

360 FINANCE, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

(Adopted by the Board of Directors of 360 Finance, Inc. on 22th October, 2018, effective upon the effectiveness of its registration statement on Form F-1 relating to its initial public offering)

I. PURPOSE

This Code of Business Conduct and Ethics (the “**Code**”) contains general guidelines for conducting the business of 360 Finance, Inc. and its subsidiaries and affiliates (collectively, the “**Company**”) consistent with the highest standards of business ethics, and is intended to qualify as a “code of ethics” within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, the Company adheres to these higher standards.

This Code is designed to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission (the “**SEC**”) and in other public communications made by the Company;
- compliance with applicable laws, rules and regulations;
- prompt internal reporting of violations of the Code; and
- accountability for adherence to the Code.

II. APPLICABILITY

This Code applies to all directors, officers and employees of the Company, whether they work for the Company on a full-time, part-time, consultative or temporary basis (each, an “**employee**” and collectively, the “**employees**”). Certain provisions of the Code apply specifically to our chief executive officer, chief financial officer, other chief officers, senior financial officer, controller, senior vice presidents, vice presidents and any other persons who perform similar functions for the Company (each, a “**senior officer**,” and collectively, the “**senior officers**”).

The Board of Directors of 360 Finance, Inc. (the “**Board**”) has appointed the head of the Legal Department of 360 Finance, Inc. as the Compliance Officer for the Company (the “**Compliance Officer**”). If you have any questions regarding the Code or would like to report

any violation of the Code, please contact the Compliance Officer by email at ComplianceOfficer@360jinrong.net

III. CONFLICTS OF INTEREST

Identifying Conflicts of Interest

A conflict of interest occurs when an employee's private interest interferes, or appears to interfere, in any way with the interests of the Company as a whole. An employee should actively avoid any private interest that may impact such employee's ability to act in the interests of the Company or that may make it difficult to perform the employee's work objectively and effectively. In general, the following are considered conflicts of interest:

- Competing Business. No employee may be employed by a business that competes with the Company or deprives it of any business.
- Corporate Opportunity. No employee may use corporate property, information or his/her position with the Company to secure a business opportunity that would otherwise be available to the Company. If an employee discovers a business opportunity that is in the Company's line of business through the use of the Company's property, information or position, the employee must first present the business opportunity to the Company before pursuing the opportunity in his/her individual capacity.
- Financial Interests.
 - (i) No employee may have any financial interest (ownership or otherwise), either directly or indirectly through a spouse or other family member, in any other business or entity if such interest adversely affects the employee's performance of duties or responsibilities to the Company, or requires the employee to devote time to it during such employee's working hours at the Company;
 - (ii) No employee may hold any ownership interest in a privately held company that is in competition with the Company;
 - (iii) An employee may hold less than 5% ownership interest in a publicly traded company that is in competition with the Company; provided that if the employee's ownership interest in such publicly traded company increases to 5% or more, the employee must immediately report such ownership to the Compliance Officer;
 - (iv) Unless pre-approved by the Compliance Officer, no employee may hold any ownership interest in a company that has a business relationship with the Company if such employee's duties at the Company include managing or supervising the Company's business relations with that company; and
 - (v) Notwithstanding the other provisions of this Code,

(a) a director or any family member of such director (collectively, “**Director Affiliates**”) or a senior officer or any family member of such senior officer (collectively, “**Officer Affiliates**”) may continue to hold his/her investment or other financial interest in a business or entity (an “**Interested Business**”) that:

(1) was made or obtained either (x) before the Company invested in or otherwise became interested in such business or entity; or (y) before the director or senior officer joined the Company (for the avoidance of doubt, regardless of whether the Company had or had not already invested in or otherwise become interested in such business or entity at the time the director or senior officer joined the Company); or

(2) may in the future be made or obtained by the director or senior officer, provided that at the time such investment or other financial interest is made or obtained, the Company has not yet invested in or otherwise become interested in such business or entity;

provided that such director or senior officer shall disclose such investment or other financial interest to the Board;

(b) an interested director or senior officer shall refrain from participating in any discussion among senior officers of the Company relating to an Interested Business and may not be involved in any proposed transaction between the Company and an Interested Business; and

(c) before any Director Affiliate or Officer Affiliate (i) invests, or otherwise acquires any equity or other financial interest, in a business or entity that is in competition with the Company; or (ii) enters into any transaction with the Company, the related director or senior officer shall obtain prior approval from the Audit Committee of the Board.

For purposes of this Code, a company or other entity is deemed to be “in competition with the Company” if it competes with the Company’s financing and related services and any other business in which the Company engages in.

- Loans or Other Financial Transactions. No employee may obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a material customer, supplier or competitor of the Company. This guideline does not prohibit arms-length transactions with recognized banks or other financial institutions.
- Service on Boards and Committees. No employee may serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests could reasonably be expected to conflict with those of the Company. Employees must obtain prior approval from the Board before accepting any such board or committee position. The Company may revisit its approval of any such position at any time to determine whether an employee’s service in such position is still appropriate.

The above is in no way a complete list of situations where conflicts of interest may arise. The following questions might serve as a useful guide in assessing a potential conflict of interest situation not specifically addressed above:

- Is the action to be taken legal?
- Is it honest and fair?
- Is it in the best interests of the Company?

Disclosure of Conflicts of Interest

The Company requires that employees fully disclose any situations that could reasonably be expected to give rise to a conflict of interest. If an employee suspects that he/she has a conflict of interest, or a situation that others could reasonably perceive as a conflict of interest, the employee must report it immediately to the Compliance Officer. Conflicts of interest may only be waived by the Board, or the appropriate committee of the Board, and will be promptly disclosed to the public to the extent required by law and applicable rules of the applicable stock exchange.

Family Members and Work

The actions of family members outside the workplace may also give rise to conflicts of interest because they may influence an employee's objectivity in making decisions on behalf of the Company. If a member of an employee's family is interested in doing business with the Company, the criteria as to whether to enter into or continue the business relationship and the terms and conditions of the relationship must be no less favorable to the Company compared with those that would apply to an unrelated party seeking to do business with the Company under similar circumstances.

Employees are required to report any situation involving family members that could reasonably be expected to give rise to a conflict of interest to their supervisor or the Compliance Officer. For purposes of this Code, "family members" or "members of employee's family" include an employee's spouse, parents, children and siblings, whether by blood, marriage or adoption or anyone residing in such employee's home.

IV. GIFTS, MEALS AND ENTERTAINMENT

All employees are required to comply with the Anti-Corruption Compliance Policy of the Company regarding gifts, meals and entertainment. A copy of such policy is attached hereto as Annex A.

VI. PROTECTION AND USE OF COMPANY ASSETS

Employees should protect the Company's assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste have a direct impact on the Company's profitability. Any use of the funds or assets of the Company, whether for personal gain or not, for any unlawful or improper purpose is strictly prohibited.

To ensure the protection and proper use of the Company's assets, each employee is required to:

- Exercise reasonable care to prevent theft, damage or misuse of Company property;
- Promptly report any actual or suspected theft, damage or misuse of Company property;
- Safeguard all electronic programs, data, communications and written materials from unauthorized access; and
- Use Company property only for legitimate business purposes.

Except as approved in advance by the Chief Executive Officer or Chief Financial Officer of the Company, the Company prohibits political contributions (directly or through trade associations) by any employee on behalf of the Company. Prohibited political contributions include:

- any contributions of the Company's funds or other assets for political purposes;
- encouraging individual employees to make any such contribution; and
- reimbursing an employee for any political contribution.

VII. INTELLECTUAL PROPERTY AND CONFIDENTIALITY

Employees shall abide by the Company's rules and policies in protecting the intellectual property and confidential information, including the following:

- All inventions, creative works, computer software, and technical or trade secrets developed by an employee in the course of performing the employee's duties or primarily through the use of the Company's assets or resources while working at the Company are the property of the Company.
- Employees shall maintain the confidentiality of information entrusted to them by the Company or entities with which the Company has business relations, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the company or its business associates, if disclosed.
- The Company maintains a strict confidentiality policy. During an employee's term of employment with the Company, the employee shall comply with any and all written or unwritten rules and policies concerning confidentiality and shall fulfill the duties and responsibilities concerning confidentiality applicable to the employee.
- In addition to fulfilling the responsibilities associated with his/her position in the Company, an employee may not, without obtaining prior approval from the

Company, disclose, announce or publish trade secrets or other confidential business information of the Company, nor may an employee use such confidential information outside the course of his/her duties to the Company.

- Even outside the work environment, an employee must maintain vigilance and refrain from disclosing important information regarding the Company or its business, business associates or employees.
- An employee's duty of confidentiality with respect to the confidential information of the Company survives the termination of such employee's employment with the Company for any reason until such time as the Company discloses such information publicly or the information otherwise becomes available in the public sphere through no fault of the employee.
- Upon termination of employment, or at such time as the Company requests, an employee must return to the Company all of its property without exception, including all forms of medium containing confidential information, and may not retain duplicate materials.

VIII. ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS

The Company is required to report its financial results and other material information about its business to the public and the SEC. It is the Company's policy to promptly disclose accurate and complete information regarding its business, financial condition and results of operations. Employees must strictly comply with all applicable standards, laws, regulations and policies for accounting and financial reporting of transactions, estimates and forecasts. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

Employees should be on guard for, and are required to promptly report, any possibility of inaccurate or incomplete financial reporting. Particular attention should be paid to:

- Financial results that seem inconsistent with the performance of the underlying business;
- Transactions that do not seem to have an obvious business purpose; and
- Requests to circumvent ordinary review and approval procedures.

The Company's senior financial officers and other employees working in the finance department have a special responsibility to ensure that all of the Company's financial disclosures are full, fair, accurate, timely and understandable. These individuals are required to report any practice or situation that might undermine this objective to the Compliance Officer.

Employees are prohibited from directly or indirectly taking any action to coerce, manipulate, mislead or fraudulently influence the Company's independent auditors for the

purpose of rendering the financial statements of the Company materially misleading. Prohibited actions include but are not limited to:

- issuing or reissuing a report on the Company's financial statements that is not warranted in the circumstances (due to material violations of U.S. GAAP, generally accepted auditing standards or other professional or regulatory standards);
- not performing audit, review or other procedures required by generally accepted auditing standards or other professional standards;
- not withdrawing an issued report when withdrawal is warranted under the circumstances; or
- not communicating matters as required to the Company's Audit Committee.

IX. COMPANY RECORDS

Accurate and reliable records are crucial to the Company's business and form the basis of its earnings statements, financial reports and other disclosures to the public. The Company's records are a source of essential data that guides business decision-making and strategic planning. Company records include, but are not limited to, booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of business.

All Company records must be complete, accurate and reliable in all material respects. There is never an acceptable reason to make false or misleading entries. Undisclosed or unrecorded funds, payments or receipts are strictly prohibited. An employee is responsible for understanding and complying with the Company's recordkeeping policy. An employee should contact the Compliance Officer if he/she has any questions regarding the recordkeeping policy.

X. COMPLIANCE WITH LAWS AND REGULATIONS

Each employee has an obligation to comply with the laws of the cities, provinces, regions and countries in which the Company operates. This includes, without limitation, laws covering commercial bribery and kickbacks, patent, copyrights, trademarks and trade secrets, information privacy, insider trading, offering or receiving gratuities, employment harassment, environmental protection, occupational health and safety, false or misleading financial information, misuse of corporate assets and foreign currency exchange activities. Employees are expected to understand and comply with all laws, rules and regulations that apply to their positions at the Company. If any doubt exists about whether a course of action is lawful, the employee should seek advice immediately from the Compliance Officer.

XI. DISCRIMINATION AND HARASSMENT

The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment based on race,

ethnicity, religion, gender, age, national origin or any other protected class. For further information, employees should consult the Compliance Officer.

XII. FAIR DEALING

Each employee should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. No employee may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

XIII. HEALTH AND SAFETY

The Company strives to provide employees with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for other employees by following environmental, safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence or threats of violence are not permitted.

Each employee is expected to perform his/her duty to the Company in a safe manner, free of any influence of alcohol, illegal drugs or other controlled substances. The use of illegal drugs or other controlled substances in the workplace is prohibited.

XIV. VIOLATIONS OF THE CODE

All employees have a duty to report any known or suspected violation of this Code, including any violation of laws, rules, regulations or policies that apply to the Company. Reporting a known or suspected violation of this Code by others will not be considered an act of disloyalty, but an action to safeguard the reputation and integrity of the Company and its employees.

If an employee knows of or suspects a violation of this Code, it is such employee's responsibility to immediately report the violation to the Compliance Officer, who will work with the employee to investigate his/her concern. All questions and reports of known or suspected violations of this Code will be treated with sensitivity and discretion. The Compliance Officer and the Company will protect the employee's confidentiality to the extent possible, consistent with the law and the Company's need to investigate the employee's concern.

It is the Company's policy that any employee who violates this Code will be subject to appropriate discipline, including termination of employment, based upon the facts and circumstances of each particular situation. An employee's conduct, if it does not comply with the law or with this Code, can result in serious consequences for both the employee and the Company.

The Company strictly prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations. An employee inflicting reprisal or retaliation against another employee for reporting a known or suspected violation will be subject to disciplinary action, including termination of employment.

XV. WAIVERS OF THE CODE

Waivers of this Code will be granted on a case-by-case basis and only in extraordinary circumstances. Waivers of this Code may be made only by the Board, or the appropriate committee of the Board, and may be promptly disclosed to the public if so required by applicable laws and regulations and rules of the applicable stock exchange.

XVI. CONCLUSION

This Code contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If employees have any questions about these guidelines, they should contact the Compliance Officer. The Company expects all employees to adhere to these standards. Each employee is separately responsible for his/her actions. Conduct that violates the law or this Code cannot be justified by claiming that it was ordered by a supervisor or someone in higher management positions. If an employee engages in conduct prohibited by the law or this Code, such employee will be deemed to have acted outside the scope of his/her employment. The prohibited conduct will subject the employee to disciplinary action, including termination of employment.

Annex A

Anti-Corruption Compliance Policy

ANTI-CORRUPTION COMPLIANCE POLICY

All employees are required to comply with the policies and guidelines set forth below in this Anti-Corruption Compliance Policy (the “Policy”) adopted by 360 Finance, Inc. (together with its subsidiaries and consolidated affiliated entities, the “Company”). The Policy applies to the Company as well as to those acting on behalf of the Company, including officers, directors, employees, shareholders, dealers and other agents or third parties acting on behalf of the Company.

I. Prohibition Against Bribery

It is critical that the Company, its officers, directors, employees, shareholders, and agents comply with all applicable anti-corruption laws. The Company complies fully with the letter and the spirit of all applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act and all anti-corruption laws in China. *The Company strictly prohibits engaging in or tolerating bribery or any other form of corruption.*

This Policy strictly prohibits the Company and its officers, directors, employees and agents, from offering, promising, authorizing or giving money or anything of value to Influential Outside Persons (defined in Section I.A below) or any other person or entity to secure any improper advantage, or to obtain, direct or retain business. This Policy also prohibits offering, promising, authorizing or giving money or anything of value to an Influential Outside Person in order to influence official acts or decisions of that person or entity, to secure any improper advantage, or to obtain, direct or retain business.

Under this Policy, “anything of value” is defined broadly and is not limited to money – it includes travel, meals, gifts, services, sponsorships, job opportunities, and other tangible or intangible benefits. There is no minimum threshold in determining value. Even small payments or benefits are prohibited if they are intended or operate as bribes. In addition, this Policy prohibits conveying anything of value either directly or indirectly. Thus, the Policy prohibits corruptly conveying a thing of value to an Influential Outside Person through dealers, agents, contractors, consultants, intermediaries, or other third parties. Benefits to family members of Influential Outside Persons are similarly prohibited. Nor is there an exception if the Influential Outside Person demands or suggests the payment.

Further, this Policy requires that the Company keep accurate books and records that fairly reflect all transactions involving the Company’s assets, and that all transactions are properly authorized.

It is important to recognize that significant fines and penalties can be imposed for violations, including substantial jail time for criminal violations. Employees may not avoid liability by “turning a blind eye” when circumstances indicate a potential violation of the Policy. If any employee has any doubts or questions as to whether his/her conduct is permissible under this Policy or believes a violation of our Policy has occurred, is occurring, or will occur, he/she must contact the Company’s Legal Department (or the Company’s compliance email: ComplianceOfficer@360jinrong.net) immediately.

A. Influential Outside Persons

- This Policy is implicated whenever something of value may be promised, offered to or given to an “Influential Outside Person.” Under this Policy, Influential Outside Person is defined very broadly, and includes: Government Official (as defined below) or his/her family members or any other person that has a close relationship with such Government Official; and
- any other individual or entity (in the private or public sector) that has the power to decide or influence the success of the Company’s business, activities or efforts

For purposes of this Policy, “Government Official” means:

- Any person engaged in public duty in a government agency. Under our Policy, this includes any elected or appointed official or employee of a government, at any level, including national or local government entities. This includes members of legislative, administrative, and judicial bodies, as well as low-level employees of government agencies, such as office workers;
- Any officer or employee of government-owned or government-controlled entities, including state-owned entities that operate in the commercial sector, such as an employee at a state-owned enterprise;
- Any officer or employee of a public international organization (such as the United Nations, the World Bank or the International Monetary Fund);
- Any person acting in an official capacity for a government, government agency, or state-owned enterprise (for example, someone who has been given authority by a government entity to carry out official responsibilities); and
- Any political party, official of a political party, and any candidate for political office.

If you have any questions about whether an individual is an Influential Outside Person under our Policy, please contact the Company’s Legal Department.

B. Things of Value

The Policy prohibits offering or giving an Influential Outside Person or any other person or entity “anything of value” as a bribe. As noted above, this is broadly defined and includes non-cash items such as gifts, meals, entertainment, outings, favors, services, loans and loan guarantees, investment or business opportunities, the use of property or equipment, job offers, transportation, and the payment or reimbursement of debts, even if provided to the relatives of an Influential Outside Person or other intended beneficiary. Even small payments or benefits are prohibited if they are intended as bribes.

C. Securing an Improper Benefit

As with other aspects of this Policy, the prohibitions on a payment or provision of benefits to secure an improper benefit or obtain, direct or retain business are defined broadly. Under this Policy, this includes any commercial or financial benefit, not only a payment to secure a sale or contract. For example, a payment to persuade an Influential Outside Person

not to impose a fine or tax, or to minimize such a fine or tax, would violate the Policy, as would a payment to prevent enforcement of an applicable law or regulation. Similarly, payments to influence an Influential Outside Person's decision to award a permit or license would violate the Policy.

II. Additional Guidance

A. Retention of Third Parties

This Policy prohibits indirect payments to Influential Outside Persons or other persons or entities, such as payments through a third party. Retaining the services of any third party, including a dealer, agent, consultant, contractor or representative can raise compliance issues.

For further guidance, please refer to the Company's Guidelines Regarding Dealers, Agents, Consultants, Joint Venture Partners or Other Representatives, attached hereto as Annex A.

B. Gifts, Meals and Entertainment

Although business meals and entertainment and business gifts may be common practices, certain benefits to Influential Outside Persons or other persons or entities may violate governing laws, rules and regulations. *Providing meals or entertainment or gifts with the intention or appearance of improperly influencing a third party in order to obtain or retain a business advantage for the Company, or for any other corrupt purpose, is strictly prohibited.*

For further guidance, please refer to the Company's Guidelines Regarding Gifts, Meals and Entertainment, attached hereto as Annex B.

C. Travel

Under this Policy, things of value also include travel expenses, such as travel to inspect the Company's offices or facilities or to a seminar, conference or promotional event. The issue of travel expenses can raise complicated compliance questions. *Paying for or reimbursing travel expenses with the intention or appearance of improperly influencing a third party in order to obtain or retain a business advantage for the Company, or for any other corrupt purpose, is strictly prohibited.*

For further guidance, please refer to the Company's Guidelines Regarding Travel Expenses for Influential Outside Persons, attached hereto as Annex C.

D. "Grease" or "Facilitating" Payments

It is company policy that all payments to Influential Outside Persons to secure an improper advantage, including nominal "facilitating" payments made to Influential Outside Persons to expedite or to secure the performance of a routine governmental action, are strictly prohibited.

E. Illegal or Improper Payments

Any kickbacks or other payments to a customer, distributor or other business partner in any form to secure sales or other business advantages in an illegal or improper way are prohibited by this Policy. This prohibition applies to kickbacks paid directly by the Company as well as to payments made indirectly, such as payments made to customers, distributors or other business partners by members of the sales or marketing staff using funds paid to them by the Company as sales commissions or salaries, or any other funds.

During the course of promoting the Company's services, if it is necessary to offer discounts to customers, distributors or other business partners, such discounts must be given openly, approved by the recipient organization's management, evidenced by supporting documents and shall be properly approved by the Company and reported to the Finance Department for book entry.

F. Employee Receipt of Gifts and Entertainment

As detailed in the Company's Code of Business Conduct and Ethics, Company policy prohibits employees from receiving gifts or entertainment that influence, or could be viewed as influencing, business decisions. Employees are prohibited from receiving anything of value – including meals, entertainment, favors or gifts – if the purpose or appearance of such an item is to improperly influence the employee in his/her work. Thus, employees may not receive anything of value as an improper inducement to make any decision related to their responsibilities, such as to award a contract or to favor one vendor over another.

Without limiting the generality of the foregoing, employees should not accept gifts if such gifts:

- may result in any unnecessary or unwanted publicity for the Company;
- may influence the Company or place the Company in a dilemma;
- may obligate the recipient in any way; or
- are in the form of cash or cash equivalents.

Each employee must report to his/her departmental head any gifts offered and seek the departmental head's approval prior to receiving such gifts. Each such case must be filed with the Company's HR department. Any employee who is faced with an apparent inducement relating to any particular business decision must report the case to his/her departmental head.

III. Sanctions

Upon discovering a violation of this Policy, the Company may impose such sanctions as it deems appropriate, including, among other things, a letter of censure or suspension or termination of the employment of the violator, or termination of the Company's agreement or business relationship with a third-party violator.

IV. Compliance Procedures

A copy of this Policy will be furnished to all current and newly hired employees. This Policy has attached to it an Acknowledgment of Receipt form indicating that the employee has read, understood, and will comply with the guidelines contained in this Policy. The signed form must be returned to the Legal Department, and it will be kept in the employee's personnel file.

If you have any questions or concerns regarding the Policy, you should speak to your supervisor or the Company's Legal Department. The Policy cannot and is not intended to cover every aspect of governing anti-corruption laws or provide answers to all questions that might arise. Accordingly, the Company encourages each employee to seek guidance from the appropriate legal and compliance personnel within the Company on the appropriate course of conduct regarding issues arising under the Policy.

V. Compliance Reporting Hotline/Email Address

The Company has established an email address ComplianceOfficer@360jinrong.net to receive questions or reports of potential policy violations on a confidential basis. All submitted questions and reports will be accessed only by the Company's Legal/Compliance personnel, and will be shared with other employees or external advisors only as necessary to evaluate and respond to the questions or reports received. Company policy strictly prohibits retaliation against any employee who reports a potential compliance issue in good faith.

ANTI-CORRUPTION COMPLIANCE POLICY
ACKNOWLEDGEMENT OF RECEIPT

I, _____, certify that I have received a copy of the Company's Anti-Corruption Compliance Policy (the "Policy"), I understand the policies and procedures contained therein, and I agree to follow those policies and procedures at all times. I understand and agree that if I violate the Policy, the Company may impose such sanctions on me as it deems appropriate, including without limitation a letter of censure, or suspension, or termination of my employment. I further confirm that, should I learn or have reason to know of any potential violations of the Policy or any applicable laws, I will immediately notify the Head of the Legal Department of the Company.

Signed,

NAME:

TITLE:

DATE:

Annex A:

**GUIDELINES REGARDING DEALERS, AGENTS, CONSULTANTS,
JOINT VENTURE PARTNERS OR OTHER REPRESENTATIVES**

I. Policy Prohibiting Improper Payments Through Third Parties

The Company's Anti-Corruption Compliance Policy prohibits independent third parties acting on behalf of the Company from offering or paying bribes to Influential Outside Persons or other persons or entities. Likewise, this Policy prohibits Company employees from using a third party or other intermediary to offer or pay a bribe.

Agreements with dealers, agents, consultants, joint venture partners, or other representatives (collectively, "Agents") must be in writing and must describe the services to be performed, the basis for any fees or compensation paid to the Agent, the amounts to be paid, and other material terms and conditions of the representation. Such agreements must be approved by the Company's Legal Department. Further, payments must be reasonable and bear a direct relationship to the value of the services rendered, must be fully documented and must be in full compliance with governing laws.

Payments to Agents should never be made in cash, and should be made to the Agent's bank account in the country where the services are performed or where the Agent's offices are located. Arrangements for payment to other locations must be approved in advance by the Company's Legal Department.

II. Due Diligence for Third Party Agents

Company employees responsible for engaging the Agent, with the assistance of the Company's Legal Department, must conduct a thorough diligence and background check to ensure that the proposed Agent possesses both the requisite qualifications and a solid reputation for business integrity. A written due diligence report must be prepared and sent to the Company's Legal Department. Such reports, along with the underlying documentation, must be retained for at least five years.

III. "Red Flags" or Other Warning Signs

It is important for the Company to monitor the conduct of third parties engaged to act on behalf of the Company to ensure that the third parties continue to comply with all applicable laws and Company policies. If Company employees have reason to suspect that an Agent is engaging in potentially improper conduct, they should immediately report to the Company's Legal Department and no further payments should be made until an investigation can be conducted. While not exhaustive, the following warning signs or "red flags" are indications that an Agent might be engaged in inappropriate or illegal activity:

- Unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, ill-defined or last-minute payments, success fees, unusual commissions or mid-stream compensation payments;
- Requests for payments to an account in a jurisdiction other than where the Agent is located or is working on behalf of the Company;

- Requests for payment to a third party, to a numbered account, in a different currency, or in cash or other untraceable funds;
- Requests for political or charitable contributions or donations;
- The Agent is related to an Influential Outside Person, or has a close personal or business relationship with an Influential Outside Person;
- Any refusal or hesitancy by the Agent to disclose its owners, partners or principals, to promise in writing to abide by the Company's Anti-Corruption Compliance Policy and relevant laws, or to document relevant work and expenses;
- The Agent uses holding companies or other methods to obscure its ownership, without adequate business justification;
- Charges or other claims or allegations against the Agent for violation of local or foreign laws, or of regulations concerning the award of contracts;
- A demand or suggestion by an Influential Outside Person that a particular Agent should be retained;
- Reliance by the Agent on government contacts as opposed to knowledgeable staff, sufficient infrastructure, and investment of time to promote the Company's interests;
- The Agent has little experience in the industry; or
- The Agent expresses a desire to keep his representation of the Company or the terms of his retention secret.

IV. Contractual Provisions and Certification

All agreements with Agents must contain written provisions requiring the Agents to comply fully with Company policy and all governing laws, rules and regulations, and to refrain from offering or giving anything of value to Influential Outside Persons, political parties or candidates, or other persons or entities in order to obtain, direct or retain business or secure any improper advantage for the Company. The agreement also should contain an obligation on the part of the Agent's representatives to certify periodically that it has no knowledge of any such activities, and provide that the Company may audit the Agent's books and records to ensure compliance with the foregoing provisions, and may terminate the agreement without penalty if violations are identified. Copies of all such documentation and certifications are to be maintained in the Agent's file and with the Company's Legal Department.

V. Exceptions to This Policy

Any exceptions to this Policy require prior written approval from the head of the Company's Legal Department.

VI. What to Do in Case of Questions Regarding This Policy

If you have any questions regarding this Policy, please contact the Company's Legal Department.

Annex B:

**GUIDELINES REGARDING GIFTS,
MEALS, AND ENTERTAINMENT**

I. Policy on Gifts, Meals and Entertainment

The Company's Anti-Corruption Compliance Policy (the "Anti-Corruption Policy") strictly controls gifts, meals, and entertainment to Influential Outside Persons and other persons and entities. Because of the compliance issues that these expenses can raise, specific limits regarding gifts, meals, and entertainment for Influential Outside Persons (as defined in the Anti-Corruption Policy) and other persons and entities are set forth here.

Even when there is no intent to convey a bribe, such intent may be inferred from the surrounding circumstances. Employees should take the time to ensure they are aware whether an Influential Outside Person or other person or entity for whom the Company incurs gift, meal, or entertainment expenses is in a position to influence a pending business or regulatory decision.

Providing gifts, meals or entertainment with the intention or appearance of improperly influencing a third party in order to obtain or retain a business advantage for the Company, or for any other corrupt purpose, is strictly prohibited, even if the conduct in question otherwise complies with the terms of this policy.

A. Policy on Gifts

Cash gifts to Influential Outside Persons or other persons or entities are prohibited in all circumstances. Cash equivalents, such as gift cards, phone cards, gasoline cards, meal vouchers or cards, are also prohibited.

Gifts to Influential Outside Persons or other persons or entities may be incurred without prior approval from the Company's Legal Department only if *all* of the following circumstances are met:

1. The item is of *nominal value (less than RMB300)* and bears the Company's logo or otherwise is generally distributed by the Company to its customers and vendors as a token of goodwill;
2. The item is commensurate with legitimate and generally accepted local customs for private business people; **and**
3. The gift is permitted by the rules of the recipient's employer.

For all such gifts, the expenses involved must be supported by receipts and must be properly recorded and approved in accordance with Company policies. In the event that a cash advance is obtained to pay for a permissible gift, Company Policy requires that appropriate documentation of the expense, including original receipts, be maintained and submitted pursuant to the Company's reimbursement procedures, as outlined in the Company's reimbursement policy. No individual Influential Outside Person or other third party may receive more than RMB2,000 total in gifts each year regardless of whether the gifts were given by one or multiple Company employees.

Gifts that do not fall specifically within the above guidelines require advance consultation and approval by the Company's Legal Department. Gifts such as luxury items, wine, cigarettes, and personal electronic equipment such as cameras or smart phones, are not permitted under this policy. Employees who receive requests for such gifts should contact the Company's Legal Department.

Gifts are never permissible, regardless of their value, if the purpose of giving them is to improperly influence a decision by an Influential Outside Person or other person or entity.

B. Policy on Meals and Entertainment

It is Company Policy that expenses for meals and entertainment for Influential Outside Persons or other persons or entities may be incurred without prior approval by the Company's Legal Department only if *all* of the following conditions are met:

1. The purpose of the meal or entertainment is discussion of specific projects or opportunities or education regarding the Company's services, and it is attended by appropriate Company representatives;
2. The cost of the meal or entertainment is less than **RMB100** per person; and
3. The meal or entertainment is permitted by the rules of the recipient's employer.

For all such expenses:

1. The reimbursement request must identify all attendees for the purposes of tracking the frequency of meals and entertainment involving specific Influential Outside Persons or other third parties;
2. All expense reimbursements must be supported by receipts, and expenses and approvals must be accurately and completely recorded in the Company's records; and
3. In the event that a cash advance is obtained to pay for a business meal or entertainment, Company Policy requires that appropriate documentation of the expense be maintained and submitted pursuant to the Company's reimbursement policy.

Any meal expense greater than **RMB100** per person, and any expense at all that is incurred for entertainment unrelated to a business meeting, must be pre-approved by the Company's Legal Department. No individual Influential Outside Person or other third party may be treated to meals or entertainment more than four times per year, or may receive more than RMB400 in meals or entertainment each year.

Meal and entertainment expenses are never permissible, regardless of the amount of the expense, if the purpose of incurring them is to improperly influence a decision by an Influential Outside Person or other person or entity.

II. Exceptions to This Policy

Any exceptions to this policy require prior written approval from the head of the Company's Legal Department.

III. What to Do in Case of Questions Regarding This Policy

If you have any questions regarding this policy, please contact the Company's Legal Department.

Annex C:

**GUIDELINES REGARDING TRAVEL EXPENSES
FOR THIRD PARTIES**

I. Policy on Business Trips and Associated Lodging, Meals and Entertainment

The Company's Anti-Corruption Compliance Policy (the "Anti-Corruption Policy") allows, with strict controls, certain travel expenses that are directly related to the promotion or demonstration of the Company's services, or are necessary for the Company to fulfill its obligations under a contract. Because of the compliance issues that these expenses can raise, travel expenses associated with Influential Outside Persons (as defined in the Anti-Corruption Policy) or other third parties must be approved in advance by the head of the Company's Legal Department.

Even when there is no intent to convey a bribe, such intent may be inferred from the surrounding circumstances. Employees should take the time to ensure they are aware whether an Influential Outside Person or other person or entity for whom the Company incurs travel and associated expenses is in a position to influence a pending business or regulatory decision.

Providing or reimbursing travel expenses with the intention or appearance of improperly influencing a third party in order to obtain or retain a business advantage for the Company, or for any other corrupt purpose, is strictly prohibited, even if the conduct in question otherwise complies with the terms of this policy.

A. This policy is applicable to:

1. All travel and lodging arrangements for Influential Outside Persons or other persons or entities, including travel to conferences, seminars, business meetings, or to visit Company facilities for educational or promotional reasons directly related to the Company's business; and
2. Any meals and entertainment given to Influential Outside Persons or other persons or entities associated with the travel.

B. The policy for business trips and associated meals and entertainment is as follows:

1. Advance approval by Legal Department for an Influential Outside Person or other third party to travel from his or her home location is required.
2. Travel expenses for an Influential Outside Person or other person or entity may be incurred only if the main purpose of the trip is to attend a conference or business meeting sponsored by the Company, or to visit Company facilities, or for educational or promotional reasons directly related to the Company's business. Sponsoring travel of an Influential Outside Person or other third party when no Company employee is present for the associated business activity is not permitted under this policy. Entertainment, leisure or recreational activities accompanying approved business activities are not permitted. \

3. Invitations to conferences, meetings, or other permissible events that require travel of an Influential Outside Person or other third party should be open and transparent. Where possible, the Influential Outside Person's or third party's supervisor or employer should be notified of and consent to the invitation.
4. The Company may pay only reasonable expenses that are actually incurred and are directly related to the business purpose of the trip. In general, the following types of expenses will be approved and may be reimbursed as reasonable expenses:
 - (a) Flight arrangements and hotel expenses that are in line with the Company's travel policies.
 - (b) Appropriate ground transportation.
 - (c) Meals and entertainment costs that are reasonable and in line with the Company's reimbursement policy, if they are arranged as part of a business event and are of subordinate importance and value to the business purpose.
5. The Company may not pay any expenses for spouses and other family members or friends of Influential Outside Persons or other third parties. If family members or friends accompany an Influential Outside Person or other third party person or entity, the Company will not advance or reimburse any travel expenses incurred by the family members.
6. Wherever possible, expenses should be incurred directly by the Company, rather than reimbursed to the Influential Outside Person. Thus, the Company should pay airfares, ground transportation, hotel expenses, and meal expenses directly to the relevant travel service providers.
7. The Company may not pay a cash advance to an Influential Outside Person or third party for any purpose. In the event that the Influential Outside Person incurs permissible expenses during an approved trip, expenses must be submitted in a manner consistent with the Company's disbursement/reimbursement policy and supported by valid receipts.
8. Per diems may not be paid for any reason. All incidental expenses (for example, taxis, coffee and tea) must be documented and supported by valid receipts.
9. Receipts, other supporting documentation, and trip-related correspondence must be collected and maintained. The agreed purpose of the trip should be carefully documented in the Company's files and, when appropriate, the recipient's superior or employer should be notified of the trip. All such documentation must be maintained according to the Company's document retention policy.
10. No individual Influential Outside Person or other third party may receive travel more than four times per year or more than RMB50,000 in travel expenses per year.

II. Exceptions to This Policy

Any exceptions to this Policy require prior written approval from the head of the Company's Legal Department.

III. What to Do in Case of Questions Regarding This Policy

If you have any questions regarding this Policy, please contact the Company's Legal Department.

附件一

注：本政策以英文书就并批准。中文部份仅为本政策的摘要翻译。请参考英文原文。

反腐败合规政策

全体员工均须遵守以下由 360 Finance, Inc. (与其子公司和合并关联实体统称本“公司”) 通过的本《反腐败合规政策》(下称本“政策”) 中规定的政策和指引。本政策适用于本公司, 以及代表本公司行事的人员, 包括本公司的高管、董事、雇员、股东、经纪人和其他代理人或代表本公司的第三方。

I. 禁止贿赂

本公司及其高管人员、董事、雇员、股东及代理人遵守所有适用的反腐败法律是关重要的。

本公司严格遵守包括美国《反海外腐败行为法》(FCPA) 和中国的反腐败法律在内的所有适用的反腐败法律的书面规定和立法精神。 **本公司严格禁止从事或纵容贿赂或任何其他形式的腐败行为。**

本政策严格禁止本公司及其高管人员、董事、雇员和代理人以获得不当利益或取得或保有业务为目的, 向具有影响力的外部人员(如 IA 中所定义) 或任何其他个人或机构提供, 承诺提供, 授权提供或给予金钱或任何有价物。本政策亦禁止以获得不当利益或取得或保有业务为目的, 向任何政党、政党官员或政治候选人提供, 承诺提供, 授权提供或给予金钱或任何有价物, 以影响相关人士或实体的职务行为或决定。

在本政策中, ”任何有价物”定义广泛, 不仅限于金钱 - 还包括差旅、餐饮、礼品、服务、赞助、工作机会和其他有形或无形的益处等。

此外, 本政策禁止直接或间接给予任何有价物。因此, 本政策禁止出于腐败的目的通过经纪人、代理人、承包商、咨询公司、中介或其他第三方机构给予具有影响力的外部人员任何有价物。本政策同样禁止向具有影响力的外部人员的家属提供或给予任何好处。另外, 即使是受具有影响力的外部人员的要求或暗示也不构成允许的例外情况。

本政策还要求保留基本体现有关本公司财产的交易的确切帐簿和记录, 并要求所有的交易有适当的授权。

违规行为可能导致大量罚金和其他严重处罚, 如存在犯罪行为还将获刑。如存在可能违反本政策的情况, 员工不得视而不见逃避责任。如员工对其行为是否符合本政策存有疑问, 或认为此前、现在或日后将发生违反本政策的行为, 应立即联系本公司的法务部门或提供给本公司的合规邮箱 ComplianceOfficer@360jinrong.net。

A. 具有影响力的外部人员

本政策涉及任何向“具有影响力的外部人员”承诺，提供或给予有价物的行为。本政策下政府官员的定义非常广泛，包括：

- 政府官员（详见下文定义）或其家庭成员，或任何与该政府官员有密切关系的人员；和
- 任何其他有权决定或影响公司业务、经营或活动的个人或实体(包括私营或公营机构)在政府机构中担任公职的任何人。

本政策中所指的“政府官员”包括：

- 受选举或任命的任何级别政府（包括国家或地方政府实体）的官员或雇员。还包括立法、行政和司法机关中的成员，以及政府机构中的低级雇员，如办公室工作职员；
- 政府所有或政府控制实体（包括在商业领域经营的国有实体）的官员或雇员，如国有公司的雇员；
- 国际公共组织（如联合国、世界银行或国际货币基金组织）的任何官员或雇员；
- 以官员身份为政府、政府机构或国有企业行事的任何人（如经政府实体授权履行官方职责的任何人）；
- 任何政党、政党官员和政治候选人。

如对任何人是否属于本政策规定的“具有影响力的外部人员”的定义有任何疑问，请联系本公司法务部门。

B. 有价物

本政策禁止向政府官员或任何其他个人或机构提供或承诺“任何有价物”作为贿赂。如上所述，有价物定义非常广泛，并包括非现金物品，如礼品、餐饮、娱乐、外出旅游、个人请托、服务、贷款和贷款担保、投资或商业机会、使用财产或设备、提供工作、交通、债务偿付或报销（包括向具有影响力的外部人员的亲属）等。以行贿为目的的款项或好处，即使数目很小，也属于禁止行为。

C. 获得不当利益

就如本政策的其他方面一样，本政策所禁止的为获得不当利益或取得或保有业务而支付款项或给予好处的范围非常广泛。在本政策下，这包括商业或财务上的好处，而不仅仅限于为完成销售或获得合同而支付款项。例如，为说服具有影响力的外

部人员减免罚金或税金而支付款项，以及防止执行有关法律法规而支付款项，均违反本政策。类似的，影响具有影响力的外部人员是否授予批准或许可的决定而支付款项，也违反本政策。

II. 进一步规范

A. 任用第三方

本政策禁止向具有影响力的外部人员或任何其他个人或机构间接支付款项，如通过第三方支付款项。使用第三方服务，包括经纪人、代理人、顾问、承包商或代表，均可能导致合规问题。欲进一步了解指引规范，请参阅本公司经纪人、代理人、顾问、合资合作伙伴或其他代表规范指引（附件 A）。

B. 礼品、餐饮和娱乐

尽管商务餐饮、娱乐和礼品可能属于惯常作法，但向具有影响力的外部人员或任何其他个人或机构提供某些好处可能违反有关法律、法规和条例。**如果提供餐饮、娱乐或礼品的意图是或看起来是为对第三方造成不当影响，从而为本公司获得或保有商业优势或达到其他腐败目的，则属于严格禁止的行为。**

欲进一步了解相关规范，请参阅本公司礼品、餐饮和娱乐规范指引（附件 B）。

C. 差旅

本政策规定，有价物包含差旅费，如前往本公司办公地点或设施进行检查的差旅费，或参加本公司的研讨会、会议或宣传活动的差旅费等。差旅费可能涉及复杂的合规问题。**如果支付或报销差旅费的意图是或看起来是为对第三方造成不当影响，从而为本公司获得或保有商业优势或达到其他腐败目的，则属于严格禁止的行为。**

欲进一步了解相关规范，请参阅本公司具有影响力的外部人员差旅费用规范指引（附件 C）。

D. “通融费”或“便利费”

本公司政策严格禁止为获得不当利益向具有影响力的外部人员支付的任何款项（包括小额“便利费”）。这包括为加速或确保取得政府履行惯常的职能而支付的款项。

E. 违法或不当支付的款项

本政策禁止以获得销售或其他业务上的优势为目的，以违法或不当的方式向客户、经销商或其他业务伙伴支付回扣或其他款项。公司直接支付的回扣以及间接支付

的款项也同样禁止，如销售或营销部门职工使用公司向其支付的销售佣金或工资或任何其他资金向客户、经销商或其他业务伙伴支付款项。

为推广公司服务，如果有必要向客户、经销商或其他业务伙伴提供折扣，则提供的折扣必须公开，被接收方管理层所允许，有文件证明，且经公司适当批准并向财务部门汇报记录。

F. 员工收取礼品及接受娱乐款待

按照公司《商业行为及道德准则》的规定，公司政策禁止员工收取任何对商业决定造成影响或可能被视为造成影响的礼品或接受娱乐款待。禁止员工收取任何意图对员工的工作造成影响的有价物，包括餐饮、娱乐、优惠或礼品。因此，如果任何有价物构成员工作出职务决定（如给予中标或对供应商厚此薄彼）的不当引诱，均属于禁止员工收取的对象。

在不限上述规定的一般适用性的前提下，员工不得收取下述礼品：

- 可能对公司造成不必要或不适当宣传的；
- 可能对公司造成影响或置公司于两难的；
- 可能导致收受方承担任何义务的；或
- 属于现金或现金等价物的。

员工必须向其部门主管汇报别人向其提供的礼品，在接受礼品前寻求部门主管的批准，并将有关情况向公司人事部门备案。在特定商业决策方面面临明显诱惑的员工必须将有关情况汇报给部门主管。

III. 惩处措施

如发现违反本政策的行为，本公司可采取其认为适当的惩处措施，包括书面通报批评，暂停或解除与违反者的劳动关系，或解除本公司与第三方违反者的协议或合作关系等。

IV. 合规程序

本政策会向全部现任和新入职员工提供。本政策附有一份确认函，以表明员工已经阅读、理解并会遵守本政策中的各项规范。员工签署确认函后应将确认函返还至本公司法务部门，该确认函会保存在员工的人事档案中。

如对本政策有任何问题或疑虑，您应当与公司的法务部门联系。本政策没有、也不可能覆盖所有适用的反腐败法律的各个方面或者解答可能出现的所有问题。因

此，我们鼓励员工对于出现本政策中的问题时该采取的适当行动向公司适当的法务及合规人员寻求指引。

V. 合规报告热线/电子邮件地址

为便于保密地听取违反政策的有关问题或报告，公司设立了电子邮件 ComplianceOfficer@360jinrong.net。听取问题和报告的仅限于公司法务/合规部员工，并仅为评估和回复有关问题或报告才可在必要时告知其他员工或外部顾问。公司政策严格禁止对善意报告潜在合规问题的员工进行打击报复。

<<反腐败合规政策>>

确认函

本人，_____，确认已收悉公司《反腐败合规政策》（该“政策”）。本人理解并同意始终遵守该政策中规定的各项政策及程序。本人理解并同意如果本人违反该政策，公司有权以其认为适当的方式对本人进行惩处，包括但不限于书面通报批评或暂停或解除与本人的劳动关系。本人进一步确认若得知或有理由知晓任何对该政策或适用法律的潜在违反行为，将立即通知公司法务部主管。

签字人：

姓名：

职务：

日

期

：

附件 A

经纪人、代理人、顾问、合资合作伙伴或其他代表规范指引

I. 禁止通过第三方支付不当款项

本公司的反腐败合规政策禁止代表公司行事的独立第三方向具有影响力的外部人员或任何其他个人或机构提供贿赂。相应的，本政策禁止公司雇员利用第三方或其他中介来许诺或进行行贿。

与经纪人、代理人、顾问、合资合作伙伴或其他代表（统称“代理人”）的协议必须以书面形式并且必须描述要提供的服务、给代理的报酬的依据、要支付的金额以及其他有关委托的重要条款和条件。此类协议必须由公司的法务部门批准。另外，付款必须金额合理、与提供的服务的价值有直接关联、必须被完整的记录在案并且必须完全遵守适用的法律。

不得以现金形式向代理人支付任何款项，而应支付给代理人在提供服务的国家或者代理人办公地点所在国家的银行账户。向其他地点付款的安排必须由公司法务部门事前批准。

II. 对第三方代理人的尽职调查

负责雇用代理人的公司雇员，在公司法务部的协助下，必须进行背景调查以确保提议的代理人具备所需的资质和业务诚信的良好信誉。必须准备书面的尽职调查报告并发给公司法务部门。此类报告连同其支持文件须存档至少五年。

III. 危险信号或其他警示信号

监督雇用的代表公司行事的第三方以确保第三方持续遵守所有适用法律和公司政策对于公司至关重要。如果公司雇员有理由怀疑某个代理人在从事不当行为，则须立刻通知公司法务部门，并且在调查完成前不得向该代理人支付报酬。以下是部份说明代理人有可能从事了不适当或者违法的行为的警示或危险信号：

- 不正常的或者过高的报酬要求，例如要求开具比实际金额更高的账单、先付款、定义不清的或者突然提出的报酬、目标达成费用、不正常的佣金或者中途支付的报酬等；
- 要求支付给并非代理人所在地区或者代表公司工作的地区的账户；
- 要求支付给一个第三方、编号的账户、使用不同的货币、使用现金或者其他无法被追踪的资金；
- 要求进行政治捐献或者慈善捐款；

- 代理人是具有影响力的外部人员的亲属、或者与具有影响力的外部人员又很近的个人或者生意关系；
- 代理人拒绝对披露其所有人、合作伙伴或者主要负责人、书面承诺会遵守公司的反腐败合规政策和相关法律、记录其提供的工作与所涉及的费用，或对此表现出犹豫的；
- 代理人使用控股公司或其他方法来掩盖其所有人身份，又无合理的商业理由；
- 有针对代理人的，且与获得政府合同有关的违反当地或者外国法律或法规的指控、公诉或其他诉讼；
- 具有影响力的外部人员要求或者强烈建议雇佣某一特定代理人；
- 代理人依靠政府合同而非有专业知识的雇员、足够的基础设施和时间投入来争取公司的利益；
- 代理人在业内经验很少；或者
- 代理人将其代表公司或者相应条款予以保密。

IV. 合同约定和保证

与代理人的协议必须包括书面条款要求代理人完全遵守适用的法律、规则和法规、公司政策，并且不向具有影响力的外部人员、政治党派或候选人或任何其他个人或机构提供或许诺有价物从而为公司获取或保有业务或者获取任何不正当利益。协议还应当包括代理人的代表有义务定期保证其不知道存在任何上述的行为以及公司可以审查代理的账本和记录以确保符合上述规定，并且可以不受处罚的终止协议（如果存在违规行为）。所有此类文件和保证的文本应保存在代理人的档案中以及由公司法务部门保存。

V. 本政策的例外

任何本政策的例外情况均须获得公司法务部门主管的事前书面批准。

VI. 如果对本政策有问题

如果你对本政策有任何问题，请与公司法务部门联系。

附件 B

礼品、餐饮和娱乐规范指引

I. 礼品、餐饮和娱乐政策

本公司的反腐败合规政策（“反腐败政策”）严格控制向具有影响力的外部人员和任何其他个人或机构提供的礼品、餐饮和娱乐。鉴于这些费用可能引起的合规问题，以下规定对向具有影响力的外部人员（具有影响力的外部人员的定义见反腐败政策）和任何其他个人或机构提供礼品、餐饮和娱乐作出具体限制。

即使没有行贿的主观意图，他人也有可能从相关的情况引申出行贿的意图。公司雇员应确保了解公司负担其礼品、餐饮或娱乐费用的具有影响力的外部人员或任何其他个人或机构是否能够影响一个即将作出的商业方面或者监管方面的决定。

严格禁止带着不适当的影响某第三方以获取或保持公司的生意上的优势或其他腐败的意图来提供礼物、餐饮或娱乐，也严格禁止从外部看起来是不适当的影响第三方以获取或保持公司的生意上的优势或带有其他腐败意图的礼物、餐饮或娱乐，即使某项礼物、餐饮或娱乐在其他方面符合本政策的规定。

A. 礼品政策

在任何情况下禁止向具有影响力的外部人员或任何其他个人或机构赠送现金礼品。现金等价物同样被禁止，例如礼品卡、电话充值卡、加油卡、餐券或用餐卡等。

仅在以下条件全部满足时可以不经公司法务部门的事前批准而向具有影响力的外部人员或任何其他个人或机构赠送礼品：

1. 该礼品只有象征性的价值（小于人民币 300 元）且印有本公司的标识或者通常被本公司作为礼节性的纪念品送给客户和供应商；
2. 该礼品符合私营商人的合理和通常被接受的当地习俗；**并且**
3. 该礼品是接受方雇主的政策所允许的。

对于所有这些礼品，相关的费用必须有收据证明，并且按照公司的政策进行适当记录和批准。如果预支现金购买合规的礼品，公司政策要求按照公司报销政策的文件名称所规定的公司报销程序获取并提交支持该项开支的包括收据原件在内的适当文件。任何一个具有影响力的外部人员或其他第三方每年不可收取超过人民币 2,000 总额的礼品，不论这些礼品来自一位还是多位公司雇员。

不属于上述规范范围内的礼品需要事前请示并获得公司法务部门的批准。本政策不允许诸如奢侈品、酒类、香烟和数码相机或智能手机之类的个人电子设备的礼品。公司雇员如被索要此类礼品，应通知公司的法务部门。

如果赠送礼品的目的是不当的影响具有影响力的外部人员或任何其他个人或机构的决定，那么不论该礼品的价值多少，均不允许。

B. 餐饮和娱乐政策

公司政策仅在以下条件全部满足时允许不经公司法务部门的提前批准而向具有影响力的外部人员或任何其他个人或机构提供餐饮娱乐：

1. 餐饮或娱乐的目的是讨论有关公司产品的具体项目、机会或介绍，并且有适当的公司代表参加；
2. 餐饮或娱乐的花费低于每人 100 元；**并且**
3. 该餐饮或娱乐是接受方雇主的政策所允许的。

对于此类费用：

1. 报销申请必须列明所有出席人员，以便跟踪记录为个别具有影响力的外部人员或其他第三方提供餐饮和娱乐的次数；
2. 所有费用报销必须有收据支持，并且费用和批准必须准确、完整的记录在公司的档案中；且
3. 如果预支现金用以支付商务餐饮或娱乐，公司政策要求按照公司报销政策所规定的公司报销程序保存并提交支持该项开支的适当文件。

任何超出每人人民币 100 元的餐饮费用，以及与商务会面不相关的娱乐的任何费用必须由公司的法务部门事先批准。任何一个具有影响力的外部人员或其他第三方每年不可被请餐饮或者娱乐活动超过 4 次或收取超过人民币 400 的餐饮费或娱乐费。

如果餐饮娱乐的目的是不当的影响具有影响力的外部人员或任何其他个人或机构的决定，那么不论费用的金额多少，均不允许。

II. 本政策的例外

任何本政策的例外情况均须获得公司法务部门主管的事前书面批准。

III. 如果对本政策有问题

如果你对本政策有任何问题，请与公司法务部门联系。

附件 C

第三方差旅费用规范指引

I. 商务差旅和相关住宿、餐饮和娱乐政策

公司的反腐败合规政策（“反腐败政策”）在严格控制的前提下允许直接与推销或展示公司服务直接相关的或者对于公司履行合同下的义务所必须的一些差旅花费。鉴于这些费用可能引起的合规问题，与具有影响力的外部人员（具有影响力的外部人员的定义见反腐败政策）或其他第三方相关的差旅费用必须由公司的法务部门主管事先批准。

即使没有行贿的主观意图，他人也有可能从相关的情况引申出行贿的意图。公司雇员应确保了解公司负担其差旅和相关费用的具有影响力的外部人员或其他人或机构是否能够影响一个即将作出的商业方面或者监管方面的决定。

严格禁止带着不适当的影响某第三方以获取或保持公司的生意上的优势或其他腐败的意图来提供或报销差旅费用，也严格禁止从外部看起来是不适当的影响第三方以获取或保持公司的生意上的优势或带有其他腐败意图的差旅费用，即使某项差旅费用在其他方面符合本政策的规定。

A. 本政策适用于：

1. 具有影响力的外部人员或其他人或机构的所有差旅和住宿安排，包括为与公司业务直接相关的普及或推广原因前往参加会议、研讨会、商务会晤或者参观公司设施。
2. 任何与差旅相关的向具有影响力的外部人员或其他人或机构提供的餐饮和娱乐。

B. 对于商务差旅和相关参议和娱乐的政策规定如下：

1. 具有影响力的外部人员或其他第三方或机构离开其住处进行差旅的任何费用都必须获得公司法务部门主管的事先批准。
2. 允许负担具有影响力的外部人员或其他第三方或机构的差旅费用的情况仅限于旅行的主要目的是参加为与公司业务直接相关的普及或推广原因而前往参加公司赞助主办的会议、商务会晤或者参观公司设施。本政策不允许赞助具有影响力的外部人员或其他第三方或机构参加没有公司雇员在场参加的商务活动。禁止在被批准的公司业务活动以外提供娱乐、休闲活动。

3. 对需要具有影响力的外部人员或其他第三方或机构出差参加的会议、会晤和其他合规的活动的邀请应公开透明。如果可能，应将有关邀请告知该具有影响力的外部人员或其他第三方或机构的主管或雇主并获得其批准。
4. 公司只能支付具有影响力的外部人员实际产生的并且与该次差旅的业务目的直接相关的合理费用。总体来说，可以批准以下类型的费用并作为合理费用报销：
 - (a) 符合公司差旅政策的机票安排和酒店费用。
 - (b) 合理的市内交通。
 - (c) 合理的符合公司报销政策的餐饮和娱乐费用限于作为商务活动的一部分安排的并且在重要性和金融方面都服务于业务目的。
5. 公司不能负担具有影响力的外部人员或其他第三方的配偶或者其他家庭成员、朋友的费用。如果家庭成员、朋友陪同具有影响力的外部人员或其他第三方个人或机构，那么公司不能支付或者报销该家庭成员产生的任何差旅费用。
6. 如果可能，费用应直接由公司支付，而非由具有影响力的外部人员支付再进行报销。因此，公司应当直接向相关差旅服务供应商支付机票费、市内交通、酒店费用和餐饮费用。
7. 公司不得出于任何目的向具有影响力的外部人员或第三方预先支付现金。如果具有影响力的外部人员在经过批准的差旅中产生了允许的费用，该费用必须依照公司支取/报销政策提交并且提供有效收据。
8. 不得以任何理由提供零用钱。所有的小额费用（例如出租车费用、咖啡和茶）必须记录在案并且提供有效收据。
9. 收据、其他支持文件和差旅相关的往来通信必须加以收集和保存。商定的差旅的目的应当仔细记录在公司的档案中。在适当时应当将该次差旅告知接受者的上级主管或雇主。所有此类文件必须按照公司的文件保存政策进行保存。
10. 任何一个具有影响力的外部人员或其他第三方每年不可收取超过 4 次的差旅或超过总额人民币 50,000 的差旅费。

II. 本政策的例外

任何本政策的例外情况均须获得公司法务部门主管的事前书面批准。

III. 如果对本政策有问题

如果你对本政策有任何问题，请与公司法务部门主管联系。