

**Code of Business Conduct and Ethics 商业行为和职业道德准则**

**THE WOODBRIDGE WAY 木桥方式**

**Elements of Woodbridge**



*integrity      respect*  
*honesty      responsibility*

# Code of Business Conduct and Ethics

## 商业行为和职业道德准则

### THE WOODBRIDGE WAY

#### 木桥方式

#### **INTRODUCTION 简介**

Woodbridge Foam Corporation and its affiliates (“the Company” or “Woodbridge”) are committed to consistently treating our Woodbridge Teammates, customers, suppliers and the community with integrity, honesty, respect and responsibility.

木桥合绵公司及其子公司（“本公司”或者“木桥”）承诺会以正直，诚实，尊重，和有责任心的态度始终如一的对待我们的员工，客户，供应商。

This Code of Business Conduct and Ethics (“the Code”) has been issued to reaffirm our commitment in the areas of how we conduct ourselves in business and in how we comply with laws.

商业行为和职业道德准则(“准则”)重申了我们对如何开展自己的业务和如何遵守法律的承诺。

This Code is therefore an expression of our views of the standards of behavior that Woodbridge expects of Woodbridge Teammates in their daily activities and in their dealings with others.

此准则阐述了木桥公司对员工的日常工作 and 与他人打交道时所期望的行为标准。

However, no Code can foresee or address every situation that might arise. Rather, it identifies guiding principles to help Woodbridge Teammates make decisions consistent with Woodbridge’s values and reputation. Woodbridge Teammates should also familiarize themselves with various corporate/company policies that provide detailed guidance on specific issues that may affect their work, such as Health, Safety & the Environment, Internet, Information Technology and Human Resources policies.

然而，没有准则可以预见或说明每一种可能出现的情况。更确切地说，它确定了指导原则，帮助员工做出符合木桥公司价值和声誉的决定。员工也应该熟悉各种企业/公司政策，如健康、安全与环境、网络、信息技术和人力资源政策，给他们工作中遇到的具体问题提供详细的指导意见。

This Code incorporates our corporate Mission, Vision, Purpose, Values and Guiding Principles which have been established as follows:

此准则包含了我们的企业使命、愿景、目标、价值观和指导原则，详见如下：

#### **Our Mission** 我们的任务

Woodbridge provides products globally that continuously improve the consumer experience through superior comfort and appearance in a socially responsible way.

木桥以一种对社会负责的方式向全球提供具有优越的舒适性和外观的产品，改善用户体验。

#### **Our Vision** 我们的愿景

One Winning Team. Valued By Customers Globally.

成为一支冠军队伍。赢得全球客户的重视。

#### **Our Purpose** 我们的目标

To deliver safe workplaces and the profitability required to create and sustain rewarding jobs.

提供安全的工作场所和为创造和维持有价值的工作所需的盈利能力。

## **Our Values and Guiding Principles** 我们的价值观和指导原则

We will consistently respect the following values and associated principles:

我们会一直遵守以下价值观念以及相关原则：

**Health, Safety & Environment** 健康，安全&环境

Be Safe and Think Before You Act 安全为上，三思而后行

**Honesty, Integrity & Trust** 诚实，正直&信任

Honour Your Commitments without Compromise 毫不妥协地遵守承诺

**Respect People & Diversity** 尊重员工&多样性

Communicate Relentlessly and Engage the Entire Team 整个团队保持交流

**Learn, Improve and Innovate** 学习，改进及创新

Create Differentiation and Value 创造差异化和价值

**Responsibility, Accountability & Performance** 责任，义务&绩效

Empower and Trust the Team 信任团队并给予授权

**Entrepreneurial Spirit** 企业精神

Be Passionate, Assertive, and Own the Results 保持激情，有自信，承担责任

## **THE CODE 准则**

### **Who Must Follow The Code** 谁必须遵守准则

This Code applies at all times, without exception, to all directors, officers and employees of Woodbridge Foam Corporation and its affiliates. Woodbridge's suppliers and partners, as well as third parties (such as agents), are also expected to adhere to the Code when dealing with or acting on behalf of Woodbridge.

此准则始终适用于木桥合棉公司及其子公司的所有董事、高级管理人员和员工，无一例外。木桥合棉公司的供应商和合作伙伴，以及第三方(如代理商)，在代表木桥或与木桥处理业务时，也应遵守这一准则。

### **Committing to The Code** 致力于遵守准则

Where applicable, all existing and newly-hired Woodbridge Teammates must sign an acknowledgement that they have read and understood the Code. Designated members of senior management are also required to annually sign an acknowledgement stipulating not only that they have read and understood the Code, but also that they have neither breached nor are aware of any breach of the Code's provisions.

在适用的情况下，所有现有员工和新招聘的员工必须签署一份确认函，表明他们已经阅读并理解了“准则”。指定的高级管理人员也需要每年签署一份确认函，保证他们不仅阅读并理解了“准则”，而且他们没有违反“准则”，也不知道“准则”条款的任何缺口。

### **Compliance with Laws** 遵守法律

The business of the Company shall be conducted in compliance with all applicable laws and regulations. The use of Company funds or assets for any purpose that would be in violation of applicable laws and regulations is prohibited. Compliance with the law means not only observing the letter and spirit of the law, but also conducting our business in such a manner that the Company will continue to deserve and receive recognition as a good and law-abiding corporate citizen. Our reputation as a good corporate citizen is one of the most valuable assets the Company possesses. The determination of which laws and regulations are applicable and their interpretation may be difficult at times. In such cases, managers and Woodbridge Teammates should consult with their supervisor and/or seek such legal advice as is necessary to comply with this Code.

公司业务的经营应遵守所有适用的法律及法规。禁止出于任何目的而违反适用的法律及法规的利用公司资金及资产的行为。遵守法律不仅意味着遵守有关条文及认同其背后的精神，而且要以这样的方式经营我们的业务，这样才是能持续值得并获得认同的良好的守法的企业公民。良好的企业公民的名誉是公司所拥有最有价值的资产之一。有时，要确定哪些法律及法规适用于公司并对它们作出说明可能有些困难。在这种情况下，经理及员工应与其主管商量，和/或寻求遵守本准则所需的法律建议。

### **Health, Safety and Environment** 健康，安全和环境

Woodbridge believes that protection of the health and safety of our Woodbridge Teammates and the natural environment is of utmost concern in the operation of our business. It is the policy of the Company to: actively pursue process innovation and fundamental research to prevent environmental pollution through the reduction and elimination of all forms of waste from our operations, including the reduction of energy consumption and the resultant release of greenhouse gas emissions; routinely review and assess our operations for the purpose of making health, safety and environmental improvements beyond those legally required, where such enhancements provide significant benefits; and to comply with all Woodbridge Health, Safety and Environment Management system requirements, applicable laws, regulations and standards in its product development, manufacturing, marketing and distribution activities. Woodbridge will provide the necessary support and resources as its commitment to the goals and objectives of this policy. All Woodbridge Teammates, through effective participation, are integral to ensuring continual improvement in workplace health and safety, and the prevention of environmental pollution.

木桥相信对员工的健康及安全保护和对自然环境的保护是我司经营活动最关注的问题。公司的政策在于：积极追求流程创新及基础研究，以减少并消除因经营活动产生的一切形式浪费，包括减少能源消耗及降低温室气体排放生成物的释放，从而防止环境污染；为了法律规定外的健康、安全及环境方面的改善，定期审查并评估经营活动，此类改进会产生显著的效益；并在产品开发、制造、营销及分销活动中，遵守木桥所规定的一切健康、安全及环境管理系统要求、适用的法律、法规及标准。作为承诺，木桥将提供实现本政策目标和目的所需的支持及资源。通过有效的参与，所有员工都是确保持续改进工作场所健康及安全并防止环境污染的不可或缺部分。

### **Respect for People and Human Rights** 尊重员工和人权

We all deserve to work in an environment where we are treated with fairness, dignity and respect. Woodbridge is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone's talents go to waste.

我们都应该在公平对待员工、保护员工尊严和尊重员工的环境中工作。木桥致力于创造这样的环境，因为这会充分发挥每个人的潜力，反过来说，这直接有助于我们的业务成功。我们承受不起浪费任何人才。

We are also committed to a workplace that provides our Woodbridge Teammates equal employment opportunities, without regard to their sex, race, ethnic background, religion, disability or any other personal characteristic protected by law. We will comply with all applicable human rights legislation within those jurisdictions which we do business.

我们还致力于创造这样的工作环境，即为我们的员工提供平等的就业机会，不分性别、种族、民族背景、宗教信仰、残疾或其他受法律保护的个人特性。我们将在业务活动管辖区内，遵守所有适用的人权立法。

## **Teammates' Rights/员工的权利**

Woodbridge is committed to maintaining global working conditions and standards that result in dignified and respectful treatment of all Woodbridge Teammates within all our global operating locations. As such, we make the following commitments to our Woodbridge Teammates:

Woodbridge 致力于维持一个全球统一的工作条件和标准，以确保全球所有运营机构的 Woodbridge 员工得到有尊严和尊重的待遇。因此，我们对我们的 Woodbridge 员工做出了如下承诺：

- Child labour shall not be utilized. 不适用童工。
- Any form of forced or compulsory labour is prohibited. 禁止任何形式的强迫劳动。
- Woodbridge Teammates, without fear of reprisal, intimidation or harassment have the right to communicate openly with management regarding working conditions. 木桥员工有权利公然地和管理层进行关于工作条件的沟通，不用担心报复，威胁或者骚扰。
- Woodbridge Teammates also have the right to associate freely and join labour unions and workers' councils in accordance with local laws. 木桥员工也有权利在遵守法律的前提下自由结社，加入工会和员工委员会。
- Woodbridge Teammates shall be protected against any form of harassment and discrimination in any form, including but not limited to gender, sex, age, religion, disability and political beliefs. 木桥员工应该被保护不遭受任何形式的骚扰和歧视，包括但不限于性别，年龄，宗教信仰，残疾和 政治信仰。
- Woodbridge Teammates shall have a safe and healthy workplace that meets or exceeds all applicable standards for occupational health and safety. 木桥员工应该有安全健康的工作场所，我们的工作场所要达到或者超过所有关于职业健康和安全 的应用标准。
- Woodbridge Teammates shall be compensated with wages and benefits that are competitive and comply with local law, including minimum wages, overtime hours and legally mandated benefits. 木桥员工应该享有合法的有竞争力的工资和福利，包括最低工资，加班时间和法律规定的福利。
- Woodbridge will treat all Teammates with dignity and respect. 木桥应该让所有员工得到有尊严的受尊重的对待。
- Working hours shall comply with all applicable local laws regulating hours of work. 工作时间应该符合当地所有的关于工作时间规定的法律的规定。

**Conducting Business with Honesty, Integrity, Fairness and Respect** 以诚实、正直、公平、尊重的态度开展业务

We firmly believe in conducting business with honesty, integrity, fairness and respect throughout the organization. Our Woodbridge Teammates will respect and act in a manner sensitive to the cultures and customs of the countries in which we operate, as well as the communities and environment where we conduct business.

我们坚信在整个企业中要本着诚实、正直、公平及尊重的态度开展业务。我们员工将尊重并礼貌对待我公司经营所在国及开展业务所处的社区及环境内的文化及风俗。

**Open Door Policy** 门户开放政策

We are committed to maintaining open lines of communications to all Woodbridge Teammates at any level of the organization and at any location. As a Company, we are also committed to solving problems together, to discussing complaints, and to clearing up any misunderstandings in the fastest and most effective way possible.

我致力于维护全员开放通道，无论级别、职位高低，作为公司，我致力于协调问题、投诉，并且以最有效的方式消除任何误解。

### **Protection of Personal Information** 个人信息的保护

We are committed to protecting personal information relating to our Woodbridge Teammates and other stakeholders. Such information will only be collected, used and disclosed for legitimate business purposes such as administering Woodbridge Teammate wages and benefits, for performance management discipline purposes or as otherwise required or permitted by applicable law. We will comply with all applicable privacy and data protection legislation in force. Further information regarding our Woodbridge Teammates data protection practices is available from our Human Resources Department.

我们致力于保护员工及其他利益相关者的个人信息。此类信息的采集、使用及揭露将仅用于合法商业用途，比如，管理员工工资及福利，业绩管理或适用法律另有要求或允许的用途。我们将遵守所有有效的适用的隐私及数据保护法。有关木桥员工数据保护实践的进一步信息，可从人力资源部获得。

### **Financial Reporting** 财务报告

We will maintain financial accounting and business records that fully and accurately reflect all the transactions and businesses in which we engage, in accordance with applicable accounting principles, policies and practices.

我们将根据适用的会计方针、政策和惯例，备存准确及全面反映公司所经营的一切交易及业务的财务会计和业务记录。

No Woodbridge Teammate or anyone acting on the instruction of any Woodbridge Teammate will take any action to violate our financial reporting policies or circumvent our system of internal controls. Our Woodbridge Teammates will carry out transactions in accordance with the direction provided by our management and our Board of Directors.

所有员工或听指令行事的任何人员，均不得采取任何违反公司的财务报告政策或回避公司的内部控制系统的行动。我们的员工将依据公司管理层及董事会发布的指令进行交易。

### **Compliance with Antitrust and Competition Laws** 遵守反垄断法和竞争法

We will comply with the applicable antitrust and competition laws in the jurisdictions in which we compete. Accordingly, we will not collude in any way with any competitor to:

我们将在适用的反垄断及竞争法范围内遵守法律。因此，我们将不会以任何方式与任何竞争者通

- Fix prices, discounts or terms of sale; or  
统价格折扣或条款。
- Divide markets, market share, customers or territories.  
划分市场、市场份额、客户或区域。

### **Use of Confidential Information** 使用保密信息

We expect our Woodbridge Teammates to treat as confidential all trade secrets and proprietary information relating to us and our customers and suppliers. We also expect that our Woodbridge Teammates will prevent the misuse or improper disclosure of confidential information, both by themselves and by other Woodbridge Teammates.

我们期望我们的员工将公司及公司客户及供应商有关的一切商业机密和专有信息视为机密信息。我们还期望我们的员工防止自身及其他员工滥用或不当泄露保密信息。

### **Company Records** 公司记录

We create, retain and dispose of our Company records as part of our normal course of business in compliance with all the Company's policies and guidelines, as well as all regulatory and legal requirements.

作为正常经营活动的一部分，我们将依照公司所有政策方针以及所有监管和法律的要求，创建、保留和处理公司记录。

All corporate records must be true, accurate and complete, and Company data must be promptly and accurately entered in our books in accordance with the Company's policies and other applicable accounting principles.

所有公司记录必须真实、准确并完整，且根据公司的政策及其他适用的会计原则，公司记录必须及时、准确地记录成册。

We must not improperly influence, manipulate or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of the Company's books, records, processes or internal controls.

我们不得当影响、操纵或误导任何未经授权的审计，也不得妨碍任何审计员参与执行公司账册、记录、流程或内部控制的内部独立审计。

### **Bribery and Corruption** 贪污受贿

It is contrary to Company policy, and under some circumstances may be a violation of law, for any improper payments to be arranged for or made, directly or indirectly, on behalf of the Company. Such payments would include bribes, kickbacks, loans, guarantees or other payments given to any customer, supplier, or others in connection with obtaining orders or favourable treatment or for any illegal purpose. It is also improper for any such payments to be arranged for or made to any public official (including federal, state, provincial, local and foreign officials) or designated agent for the purpose of influencing any official act or decision to benefit the Company. Payments that are likely to have the effect of improperly influencing decisions to the Company's benefit are equally improper, whether or not that purpose was intended. This policy extends not only to direct payments but also to indirect payments made in any form through consultants or other third parties.

直接或间接代表公司安排或支付任何不当款项，是违反公司政策的，在某些情况下也可能是违法的。此类付款包括贿赂、回扣、借贷、担保、与获取订单或优惠待遇有关的、支付给任何客户、供应商或其他人的以及任何非法目的的付款。以影响任何官方行为或决定以使公司受益为目的的任何为公务人员（包括联邦、州、省、地方和外国官员）或指定代理人安排或支付的款项也是不当的。不论是否有特定目的，有可能对公司利益有不当影响的决策的付款同样是不当的。本政策不仅适用直接付款，还包括通过咨询公司或其他第三方支付间接付款。

In connection with the Company's business, no Woodbridge Teammate may give, seek or accept any type of compensation, fee, commission, or any other personal favour, to or from any person, including other Woodbridge Teammates, prospective employees, customers, competitors, suppliers and others with whom the Company has or is likely to have any business relationships.

关于公司业务，任何员工，包括其他木桥员工、未来的员工、客户、竞争对手、供应商和已经或有可能与公司有任何业务关系的其他人士，均不能给予任何人、向任何人索取或接受任何人任何类型的补偿、费用、佣金或任何其他个人恩惠。

### **Inside Information** 内部信息

"Inside Information" is any material, financial, technical or other information which is not known to the public, and which an employee obtains in the course of his or her employment. The use or disclosure of Inside Information for the purpose of obtaining personal financial gain or which enables any other person or business to attempt to make such gains is a violation of this Code and potentially a violation of the law.

“内部信息”指公众尚不了解的、员工在就职期间获取的任何材料、财务、技术或其他信息。为了个人经济获益，或者使任何其他人士或其他公司企图从中获取此类利益而使用或揭露内部信息都是违反本准则，且有可能违法的。

### **Avoidance of Conflicts of Interest** 避免利益冲突

We expect our Woodbridge Teammates to honour their duty of good faith and fidelity, and to perform their duties in a manner which seeks the Company's best interests ahead of their own interests. We further expect that none of our Woodbridge Teammates will:

我们期望员工能诚信和忠诚，秉持着为公司利益大于个人利益的方式行事。我们还希望员工不会：

- take advantage of any business opportunity discovered through his or her position or through the use of our property or information;  
利用自身或公司信息和发现商业机会牟利
- use their position or our property or information for personal gain;  
利用公司财产和信息谋个人私利
- compete with us; or  
和公司竞争; 或者
- take any steps which involve, or create the appearance of, a conflict or interest.  
采取任何涉及利益冲突或利益冲突的措施

### **Corporate Policies** 公司政策

In addition to the corporate policies referred to in this Code, we maintain and may adopt from time to time a variety of other policies, procedures and guidelines governing various matters, and we expect our Woodbridge Teammates to abide by them.

除本守则提到的政策外，我们将持续采用各种其他政策和指南以管理事务，也希望我的员遵守这些政策。

Below is a list of some of the applicable corporate policies:

下面是一些适用的公司政策清单：

- Workplace Fairness and Respect (Human Rights)  
职场平等和尊重（人权）
- Workplace Violence Policy  
工作场所暴力政策
- Competition Law and Antitrust Compliance Policy  
竞争法和反垄断合规政策
- Corporate Health, Safety & Environment Management System Manual  
公司健康、安全&环境管理体系手册
- Open Door Policy  
门户开放政策
- Acceptable Use Policy  
可接受的使用政策
- Global Anti-Bribery and Corruption Policy  
全球反贿赂及贪污政策

## **REPORTING AND COMPLIANCE PROCEDURES** 汇报及合規程序

### **Reporting any Illegal or Unethical Behaviour or Accounting or Auditing Concerns**

报告所有的违法或者不道德行为以及会计或者审计问题

Woodbridge Teammates are encouraged to talk to a supervisor a manager or other appropriate personnel about observed illegal, unethical or inappropriate behavior; about accounting or auditing concerns; or when in doubt, about the best course of action in a particular situation. It is the policy of Woodbridge not to allow retaliation for reports of misconduct by others or of reports of accounting or auditing concerns, made in good faith by Woodbridge Teammates. Woodbridge Teammates are expected to cooperate in internal investigations of misconduct. If a Woodbridge Teammate observes or becomes aware of what he or she believes to be illegal, unethical or inappropriate behaviour, or has concerns about accounting or auditing practices, the Woodbridge Teammate should report the behaviour to his or her local supervisor or local Human Resources representative or, if the Woodbridge Teammate feels it would be inappropriate to discuss the matter with the local supervisor or local Human Resources representative, to Woodbridge's General Counsel & Compliance Officer. If a Woodbridge Teammate feels it would be inappropriate to discuss the matter with Woodbridge's General Counsel & Compliance Officer, or the matter has been reported to Woodbridge's General Counsel & Compliance Officer and remains unresolved, the Woodbridge Teammate may report such concerns directly to the Audit Committee or the presiding Chairman of the Audit Committee.

对于观察到的违法、不道德或者是不合适的行为，或者涉及会计以及审计的问题，或者对某个具体问题的最佳行动方案有疑问时，我们都鼓励员工和主管、经理或者其他合适的人员进行探讨。木桥的政策是不允许对举报会计或者是审计等相关不当行为的人员做出报复行为的，以得到员工的充分信任。希望员工能够积极配合内部不当行为的调查。如果一个员工有观察到或者意识到将会有违法、不道德或者是不合适的行为发生，或者对会计以及审计行为有疑问，该员工应该将这些行为报告给主管或本公司人力资源代表，如果该员工觉得不适合和主管或者是本公司人力资源代表谈论这些事情，可以报告给木桥的法律总顾问以及法规事务主管。如果员工觉得和木桥法律总顾问以及法规事务主管谈论这些事情也不合适，或者是已经报告给了他们，但是仍然没有解决，员工可以将这些问题直接报告给审计委员会或者是执行审计委员会主席。

### **Compliance Procedures** 遵守程序

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to determine if an action will result, or has resulted, in a violation of this Code. Since we cannot anticipate every situation that will arise, it is important that we have a way to address the applicability of this Code to particular situations. These are the steps for Woodbridge Teammates to keep in mind:

我们所有人都必须采取迅速和一致的行动来抵制违反本准则的行为。然而，在有些情况下很难决定一些行为是否会违反或者已经违反了本准则。我们无法预期到会发生的各种情况，所以重要的是，我们有方法来定义该准则在具体情况下的适用性。希望员工能够牢记以下这些步骤。

- **Make sure you have all the facts.** In order to reach the right solutions, we must be fully informed. **确保你掌握所有的事实。**为了采取正确的解决方法，我们必须有充分的了解。
- **Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper?** This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use good judgment and common sense. If something seems unethical or improper, it probably is. **问问自己，别人会不会对我提出特殊的要求？这些要求是不是不道德的或者是不合适的？**这些能够帮助你在遇到特殊请求和有选择权时能够更专注。运用良好的判断力和常识。如果事情看起来是不道德或者是不合适的，那么很可能它就是这样的。
- **Clarify your responsibility and role.** In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem or situation.

明确你的责任与角色。在大多数的情况下，有很多共同承担的责任。你的同事是否了解？有时让同事加入一起讨论问题及当下情况是有帮助的。

- Discuss the problem with your supervisor or your local Human Resources representative. This is the basic guidance for all situations. In many cases, your supervisor or your local Human Resources representative will be more knowledgeable about the situation and circumstances. Remember that it is the responsibility of your supervisor and your local Human Resources representative to help solve problems of this nature.  
和你的主管或者是本公司的人力资源代表一起讨论问题。这是适用于所有情况的基本方针。在很多情况下，你的主管或者是你公司的人力资源代表会更了解情况和形势。你的主管和你公司的人力资源代表是有责任帮助你一起解决这种性质的问题的。
- When to report matters to Woodbridge’s General Counsel & Compliance Officer. In the case where it may not be appropriate to discuss an issue with your supervisor or your local Human Resources representative, you may report the matter to Woodbridge’s General Counsel & Compliance Officer.  
什么时候应该向木桥的法律总顾问和法规事务主管报告？如果和你的主管或者本地人力资源代表讨论某个问题不合适，你就可以将问题反映给木桥的法律总顾问和法规事务主管。
- Seek help from Woodbridge’s Audit Committee. In the case where (i) the matter has been reported to your supervisor or your local Human Resources representative and Woodbridge’s General Counsel & Compliance Officer and remains unresolved, or (ii) it would be inappropriate to report such matter to your supervisor or your local Human Resources representative or Woodbridge’s General Counsel & Compliance Officer, or (iii) your concern involved accounting or auditing matters; you may communicate your concerns confidentially to the Audit Committee. Any submissions to the Audit Committee should be marked confidential and addressed to the Chairman of the Audit Committee. The report should contain a full and complete description of the matter, the parties involved, the date of the occurrence or, if the matter is ongoing, the date the matter was initiated and any other information that you believe would assist the Audit Committee in an investigation of such a matter.  
从木桥审计委员会寻求帮助。以防 1.如果你将问题报告给了你的主管或者你公司的人力资源代表和木桥的法律总顾问以及法规事务主管后，仍然没有解决；2.这些事情不方便向你的主管或者你公司的人力资源代表和木桥的法律总顾问以及法规事务主管报告；3. 问题涉及到会计或者审计事宜，你可以将你观察到的秘密地报告给审计委员会。任何提交给审议委员会的材料都要标注为保密，并呈核给审计委员会主席。报告需要有完整的事件描述，涉及的有关各方及事情发生的日期。如果事情正在发生，写明事情发生的日期以及你可以提供的其他任何可以帮助审计委员会调查该事件的信息。
- You may report violations of this Code or accounting or auditing concerns without fear of retaliation. All submissions to Woodbridge’s General Counsel & Compliance Officer or the Audit Committee will be handled in a responsible manner and in compliance with applicable law. Woodbridge does not permit retaliation of any kind against Woodbridge Teammates for good faith reports of violations of this Code or accounting or auditing concerns.  
你可以放心的检举违反准则的行为，以及你所关注的会计或者审计问题，而不用担心被报复。所有提交给木桥法律总顾问和法规事务主管以及审计委员会的材料都会遵守法律并以负责的方式进行处理。木桥不允许任何对善意举报违反准则或者是会计、审计问题的员工采取报复行为。
- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.  
三思而后行。在任何情况下如果你不确定要做什么，则在行动前寻求指导方针。

### **Compliance and Interpretation** 合规及说明

Woodbridge's General Counsel & Compliance Officer and the Audit Committee shall be responsible for monitoring compliance with this Code. Management level Woodbridge Teammates are responsible for communication of and compliance with this Code within their respective organizations.

木桥的总顾问及法规事务主管还有审计委员会应负责监督是否遵守准则。管理级的员工负责在各自组织内交流与遵守准则。

Appropriate legal and accounting staff should be consulted on all questions regarding compliance interpretation. Questions regarding this Code which cannot be answered by management level Woodbridge Teammates shall be referred to the Company's General Counsel & Compliance Officer.

应该有合适的法务和财务人员来解答所有有关遵守以及说明准则的问题。管理级的员工无法的回答的关于本准则的难题，应该有公司的总顾问及执行官员来回答。

### **Breach of Obligations and Corrective Action** 违反义务及纠正措施

Failure to abide by this Code will lead to disciplinary action, proportionate to the breach of the Code. Any Woodbridge Teammate involved in a violation of this Code will be subject to disciplinary action according to local laws and regulations and applicable Company disciplinary procedure. Subject to local laws and regulations, the penalties may include warning, reprimand, probation, suspension (without pay), reduction in salary, demotion or dismissal depending on the seriousness of the violation. Our consultants, independent contractors, agents and other representatives will also be required to meet the same ethical standards as our Woodbridge Teammates, and will face the same type of consequences, up to and including termination of any consulting contract, agency or representative relationship with us.

没有遵守该准则会受到纪律处分，相当于违反准则。任何涉及违反准则的员工将会根据当地的法律法规或者适用的公司处分条款受到纪律处分。根据本地法律法规，遵守当地的法律法规，处罚可能包括警告，谴责，感化，停职（无薪），减薪，降级或者撤职，视情节的严重性而定。我们的顾问，独立承包商，代理商和其他代表和我们的员工一样，也将需要遵守相同的道德标准，会面对相同的后果，包括终止任何咨询合同、代理或与我们的代表关系。

### **Conduct of Senior Financial Officers** 高级财务人员的行为

We expect our Chief Executive Officer, Chief Financial Officer, Accounting Officer or Controller, and any persons performing similar functions, to engage in honest and ethical conduct, including meeting the standards established for all of our Woodbridge Teammates in this Code. These senior officers should promptly disclose to the Audit Committee any breaches by them of this Code, particularly, the existence of any transaction or relationship which could give rise to a conflict of interest.

我们期望我们的首席执行官、财务总监、会计主管人员或管理者，以及其他任何执行类似职能的人员，能够秉持着诚实、有道德的态度行事，包括该准则中建立的所有员工都必须遵守的标准。这些高级管理人员应当及时向审计委员会揭露任何违反本准则的行为，尤其是存在的任何可能会引起利益冲突的交易或关系。

### **Waiver** 豁免

Waivers of this Code may from time to time be granted in limited circumstances to our directors, officers and Woodbridge Teammates. Any director or officer who requires such a waiver must seek it in writing from the Audit Committee. Any Woodbridge Teammate that is not a director or officer and who requires a waiver of this Code may seek such a waiver in writing from our Executive Committee.

有时我们的董事、主管和员工在特定的环境下可能会得到该准则的豁免，任何需要得到豁免的董事或者主管必须要得到审计委员会的书面认可。任何非董事或者主管的员工以及需要得到本准则的豁免的人需要向我们的执行委员会申请这样的书面豁免。