

歌尔商业行为准则

Goertek Code of Business Conduct

公司商业行为遵循的基本原则 / Core Principles of Business Conduct

公司所有商业行为应遵守运营所在地的法律法规，确保公司业务在公平、公正、透明及诚信的基础上开展。

All business activities must comply with applicable laws and regulations in the regions where we operate, ensuring that all business is conducted fairly, impartially, transparently, and with integrity.

建立本准则，旨在防治舞弊、加强公司治理和内部控制、规范经营行为、维护股东合法权益、促进公司健康稳定发展。

This Code is established to prevent fraud, strengthen corporate governance and internal controls, standardize business practices, protect shareholders' rights, and promote the healthy and sustainable development of the company.

适用范围 / Scope of Application

本准则的适用范围为歌尔股份有限公司及子公司的所有员工（包括全职、兼职）；同时倡议与歌尔股份发生业务往来利益相关方的工作人员遵守本准则。

This Code applies to all employees (including full-time and part-time) of Goertek Inc. and its subsidiaries. It is also advocated that stakeholders who have business dealings with Goertek comply with this Code.

1、基本准则 / Basic Principles

本公司对任何形式的贿赂和腐败行为持零容忍态度。公司员工及其代表不得直接或间接地向任何第三方（包括政府官员、客户、合作伙伴等）提供、承诺、要求或接受任何形式的不当利益（包括金钱、礼品、招待、好处或其他利益），以谋求或维持业务利益。

Our company has a zero-tolerance attitude towards any form of bribery and corrupt behavior. Employees of the company and their representatives must not directly or indirectly provide, promise, request or accept any form of improper benefits (including money, gifts, hospitality, favors or other benefits) to any third party (including government officials, customers, partners, etc.) in order to seek or maintain business interests.

贿赂和腐败的行为包括但不限于以下几类：

商业贿赂（如回扣、礼品、招待等）	内部员工与亲属、朋友等进行商业利益输送
利用职务便利侵占公司财物	挪用公司财物
盗窃公司财物	虚构支付款项
虚假报销	伪造相关会计、支付凭证
侵犯商业秘密	非合理的商业款待与馈赠
内幕交易	侵犯他人隐私获取利益
其他侵害公司利益各类舞弊行为	

Bribery and corrupt practices include but are not limited to the following categories:

Commercial bribery (such as kickbacks, gifts, hospitality, etc.)

Taking advantage of one's position to embezzle company assets

Theft of company property

False reimbursement

Infringement of trade secrets

Insider trading

Internal employees engage in commercial interest transfer with relatives, friends, etc.

Misappropriation of company assets

Fictitious payment amounts

Falsifying relevant accounting and payment vouchers

Unreasonable business hospitality and gifts

Infringement of others' privacy to gain benefits

Other fraudulent activities that infringe upon the interests of the company

如发生任何涉嫌或实际违反本准则中反贿赂与反腐败要求的情形，无论该违规行为是通过投诉举报、内部审计、管理监督、风险识别，或其他方式发现，公司均将依照既定程序及时启动调查，并根据调查结果采取相应的纠正、纪律处分、合同管理或法律追责等措施。

In the event of any situation involving suspected or actual breaches of the anti-bribery and anti-corruption requirements set forth in this Code, regardless of whether the violation is identified through complaints or reports, internal audits, management oversight, risk identification, or other means, the Company shall promptly initiate an investigation in accordance with established procedures and take corresponding measures such as corrective actions, disciplinary sanctions, contract management measures, or pursuit of legal liability based on the investigation results.

2、主要工作推动及监督部门 / Main Work Promotion and Supervision Departments

公司设置文化联合建设小组，领导小组组长由董事长担任，成员包括公司高级管理人员、各相关部门负责人及文化专员等。

The Company has established a Joint Cultural Development Group, with the chairman of the Board serving as the team leader. The members include senior management of the Company, heads of all relevant departments, and cultural specialists.

道德遵从办公室负责开展廉洁文化及道德遵从建设工作，包括廉洁文化培训宣贯、监督监察、管理者监察、ISO37001 反贿赂管理体系搭建等工作。

The Ethics Compliance Office is responsible for undertaking the development of integrity culture and ethics compliance initiatives, including the training and promotion of integrity culture, supervision and inspection, oversight of managers, and the establishment of the ISO 37001 Anti-Bribery Management System, as well as other related tasks.

审计稽核部作为投诉举报调查工作的常设机构，按照公司《稽核工作管理制度》，对案件进行受理、调查，制定完备调查方案，对案件资料的真实和完整性、案件结果的公正和合规性负责；同时接受来自董事会、审计委员会的监督。

The Audit Department serves as the permanent institution for the investigation of complaints and reports. In accordance with the company's *Audit Work Management System*, it is responsible for accepting and investigating cases, formulating comprehensive investigation plans, and ensuring the authenticity and completeness of case materials, as well as the fairness and compliance of case results. It also accepts supervision from the board of directors and the audit committee.

3、反贿赂和腐败沟通 / Anti-bribery and corruption communication

公司每年向全体员工宣导并组织签署《诚信廉洁承诺书》，承诺在与各相关方的商业往来中，秉持公平、公正的原则，确保不因职务之便损害各方的利益。针对高风险部门举办反腐倡廉宣贯会，重申反腐政策，进一步提升高风险人群的廉洁从业意识。

The Company promotes and organizes all employees to sign the *Integrity Commitment Letter* every year, promising to uphold the principles of fairness and impartiality in business dealings with all relevant parties, and ensure that the interests of all parties are not harmed by their positions. Anti-corruption training and promotion sessions are held for high-risk departments to reiterate the anti-corruption policy, further enhancing the integrity awareness of high-risk personnel.

4、举报受理、调查和报告 / Complaint Acceptance, Investigation, and Reporting

4.1 举报投诉原则：公司鼓励所有员工及第三方对于违反本准则的行为进行举报，可采用实名或匿名的方式；禁止恶意中伤，造谣或诽谤。

4.1 Principles of Reporting and Complaint: The Company encourages all employees and third parties to report any breaches of the Code, which may be made either on a named basis or anonymously. Malicious defamation, rumor-mongering, or slander is prohibited.

4.2 举报投诉渠道：（1）至审计稽核办公室当面反馈；（2）投诉接收邮箱：tousu@goertek.com；（3）投诉接收电话：+86-0536-3050999；（4）信件邮寄：中国山东省潍坊市高新技术开发区东方路 268 号审计

稽核部（收）；（5）二维码：见公司官网首页。

如各业务部门设置员工建议/意见收集渠道均需至审计稽核部备案，如收到投诉事件，应报告至审计稽核部。

4.2 Complaint Channels: (1) Face-to-face feedback to the Audit Office; (2) Complaint email address: tousu@goertek.com; (3) Complaint phone number: +86-0536-3050999; (4) Mail address: Audit Department, No.268 Dongfang Road, High-tech Industrial Development District, Weifang, Shandong Province, China; (5) QR Code: available on the Company's official website homepage.

If each business department sets up channels for collecting employee suggestions/feedback, they must be registered with the Audit Department. If a complaint is received, it should be reported to the Audit Department.

4.3 举报投诉资料管理：审计稽核部组织将相关资料整理齐全，将电子版、纸质版文档进行统一存档，并能够用于审计委员会的检查。

4.3 Management of Complaint Materials: The Audit Department should organize and file the relevant materials, keeping both electronic and paper documents in a centralized archive, which can be used for inspection by the audit committee.

4.4 事件调查与报告：通过常态化开展走访调研主动了解违规情况，或在接获关于违反本准则的反馈后，调查组应对事件的具体情况进行梳理分析，识别重点，制定稽核调查方案，并由主管批准后实施。最终事件调查报告必须基于事实，准确、客观、简洁、完整、有建设性、及时、分发范围准确。视事件严重程度，由不同层级部门负责人进行签发并汇报公司领导层。公司承诺，对任何涉嫌或实际发生的贿赂和腐败行为进行独立、客观和及时的调查，无论该行为是否通过投诉渠道提出。

4.4 Event Investigation and Reporting: By conducting regular visits and investigations to proactively identify breaches, or upon receiving feedback regarding breaches of the Code, the investigation team should analyze the specific circumstances of the event, identify key points, formulate an audit and inspection plan, and implement it after approval by the supervisor. The final event investigation report must be based on facts, accurate, objective, concise, complete, constructive, timely, and accurately distributed. Depending on the severity of the event, it will be signed off by different levels of department heads and reported to the company's leadership. The Company commits to conducting independent, objective, and timely investigations into any suspected or actual bribery and corruption, regardless of whether such conduct is brought forward through complaint channels.

5、处罚 / Penalties

根据事件问责情形的严重程度给予处分、经济赔偿、司法追责、退缴非法所得四大类问责处理方式，原则上根据影响范围进行通报公示。

Penalties, economic compensation, legal accountability, and the return of illegal gains are the four major types of accountability measures that will be taken based on the severity of the event. In principle, notifications will be made public according to the scope of influence.

6、身份保护 / Identity Protection

公司严格执行举报事项保密制度，对举报人个人信息及其提供的举报资料严格保密，严禁任何人对举报人进行任何形式的报复，并采取举报人保护措施，包括隐匿举报人姓名、联系方式等隐私信息。严禁调查组成员违规使用举报信息。

The company strictly enforces a confidentiality system for complaints, strictly protecting the personal information of the complainant and the materials provided in the complaint. It prohibits any form of retaliation against the complainant and takes measures to protect the complainant, including concealing the complainant's name, contact information, and other private information. Members of the investigation team are strictly prohibited from using complaint information in violation of regulations.

7、内控与审计机制 / Internal Control and Audit Mechanism

公司已建立业务、内控、审计三道防线机制，保证公司合法合规、高效经营、资产安全。

公司围绕流程符合性、合规性、风险管理等方面展开商业道德审计，重点关注子公司、供应链、生产制造方面的商业道德表现。对所有运营场所、业务单位和子公司开展至少每三年一次商业道德相关内容审计工

作。在商业道德审查过程中，我们关注商业行为的合规性，深入挖掘潜在的管理问题和风险，并针对发现的问题制定改善措施。公司审查机制的执行部门将向董事会和管理层汇报审计结果及纠正措施，确保监督独立性，并将发现的问题进行汇总，公开、透明地处理相关问题并通过会议、内部邮件等渠道向员工进行公示。

The Company has established a three-line-of-defense mechanism (business operations, internal control, and audit) to ensure legal compliance, operational efficiency, and asset security.

Business ethics audits are conducted focusing on process compliance, regulatory adherence, and risk management, with particular attention given to subsidiaries, supply chains, and manufacturing operations regarding ethical performance. The Company conducts business ethics-related audits for all operations, business units, and subsidiaries at least once every three years. During audits, the compliance of business conduct is scrutinized, potential management issues and risks are thoroughly identified, and corrective actions are developed for identified problems. The executing department of the audit mechanism reports findings and remediation measures to the Board of Directors and senior management to ensure oversight independence. Identified issues are consolidated, addressed transparently, and communicated to employees through meetings, internal emails, and other channels.

8、风险管理机制/ Risk Management Mechanism

公司已制定《风险管理手册》《风险三要素识别及管理流程》《风控目标设定及变更流程》《风控例行检查流程》《风控抽检流程》《风控专项改善流程》等内部制度，依据上述制度流程每年开展至少一次贿赂与腐败的风险识别与评估。其中，公司针对重大风险进行集中管理和优先处理，提前规划并实施风险缓解与应对措施；并根据业务变更、法律更新或相关方的反馈，及时修订政策和控制措施。

The Company has formulated internal policies including the *Risk Management Handbook*, *Identification and Management Process of Three Risk Elements*, *Process of Setting and Changing Risk Control Goals*, *Routine Process of Inspecting Risk Control*, *Risk Control Sampling Process*, *Specialized Improvement Process of Risk Control*. In accordance with these policies, the Company conducts at least one annual risk identification and assessment for bribery and corruption. Key risks are centrally managed and prioritized, with mitigation and response measures planned and implemented proactively. Policies and control measures are promptly updated in response to business changes, legal revisions, or stakeholders' feedback.