

China Donation Guidelines

中国捐赠指引



A. Introduction 引言

As part of lululemon's social commitment, we extend donations to charitable or non-profit organizations worldwide that are advancing the wellbeing of people.

作为露露乐蒙社会承诺的一部分，我们向全球范围内致力于提升人类福祉的慈善或非营利性组织进行捐赠。

We practice the highest integrity and only make legal and ethical donations in accordance with all applicable laws and regulations and best practices in every jurisdiction where we operate.

我们秉持最高的诚信原则，仅在符合我们运营所在地的所有适用法律、法规和最佳实践的前提下进行合法和道德的捐赠。

Therefore, these Donation Guidelines (“**Guidelines**”) have been established to guide lululemon Athletica Trading (Shanghai) Ltd. (“**lululemon China**” or “**Company**”) to ensure that any donations made in the name or on behalf of lululemon China are carried out with fairness, integrity and due diligence and are reflective of our core values and interests.

因此，本《捐赠指引》（以下简称“**指引**”）的制定旨在指导露露乐蒙贸易（上海）有限公司（以下简称“**露露乐蒙中国**”或“**公司**”）确保以露露乐蒙中国的名义或代表露露乐蒙中国进行的任何捐赠均以公平、诚信和尽职的方式进行，并反映我们的核心价值观和利益。

These Guidelines apply to (i) all employees of lululemon China, including without limitation directors, officers, managers, employees and temporary and contract staff (“**Employees**”); and (ii) all charitable or non-profit organizations that have received or will receive donations from lululemon China (“**Recipients**”).

本指引适用于：（1）露露乐蒙中国的所有员工，包括但不限于董事、高级职员、经理、雇员、临时工和合同工（以下简称“**员工**”）；（2）接受过或将要接受露露乐蒙中国捐赠的所有慈善或非营利组织（以下简称“**接收方**”）。

B. Definition 定义

1. “**Applicable Laws**” refer to all laws and regulations relating to donation activities and anti-bribery and anti-corruption requirements that are applicable to the Company, its Employees and/or Recipients, including without limitation, PRC Civil Code, PRC Charity Law, the Law of PRC on Donations for Public Welfare, PRC Anti-Unfair Competition Law, PRC Criminal Law, US Foreign Corrupt Practices Act, and UK Bribery Act 2010.

“**适用法律**”是指适用于公司、员工和/或接收方的与捐赠活动、反贿赂和反腐败要求相关的所有法律法规，包括但不限于《中华人民共和国民法典》、《中华人民共和国慈善法》、《中华人民共和国公益事业捐赠法》、《中华人民共和国反不正当竞争法》、《中华人民共和国刑法》、美国《反海外腐败法》及英国2010年《反贿赂法》。

2. “**Charitable Organization**” refers to social organizations (社会团体), foundations (基金会), private non-enterprise units (民办非企业单位), charitable organizations (慈善组织) or any other non-profit organizations duly registered with and administered by the PRC Ministry of Civil Affairs and its local counterparts.

“**慈善组织**”是指社会团体、基金会、民办非企业单位、慈善组织或任何其他在中华人民共和国民政部及其他地方对口部门正式注册并由其管理的非营利组织。

3. “**Compliance Policies**” refer to these Guidelines and other policies of the Company which provide additional guidance and direction in relation to Donations, such as Global Code of Business Conduct and Ethics, Vendor Code of Ethics and Global Travel & Expense Policy.

“**合规政策**”是指本指引和公司其他政策，此类政策提供了与捐赠相关的额外指导和方向，如《全球商业行为和道德准则》、《供应商道德准则》和《全球差旅和费用政策》。

4. “**Donation**” refers to providing anything of value, including monetary or in-kind donations (such as volunteers) to a charitable or non-profit organization or to a cultural, charitable or community program without charge, in the name or on behalf of the Company. The definition shall not apply to donations made by Employees on a solely personal basis.

“**捐赠**”是指以公司名义或代表公司向慈善或非营利组织或文化、慈善或社区项目无偿提供任何有价值物品，包括货币或实物捐赠（如志愿者）。本条定义不适用于员工仅以其个人名义进行的捐赠。



5. “Red Flag” refers to a potential issue of possible concern that requires immediate attention, further information and/or resolution.
“红色警示旗”指的是可能引起关注的潜在问题，需要立即关注、获取更多信息和/或解决。
6. “Third Party” refers to any individual or entity that assumes or undertakes part or all of the work from the Recipients to fulfill the charitable commitment related to any Donations received from lululemon China.
“第三方”指的是接受或承担来自接收方的部分或全部工作，以履行与接受露露乐蒙中国任何捐赠相关的慈善承诺的任何个人或实体。

C. General Principles 一般原则

All Donations made in the name or on behalf of lululemon China must satisfy the following general principles:

所有以露露乐蒙中国名义或代表露露乐蒙中国进行的捐赠必须符合以下一般原则：

1. Transparency: all Donations must be transparent, properly documented and accurately reflected in the Company's and Recipients' books and records.
透明度：所有捐赠必须透明、妥善记录并准确反映在公司和接收方的账簿及记录中。
2. Integrity/Reliability of Recipients: only Charitable Organizations can be the Recipients of Donations. Appropriate due diligence on Recipients shall be conducted in advance, and consistent monitoring of their use of funds and activities should be duly performed.
接收方的诚信/可靠性：只有慈善组织才能成为捐赠的接收方。应事先对接收方进行适当尽职调查，并对其资金使用和活动进行持续性监督。
3. Compliance: all Donations must be consistent with charitable and legitimate objectives and comply with the Applicable Laws and the Company's Compliance Policies.
合规性：所有捐赠必须符合慈善和合法目的，并遵守适用法律和公司的合规政策。

lululemon China strictly prohibits giving, promising or offering any Donations in order to gain an improper advantage, improperly influence, oblige or compromise any conduct of Recipients, or give the impression of doing so. In addition, **no Donation can be made under the following circumstances:**

露露乐蒙中国严格禁止为了获得不正当的优势、不当影响、迫使或妨害接受者的任何行为，或给人以此类印象，而给予、承诺或提供任何捐赠。此外，在以下情况下不得进行捐赠：

1. the Donation is given as part of a business transaction or in exchange for any past, present or future business opportunities or commitments;
捐赠作为商业交易的一部分，或作为过去、现在或将来的商业机会或承诺的对价；
2. the Donation is known or suspected to be in contravention of the Recipients' internal rules;
已知或怀疑捐赠违反了接收方的内部规定；
3. the Donation is likely to harm the Company's reputation or could give rise to an appearance of impropriety in the event that it is publicly disclosed; or
如果公开披露，捐赠可能会损害公司的声誉，或可能产生不正当行为的嫌疑；或
4. the decision of Donation is influenced by external request, order, suggestion, guidance or other consideration rather than the Company's will.
捐赠决定受外部要求、命令、建议、指导或其他考虑因素的影响，而非公司意愿。

D. Donations granted by lululemon China 露露乐蒙中国的捐赠

lululemon China generally grants the following types of Donations:

露露乐蒙中国大致提供以下类型的捐赠：



1. The application-based Here to Be grant to community-led and “grassroots” Charitable Organizations in China; 在中国，向由社区引领的“草根”慈善组织授予基于其申请的“境随心转”项目；
2. Donations to and collaboration with Charitable Organizations in China, such as China Soong Ching Ling Foundation, China Foundation for Rural Development and Shanghai Charity Foundation; and 向中国宋庆龄基金会、中国乡村发展基金会和上海市慈善基金会等中国慈善组织捐赠并与合作；以及
3. Other types of Donations that have been duly approved and carried out in accordance with these Guidelines. 根据本指引正式批准和实施的其他类型的捐赠。

E. Due Diligence 尽职调查

1. After a proposed Donation has been duly approved by the Company, the Recipient must provide the following documents and information for due diligence purposes (“DD Materials”). The Recipient must ensure that all DD Materials provided are complete, accurate and up-to-date:
拟捐赠获得公司正式批准后，接收方必须提供以下文件和信息进行尽职调查（以下称“尽职调查材料”）。接收方必须确保所提供的所有尽职调查材料都是完整、准确且最新的：
 - a) registration certificate;
注册证书；
 - b) due diligence questionnaire;
尽职调查问卷；
 - c) organizational chart, CVs of key individuals (such as founders, management personnel or actual controllers) and annual reports submitted to the relevant Chinese regulators;
组织架构图、关键人物（如创始人、管理人员或实际控制人）的简历以及提交至中国相关监管机构的年度报告；
 - d) conflict of interest form;
利益冲突表；
 - e) program implementation plan;
计划实施方案；
 - f) fund use plan, which should specify, among others, the amount and percentage for each type of expenses, such as program expenses (including service fees to any Third Party) or the Recipient’s management expenses (if any);
资金使用计划，其中应明确列出各项费用的金额和占比，如计划费用（包括任何第三方收取的服务费）或接收方的管理费用（如有）；
 - g) if the management expenses exceed 30% of the Donation, the Recipient must provide a detailed explanation regarding the rationale and justifications¹;
如果管理费用超过捐赠总额的百分之三十，接收方必须提供详细缘由和相关依据¹；
 - h) if any Third Party will be engaged to implement the programs related to the Donation, the Recipient must provide background information of the Third Party and their potential roles and compensations;
如果任何第三方将参与实施与捐赠有关的计划，接收方必须提供第三方背景信息及其可能的作用和报酬；
 - i) internal compliance policies and procedures;
内部合规政策及流程；

Reference

¹Under the PRC Charity Law, foundations that are eligible to fundraise from the public for conducting charitable activities must ensure that their annual expenditure on charitable activities is not less than 70% of their total donation income in the previous year or 70% of the average donation income in the preceding three years; and their annual management expenses should not exceed 10% of their total expenditure in the current year. In light of the above, lululemon China generally requires that a Recipient use more than 70% of the Donation for the agreed charitable programs. However, if any Recipient intends to allocate over 30% of the Donation for its daily operation and management, they must provide a detailed explanation to the Company.

根据《中华人民共和国慈善法》，有资格向社会公众募捐以开展慈善活动的基金会，必须保证每年用于慈善活动的支出不少于上一年度捐赠收入总额的百分之七十或前三年平均捐赠收入的百分之七十；每年的管理费用不得超过当年总支出的百分之十。鉴于上述情况，露露乐蒙中国一般要求接收方将百分之七十以上的捐款用于约定的慈善项目。但是，如果接收方打算将超过百分之三十的捐款用于日常运营和管理，则必须向公司做出详细说明。



- j) description of previous programs; and
以往计划的说明；以及
 - k) any other information requested by the Company.
公司要求提供的任何其他信息。
2. The Social Impact Team should review and verify the DD Materials from the following aspects:
社会影响力团队应从以下方面审查并核实尽职调查材料：
- a) whether the Recipient's incorporation status as well as proposed programs and fund use plans are in line with lululemon's values;
接收方的经营状况以及计划实施方案和资金使用计划是否符合露露乐蒙的价值观；
 - b) whether the Recipient has a good reputation, sufficient resources and relevant / solid experience in conducting charitable activities;
接收方在开展慈善活动方面是否具有良好声誉、充足资源和相关/扎实经验；
 - c) whether there is any indication or Red Flag that the Donation will be used to obtain any improper favorable treatment for the Company, or to benefit any individuals in a preferential, discriminatory, or improper manner; and
是否有迹象或任何“红色警示旗”表明，捐赠将被用于为公司获取任何不正当优惠待遇，或以优惠、歧视或者不正当的方式使任何个人获益；以及
 - d) any other aspects concerning the business justifications for the Donation.
与捐赠的商业事由有关的任何其他方面。
3. The Legal Department should review and verify the DD Materials and conduct independent searches and screenings as needed from the following aspects:
法务部应审查并核实尽职调查材料，并根据需要从以下方面进行独立检索和筛查
- a) whether the Recipient has a valid Charitable Organization status;
接收方是否具有有效的慈善组织状态；
 - b) whether the Recipient has an adequate compliance system;
接收方是否具有充分的合规制度；
 - c) whether any of the key individuals of the Recipient or any Third Party have conflicts of interest with the Company or its Employees;
接收方或任何第三方的关键人物是否与公司或其员工存在利益冲突；
 - d) whether the Recipient has any records of adverse media reports, compliance-related administrative/criminal penalties or investigations, or civil and commercial disputes; and
接收方是否有任何负面媒体报道记录、与合规相关的行政/刑事处罚或调查记录，或民事及商业纠纷记录；以及
 - e) any other aspects the Legal Department deems relevant.
法务部认为相关的任何其他方面。
4. If the Recipient plans to engage any Third Party, underlying donation agreements should require the Recipient to ensure that any Third Party complies with all compliance requirements outlined therein with adequate enforcing provisions as discussed in Section F below, to mitigate potential risks caused by the Third Party.
若接收方计划聘用任何第三方，相关捐赠协议应要求接收方确保任何第三方遵守协议中的所有合规要求，并附有第F节中提及的适当的执行条款，以降低由第三方造成的潜在风险。
5. When Red Flags are identified, additional due diligence steps should be considered, such as stricter independent screening utilizing more specialized and focused investigative resources; or follow-up inquiries/interview with the Recipient's management and/or relevant personnel.
当发现“红色警示旗”时，应考虑采取额外尽职调查步骤，如利用更专业、更集中的调查资源进行更严格的独立筛查；或对接收方的管理层和/或相关人员进行后续调查/访谈。

Examples of Red Flags (not exclusive):

“红色警示旗” 示例（非穷尽）：

- Recipient was only recently incorporated with no prior activity, no/poor staff and its business address is only a “letter-box”;
接收方最近才注册成立，此前没有开展任何活动，没有/仅有少数工作人员，其业务地址也仅是一个“信箱”；
- Recipient relies on any Third Party to carry out all programs related to the proposed Donation;
接收方依靠任何第三方实施所有与拟议捐赠相关的事项；
- Recipient refuses to provide information requested during the due diligence process, or provides incomplete or inaccurate information in required disclosures or false fapiaos or other documentation;
接收方拒绝提供尽职调查过程中要求提供的信息，或在要求披露的信息中提供不完整或不准确的信息，或提供虚假的发票或其他文件；
- Recipient or any of its personnel is in conflict of interest with the Company and/or its Employees or has a questionable reputation or have been accused, prosecuted or convicted (especially in the case of bribery related offences) or have been debarred or blacklisted. For example, Recipient has been listed in the List of Social Organizations in Violation of Law and in Disrepute, or the List of Social Organizations with Abnormal Activities, available at <https://zwfw.mca.gov.cn/#/index>; or
接收方或其任何员工与公司/或其员工存在利益冲突，或声誉有问题，或被指控、起诉或定罪（尤其是与贿赂相关的罪行），或被禁止或被列入黑名单。例如接收方已被列入《违法失信社会组织名单》或《活动异常社会组织名单》（详参<https://zwfw.mca.gov.cn/#/index>）；或
- Recipient requests that the Donation to be paid (i) in cash, (ii) to an entity or individual rather than the Recipient, (iii) into a bank account registered overseas, or (iv) into a ciphered bank account.
接收方要求将捐赠（1）以现金支付，（2）支付给其他实体或个人而非接收方，（3）存入海外注册的银行账户，或（4）存入加密银行账户。

6. Approval or Rejection

批准或拒绝

- a) if no Red Flags are identified or if all Red Flags can be mitigated, the Legal Department may approve the proposed Donation;
若未发现“红色警示旗”，或所有“红色警示旗”均可解决，则法务部可以批准拟议的捐赠；
- b) if Red Flags are identified and can be mitigated, the Legal Department should prepare mitigating measures and only make the approval decision if all Red Flags can be mitigated; and
若发现“红色警示旗”且能加以缓解，法务部应指定缓解措施，仅在所有“红色警示旗”都能得到缓解的情况下，才能做出批准决定；以及
- c) for Recipients with high risks or when Red Flags cannot be mitigated, the Legal Department has the right to reject the proposed Donation.
对于高风险的接收方或无法降低“红色警示旗”风险的接收方，法务部有权拒绝拟议的捐赠。

7. Due diligence results shall be documented in writing and retained for record by the Social Impact Team along with the DD Materials, independent screening results and interview notes (if any).

尽职调查的结果应以书面形式记录在案，并由社会影响力团队连同尽职调查材料、独立筛选结果及访谈记录（如有）一并保存备查。



F. Donation Agreements 捐赠协议

1. A written agreement (“**Agreement**”) must be concluded between the Company and the Recipient. Unless with the prior written approval of the Company, the Agreement must use the Company’s template.
公司与接收方之间必须签订书面协议（以下称“协议”）。除非事先取得公司书面批准，协议必须使用公司的模板。
2. Agreement must contain the following provisions:
协议必须包含以下条款：
 - a) Detailed descriptions regarding (i) the purpose, amount, currency and payment method of the Donation, (ii) the program implementation plan, and (iii) the fund use plan and breakdowns indicating specific amounts and percentages for each expense type, such as program expenses, service fees to any Third Party, or the Recipient’s management expenses;
详细说明（1）捐赠目的、金额、币种及支付方式，（2）计划实施方案，（3）资金使用计划，并细分说明每类支出的具体金额和占比，如计划支出、任何第三方收取的服务费或接收方的管理费用；
 - b) A statement that the Donation will only be used for the specified charitable or other legitimate purpose and in accordance with the agreed program implementation plan and the fund use plan. No substantial changes may be made without the Company’s prior written approval;
捐赠仅用于指定的慈善或其他合法目的，并符合商定的计划实施方案和资金使用计划。未经公司事先书面批准，不得进行实质性变更；
 - c) the Donation must be made through bank transfers directly to the Recipient’s corporate account by the Company;
捐赠必须由公司通过银行转账直接转入接收方的对公账户；
 - d) the Recipient must keep and provide complete supporting documents for the fund use in relation to the agreed programs (including payments to any Third Party), such as contracts with any Third Party, payment records, fapiaos, invoices, receipts and any other materials that can prove the authenticity and reasonableness of the use of funds;
接收方必须保存并提供与商定方案/计划（包括向任何第三方付款）有关的资金使用的完整证明文件，如与任何第三方的合同、付款记录、发票、收据以及任何其他可以证明资金使用真实性及合理性的材料；
 - e) The Recipient’s representations, warranties and undertakings regarding the following:
接收方就以下方面作出陈述、保证及承诺：
 - compliance with the Applicable Laws and the Company’s Compliance Policies referenced in the Agreement;
遵守协议中提及的适用法律和公司合规政策；
 - maintenance of registration status as a Charitable Organization;
持续慈善组织的有效注册状态；
 - maintenance of accurate books and records and comprehensive documentation regarding program implementation and fund use;
保存准确的账簿和记录以及有关计划实施方案和资金使用的全面文件；
 - that it has not been subject to or involved in any adverse media reports, actual or potential investigations by relevant regulators, administrative penalties, accusations, prosecutions, convictions, debarments, blacklists, or any other circumstances that could potentially harm the Company’s reputation;
未受到或未涉及任何负面媒体报道、相关监管机构的实际或潜在调查、行政处罚、指控、起诉、定罪、取缔、黑名单或任何其他可能损害公司声誉的情况；
 - that it will use the Donation and implement the relevant programs in a competent and professional manner, employing reasonable care and due diligence in the best interest of the Company;
将以胜任和专业的方式使用捐赠并实施相关计划，以公司最佳利益为重，采取合理审慎和尽职的态度；
 - that it will not engage any Third Party without the Company’s prior written consent and that it must ensure any such Third Party complies with the compliance requirements under this Agreement and be responsible for any conduct of the Third Party;
未经公司事先书面同意，不得聘用任何第三方，且必须确保任何此类第三方均遵守协议的合规要求，并对第三方的所有行为负责；



- immediate notification to the Company if any of the above representations, warranties or undertakings or the DD Materials become untrue or inaccurate;
若上述任何陈述、保证或承诺或尽职调查材料变得不真实或不准确的，应立即通知公司；
 - cooperation with the Company's right to monitor, inquiry and audit the final recipient's compliance with the Agreement, the Applicable Laws or the Company's Compliance Policies; and
配合公司对最终受赠方遵守协议、适用法律或公司合规政策的情况进行监督、调查和审计的权利；以及
 - any other representations, warranties or undertakings requested by the Company.
公司要求的任何其他陈述、保证或承诺。
- f) The Company's right to immediately terminate the Agreement, claim refund of the Donation (if applicable)², damages and indemnifications and/or prohibit any future Donations, in the event that the Recipient breaches any of its obligations and representations, warranties and undertakings under the Agreement, or violates any Applicable Laws or the Company's Compliance Policies; and
若接收方违反协议规定的任何义务和声明、保证及承诺，或违反任何适用法律或公司的合规政策，公司有权立即终止协议，要求退还捐赠款（如适用）²、损害赔偿和补偿和/或尽职今后的任何捐赠；以及
- g) Other terms and conditions (such as confidentiality, governing law and jurisdiction).
其他条款和条件（如保密、管辖法律和管辖权）。

G. Post-Donation Monitoring 捐赠后的监测

1. Consistent monitoring of a Recipient's implementation of programs and use of funds should be duly performed by the Social Impact Team and the Legal Department.
社会影响力团队和法务部应对接收方的方案执行情况和资金Usage情况进行持续监督。
2. The Social Impact Team should monitor the implementation of programs by attending meetings or discussions with the Recipient, providing feedback on implementation details, participating in carrying out the programs, or any other means as appropriate, on a regular basis. The Social Impact Team should suspend or cease the relevant programs or the Donation if any of the following circumstances occur or are identified:
社会影响力团队应通过参加会议或与接收方讨论、就实施细节提供反馈意见、参与项目实施或任何其他适当的方式，定期监督项目的实施情况。若出现或发现以下情况，社会影响力团队应暂停或停止相关项目或捐赠：
 - a) the actual use of the Donation has been substantially deviated from the agreed program implementation plan or the fund use plan without the Company's prior written approval;
在未经公司事先书面批准的情况下，捐赠实际用途与商定的计划实施方案或资金使用计划有重大偏差；
 - b) the Recipient or any Third Party is subject to or involved in any adverse media reports, actual or potential investigations by relevant regulators, administrative penalties, accusations, prosecutions, convictions, debarments, blacklists, or any other circumstances that could potentially harm the Company's reputation;
接收方或任何第三方受到或卷入任何负面媒体报道、相关监管机构的实际或潜在调查、行政处罚、指控、起诉、定罪、取缔、黑名单或任何其他可能损害公司声誉的情况；
 - c) the Recipient fails to notify the Company if any of the compliance representations in the Agreement or the DD Materials become untrue or inaccurate; or
若协议或尽职调查材料中的任何合规声明变得不真实或不准确，接收方未能通知公司；或

Reference

²Under PRC law, donations made for the purposes of (i) poverty alleviation, (ii) assistance to the aged, orphans, the sick, the disabled and servicemen, and (iii) disaster relief via written agreements cannot be claimed 100% restitution from the recipient.

根据中华人民共和国法律，通过书面协议用于（1）扶贫，（2）扶老、救孤、恤病、助残、救灾，以及（3）救灾的捐赠不能要求接收方百分之百退还。



- d) other circumstances the Company deems necessary to “stop” the interactions with the Recipient.
公司认为有必要“停止”与接收方往来的其他情况。

3. The Social Impact Team should also request and retain for record supporting documents evidencing implementation of programs and use of funds, including without limitation:

社会影响力团队还应要求提供证明计划实施方案和资金使用计划实际情况的文件，并将其保留在记录中，其中包括但不限于：

- a) invitation letters, onsite photos or videos (if any), attendance sheets, media reports or any other supporting documents regarding the programs;
邀请函、现场照片或视频（如有）、签到表、媒体报道或任何其他有关项目的证明文件；
- b) a comparison between the fund use plan and the actual fund use; and
资金使用计划与资金实际使用情况的对比；以及
- c) relevant supporting documents for the actual fund use for the programs, such as contracts with any Third Party, payment records, fapiaos, invoices, receipts and any other materials that can prove the authenticity and reasonableness of the use of funds.
项目实际资金使用的相关证明文件，如与任何第三方的合同、付款记录、发票、收据以及任何其他可以证明资金使用真实性及合理性的材料。

4. The Social Impact Team should timely report any illegal, noncompliance or suspicious activities and potential Red Flag issues to the Legal Department.

社会影响力团队应及时向法务部报告任何非法、违规或可疑活动以及潜在的“红色警示旗”问题。

5. The Legal Department should take a risk-based approach to conduct periodic risk assessments and audits on the Recipients. If any Red Flags are identified during the agreement term, the Company's Legal Department should evaluate relevant risks and prepare mitigating measures. If Red Flags cannot be mitigated, the Legal Department should consider immediate termination of the relevant donation agreement, claiming refund of the Donation (if applicable) or damages, and/or prohibiting any future Donations to the relevant recipients.

法务部应采取基于风险的应对措施，对接收方进行定期风险评估和审计。若在协议期间发现任何“红色警示旗”，公司法务部应评估相关风险并制定缓解措施。若无法缓解“红色警示旗”，法务部应考虑立即终止相关捐赠协议，要求退还捐赠（如适用）或赔偿损失，以及/或禁止今后向相关接收方提供任何捐赠。

H. Others 其他

1. The Company may take appropriate disciplinary actions in accordance with the relevant policies against Employees who have violated these Guidelines. For the same reason, the Company may also impose relevant sanctions on any external entity or individual (such as disqualifying or blacklisting a Recipient) for participation in donation programs.

公司可根据相关政策对违反本指引的员工采取适当的纪律处分。出于相同原因，公司也可对参与捐赠计划的任何外部实体或个人进行相关处罚（如取消接收方的资格或将其列入黑名单）。

2. The Company's Legal Department is advised to periodically review and propose necessary revisions and updates to these Guidelines. The Social Impact Team should also recommend enhancements to these Guidelines if gaps or weaknesses are identified.

建议公司法务部门定期审查本指引，并提出必要的修订及更新建议。如果发现差距或薄弱环节，社会影响力团队也应建议对本指引进行改进。

3. Reference documents: Global Code of Business Conduct and Ethics, Vendor Code of Ethics and Global Travel & Expense Policy.

参考文件：《全球商业行为和道德准则》、《供应商道德准则》、《全球差旅和费用政策》。