司的合法商业利益置于首位。员工不得将公司机会据为己有，并且不得：

- 利用公司财产、信息或个人职务将发现的机会据为己有或转移给他人，但已将该机会上报公司且遭公司驳回的情况除外；或
- 利用公司财产、信息或个人职务牟取不正当私利；或
- 与公司竞争。

Personnel owe a duty to the Company to advance the Company's legitimate business interests when the opportunity to do so arises. Personnel may not divert corporate opportunities to themselves and are prohibited from:

- diverting to themselves or others any opportunities discovered through the use of the Company's property or information, or as a result of their position with the Company, unless such opportunity has first been presented to, and rejected by the Company;
- using the Company's property or information or their position for improper personal gain; or
- competing with the Company.

05

财务信息和记录

Financial Information and Records

准确保存记录

Accurate Record Keeping

公司账簿、记录和财务报表的完整性、可靠性、准确性和全面性对公司来说至关重要。

所有公司账簿、记录和账目均应按照所有适用法规和标准进行维护，并准确反映所记录交易的真实性质。

公司的财务报表应符合公认的会计规则和公司的会计政策。员工必须以公开透明的方式记录所有条目，并始终提供证明文件。员工不得伪造或销毁记录。

The Company relies on the integrity, reliability, accuracy and completeness of its books, records and financial statements.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record.

The consolidated financial statements of the Company shall conform to international financial reporting standards and the Company's accounting policies. Personnel must record all entries in an open and transparent manner and always with supporting documentation. Personnel may never falsify or destroy records.

公司账簿、记录和
财务报表

All company books, records and
accounts shall be maintained

① 完整性
Integrity

② 可靠性
Reliability

③ 准确性
Accuracy

④ 全面性
Completeness



记录保留

Record Retention

必须仅依照 Must Be

- 行业最佳实践
Industry Best Practices
- 公司政策和程序
Company policies and procedures
- 公司条例
Company Regulation
- 适用法律和法规
In Compliance with All Applicable
Laws and Regulations

公司记录必须仅依照行业最佳实践、公司政策和程序、条例以及所有适用法律和法规进行维护、存储，并在适当时予以销毁。

在某些情况下，针对已过正常保留期限的文件和信息，如果诉讼机构或政府机构要求，则公司可能会延长保留期限。

The Company's records must be maintained, stored, and when appropriate, destroyed only in accordance with industry best practices, Company policies and procedures, regulation, and in compliance with all applicable laws and regulations.

Under certain circumstances, such as litigation or governmental agency requests, the Company may be required to preserve documents and information beyond their normal retention period.

06

保护和使用权信息及资产

Protection and Use of Information and Assets



所有员工必须重视并保护公司、业务合作伙伴、供应商、患者等委托给自己的信息的保密性。

All personnel must respect and safeguard the confidentiality of information entrusted to them by the Company.

保密

Confidentiality

“保密信息”是指一经披露可能为竞争对手所用或对公司或其客户产生损害的所有非公开信息。

所有员工必须重视并保护公司、业务合作伙伴、供应商、患者等委托给自己的信息的保密性。除非公司授权披露，或适用法律、法规、规则或适用法律程序要求披露，否则不得向他人披露或分发此类信息。

“Confidential information” includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed.

All personnel must respect and safeguard the confidentiality of information entrusted to them by the Company, its business partners, vendors, patients, or others. Such information must not be disclosed or distributed to others except when disclosure is authorized by the Company or required by applicable law, rule, regulation or applicable legal proceeding.

知识产权

Intellectual Property

知识产权（专利、商业秘密、商标、版权和其他专有信息）是公司最宝贵的资产之一。

员工应采取适当措施保护知识产权，如果不确定公司是否已获得许可，则不得使用第三方知识产权。员工必须及时、完整地披露受雇期间构思或付诸实践的发明。所有此类发明均为公司财产。

Intellectual property (patents, trade secrets, trademarks, copyrights, and other proprietary information) is one of the Company's most valuable assets.

Personnel are expected to take appropriate steps to safeguard intellectual property and personnel may never use the intellectual property of third parties without ensuring the Company has obtained permission to do so. Personnel must promptly and completely disclose inventions conceived or reduced to practice during the term of employment. All such inventions are the property of the Company.



专利

PATENTS

商业秘密

TRADE SECRETS

商标

TRADEMARKS

版权

COPYRIGHTS



外部沟通

External Communications

只有被授权的人员才能代表公司与外部实体（如媒体、投资界成员或政府官员）沟通互动。

Only authorized persons may communicate on behalf of the company with outside entities such as the media, members of the investment community or government officials.

公司致力于向客户、利益相关者和公众提供真实准确、公正得当、实时更新的信息。只有被授权的人员才能代表公司与外部实体（如媒体、投资界成员或政府官员）沟通互动。

The Company is committed to providing truthful, fair, accurate, appropriate, and timely information to customers, stakeholders and the general public. Only authorized persons may communicate on behalf of the Company with outside entities such as the media, members of the investment community or government officials.



社交媒体

Social Media

使用社交媒体平台(如在线论坛、博客、新闻讨论组、聊天室或公告栏)的公司员工, 除非获得授权, 否则绝不能发表会被他人认为代表公司立场的言论。

除非获得授权, 否则绝不能发表会被他人认为代表公司立场的言论。

Personnel must never give the impression that they are speaking on behalf of the Company unless authorized to do.

在使用社交媒体时, 公司员工也应遵循本准则中适用的针对其他行为的准则; 例如, 无论在工作场所还是在网络环境中, 均禁止骚扰或报复。如有任何疑问, 请联系公共事务部寻求说明。

Company personnel who participate Social Media platforms, such as on-line forums, blogs, newsgroups, chat rooms, or bulletin boards, must never give the impression that they are speaking on behalf of the Company unless authorized to do.

When using Social Media, Company Personnel are expected to follow the same principles expected in other behaviors outlined in this Code; for example, harassment or retaliation that would not be permissible in the workplace is not permissible while on-line. For anything uncertain, please consult the Public Affairs function for instruction.

使用公司资产

Use of Company Assets

员工仅可出于合法商业目的而使用公司资产(如信息、耗材、办公用品、知识产权、软件、硬件和设施)。

员工必须以认真负责的态度、合乎道德的方式保护公司资产, 维护资产时必须高度重视、慎之又慎, 严防浪费和滥用。

员工必须以认真负责的态度、合乎道德的方式保护公司资产。

Personnel must seek to protect Company assets responsibly and ethically.

员工有责任妥善保护自己控制范围内的所有公司资产, 防止不当使用。

Personnel may use Company assets (including information, materials, supplies, intellectual property, software, hardware, and facilities) only for legitimate business purposes.

Personnel must seek to protect Company assets responsibly and ethically, maintain them with the utmost care and respect, and guard them against waste and abuse.

Personnel are responsible for appropriately securing all Company assets within their control to prevent inappropriate use.



保护个人信息

PROTECTION OF PERSONAL INFORMATION



保护个人信息

Protection of Personal Information

公司致力于保护所掌握个人信息(如有关员工、客户或患者的数据)的隐私性和完整性。

公司虽然可收集个人信息,但仅会出于合法目的收集此类信息,且仅在必要或法律要求时保留此类信息。

在收集、处理、存储和传输个人信息时,公司会主动采取预防措施,保障个人信息安全。

The Company is committed to protecting the privacy and integrity of personal information that comes into its possession, including data about Personnel, customers, or patients.

While the Company may collect personal information, it will only collect such information for legitimate purposes and shall retain it only as long as it is necessary or required by law.

The Company proactively takes precautions to safeguard the security of personal information when it is collected, processed, stored, and transferred.

07

与医务人员的互动

Interactions with Healthcare Professionals

公司尊重医疗实践可能产生的医务人员与其患者之间的诚信关系。公司与医务人员的所有互动必须不会对后者的决策产生不当影响。

The Company respects the practice of medicine and the integrity of the relationship between healthcare professionals and their patients. All of the Company's interactions with healthcare professionals must be conducted in a way that does not have, or appear to have, an improper influence on their decisions.

公司与医务人员的所有互动必须不会对后者的决策产生不当影响。

All of the Company's interactions with healthcare professionals must be conducted in a way that does not have, or appear to have, an improper influence on their decisions.



公司与医务人员可能在教育、科学和商业方面有所互动。如果公司出于研究或业务需求聘请医务人员提供服务（例如，担任研究者或顾问），则公司仅可在满足合法商业目的，且聘用条款符合适用法律和政策要求时方能这样做。公司会根据法律要求收集、报告并披露向医务人员支付的款项和其他有价值物。

Possible interactions include educational, scientific, and commercial relationships. If our research or business requires that the Company engage the services of a healthcare professional (for example, to serve as an investigator or consultant) the Company does so solely in order to meet a legitimate business purpose and only when the terms of the engagement are consistent with applicable legal and policy requirements. The Company collects, reports and discloses payments and other transfers of value made to healthcare professionals where required by law.

08

提出问题和疑虑

Raising Questions and Concerns

所有员工均有义务遵守本准则、公司政策和程序以及适用法律、法规和规则。如果员工对本准则所载内容或对工作场所中观察到的情况有疑问，应与其经理、合规部、人力资源部或法务部同事联系。

All Personnel have a duty to adhere to this Code, Company policies and procedures and applicable laws, rules, or regulations. If you have questions about something you have read in the Code or observe in the workplace, you should reach out to your manager, Compliance, Human Resources or the Legal Department.

员工有义务提请公司注意任何实际或可能违反本准则、公司其他政策或程序，或任何适用于公司的法律、法规和规则的行为。无论这些行为在员工看来是有意还是无意，均应做此处理。员工可以通过多种渠道（如通过经理、合规部、人力资源部或法务部同事）报告疑虑。如果举报者不愿透露姓名，公司会根据适用法律，尽合理努力为举报者保密。

Personnel are obligated to bring to the Company's attention any actual or potential violations of the Code, other Company policies or procedures, or any law, rule, regulations applicable to the Company. This is the case regardless of whether they believe the actions to be accidental or deliberate. Personnel can report concerns through several channels, including through a manager, Compliance, Human Resources, or the Legal Department. If Personnel wish to remain anonymous, they may do so, and the Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law.

发送电子邮件至

Via email at

corporate.compliance@cloverbipharma.com

在线报告:

Online at

www.safecall.co.uk/report;

或致电公司专为受理可能违反本准则的问题和举报可能的违规行为而设立的语音信箱帐户。语音信箱帐户如下:

Or by phoning a voicemail account that the Company has established for receipt of questions and reports of potential violations of the Code. The voicemail account may be reached at:

中国大陆

Mainland China

4008 833 405

美国

US

1 866 901 3295

英国

UK

0800 915 1571

澳大利亚

Australia

1 800 312 928

有关更多国家和地区的语音信箱帐户，请参阅

For more countries and areas, please refer to

<https://www.safecall.co.uk/en/file-a-report/telephone-numbers/>



禁止报复政策

如有任何员工本着合理信念而善意举报或投诉实际 / 疑似不当行为，公司严禁对该等员工施加报复。

任何意在惩罚某员工提出投诉或协助公司调查而做出的与雇佣有关的决定或其他行为，以及可能阻碍公司员工提出投诉或配合调查的任何决定或行为，均被视为报复。任何此类报复行为均会受到纪律处分，包括终止雇佣关系。

Non-Retaliation Policy

The Company strictly prohibits retaliation against any Personnel who, acting in good faith based on a reasonable belief, makes a report or complaint about actual or suspected misconduct.

Retaliation includes any employment decision or other conduct made with the intent to punish an individual for submitting a complaint or assisting in a Company investigation, as well as any decision or behavior that might have discouraged Company Personnel from submitting a complaint or cooperating in an investigation. Any such retaliation is subject to disciplinary action, including termination.



调查 Investigations

严肃对待所有违反准则、公司政策和程序或适用法律、法规和规则的举报。

The Company takes seriously all reports of alleged violations of the Code, our policies and procedures, or applicable laws, rules or regulations.

公司会严肃对待所有涉嫌违反本准则、公司政策和程序或适用法律、法规和规则的举报，并开展彻底审查。在适当情况下，公司会展开调查以确定事实。

All reports of alleged violations of the Code, our policies and procedures, or applicable laws, rules or regulations are taken very seriously and thoroughly reviewed. Where appropriate, an investigation will be conducted to determine the facts.

纪律处分 Disciplinary Action

如果违反本准则、公司政策和程序或适用法律、法规和规则，将会受到纪律处分，甚至终止雇佣关系。

如果经理知悉其下属意图做出违禁行为而未采取任何措施加以阻止，或者知悉其下属已做出违禁行为而未采取适当的纠正措施，则经理也将受到纪律处分。

Violations of this Code, Company policies and procedures, or applicable laws, rules, and regulations may result in disciplinary measures up to and including termination of employment.

Managers will also be subject to disciplinary action if they know that prohibited conduct is contemplated by Personnel reporting to them and do nothing to prevent it, or know that Personnel have engaged in prohibited conduct and fail to take appropriate corrective action.

08

豁免及修订

Waivers and Amendments

对本准则的任何豁免只能由董事会作出，并根据适用法律、法规和规则的要求予以披露。

公司保留随时以任何理由修订、变更或终止本准则的权利。公司网站会提供最新版准则。

Any waivers of this Code may be made only by the Board of Directors and will be disclosed as required by applicable laws, rules, and regulations.

The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be found on the Company's website.

公司保留随时以任何理由修订、变更或终止本准则的权利。

The Company reserves the right to amend, alter or terminate this Code at any time for any reason.



《三叶草生物制药道德规范和行为准则》签收确认单

Acknowledgement of Clover Biopharmaceuticals Code of Ethics and Standards of Conduct

本人 _____

在此签名以声明本人已收到，阅读并理解《三叶草生物制药道德规范和行为准则》。本人在此确认，我已完全了解三叶草的道德合规要求；作为三叶草的员工，我的行为将遵从所有适用的法律法规、《三叶草生物制药道德规范和行为准则》和各项政策流程，并符合其要求的最高道德行为原则。

I, the undersigned _____

I have received and fully understand the Clover Biopharmaceuticals Code of Ethics and Standards of Conduct. I confirm that I fully understand all the ethical and compliance requirements of Clover; and my behavior as a Clover employee is in accordance with all applicable laws, regulations as well as Clover Biopharmaceuticals Code of Ethics and Standards of Conduct and shall be consistent with the principles of highest ethical behavior described therein.

姓名

Name

员工号

Employee No.

日期

Date

