

# Alibaba Group Anti-Bribery and Anti-Corruption Policy

## Introduction

To achieve our mission to “make it easy to do business anywhere” and to deliver value to our customers, Alibaba has zero tolerance for bribery and corruption of any kind, and requires every manager to lead by example and lead employees to earnestly fulfill their anti-bribery and anti-corruption commitments.

## 1. Purpose

To implement the anti-bribery and anti-corruption compliance requirements of the Alibaba Group Code of Business Conduct, this Alibaba Group Anti-Bribery and Anti-Corruption Policy (this “Policy”) sets forth the obligations and responsibilities of Alibaba Group Holding Limited and all of its direct or indirect subsidiaries and affiliated companies (collectively, “Alibaba Group” or “Alibaba”, the “Company” or “we”) on corruption and bribery and provides guidelines for all directors, officers and employees of Alibaba (each, an “Employee” solely for purposes of this Policy and collectively, the “Employees” or “you”), whether such individuals work for Alibaba on a full-time, part-time, external advisory, or temporary basis (including employees outsourced from employment agencies or other entities).

## 2. Overview

Alibaba is committed to the highest standards of business conduct, which requires us to conduct our business in a legal, honest and ethical way. Alibaba and its Employees are subject to anti-bribery and anti-corruption laws and regulations in the jurisdictions where we conduct business, including but not limited to the Law of the People’s Republic of China Against Unfair Competition, the Criminal Law of the People’s Republic of China, the Prevention of Bribery Ordinance of the Hong Kong Special Administrative Region of the People’s Republic of China, the U.S. Foreign Corrupt Practices Act, and the UK Bribery Act. Alibaba’s zero tolerance approach to corruption, such as bribery, means that Alibaba prohibits offering, giving, promising, transferring, or soliciting Anything of Value, directly or indirectly, to or from any Third Party, Public Official, or any other party to secure an improper benefit.

## 3. Definitions

In this Policy, unless otherwise specified, the following terms shall have the following meanings:

“**Corruption**” is an illegal or unethical act that involves the abuse of authority or breach of official duty for personal financial gain or other undue advantage. Corruption can include giving or accepting bribes.

“**Bribery**” is the offering, giving, soliciting or acceptance of anything of value directly or indirectly (*e.g.*, through a third party) with the intention to obtain improper benefit or commercial advantage.

“**Anything of Value**” is broadly defined to include both tangible things and intangible things, such as:

- Cash and cash equivalents (*e.g.*, prepaid cards, vouchers);
- Charitable or political contributions and sponsorship;
- Employment opportunities (*e.g.*, full- or part-time, internship);
- Excessive or unwarranted commissions;
- Facilitation payments;
- Favorable contracts;
- Gifts, entertainment and hospitality (*e.g.*, meals, travels, invitations or tickets to events);
- Investment opportunities or stock options;
- Kickbacks; and
- Services that would otherwise be paid for and/or purchased.

#### **4. Requirements**

##### **4.1 Prohibition of Facilitation Payments**

Facilitation payments are prohibited. Facilitation payments include Anything of Value provided to a Public Official to facilitate or accelerate a public decision or action (including but not limited to issuing licenses, granting permits, or giving approvals).

##### **4.2 Compliance with Gifts, Entertainment and Hospitality Requirements**

Our business decisions will not be influenced by, nor shall our business opportunities or advantages rely upon, any gifts, entertainment, hospitality or other similar things of value. Gifts, entertainment and hospitality that are within local customary business practices can promote strong working relationships and goodwill, but they must be appropriate, reasonable, and not lavish. Giving or receiving gifts in cash and cash equivalents to or from any Third Party, Public Official, or any other party is strictly prohibited. Please refer to the Alibaba Group Code of Business Conduct for the definition of and guidelines on cash equivalents.

###### **4.2.1 Giving Gifts, Entertainment and Hospitality**

Any gift, entertainment, or hospitality paid for by or on behalf of Alibaba must:

- Be for a legitimate business purpose;
- Be reasonable and customary;
- Not be lavish or too frequent;
- Be accurately recorded on the Company’s financial books and records; and
- Comply with applicable laws, regulations and all Related Policies and Guidelines of Alibaba.

Please refer to the Alibaba Group Employee Reimbursement Policy for the approval standards and limits.

Any offer or provision of gifts, entertainment or hospitality, directly or indirectly to, or for the benefit of, a Public Official must be made in accordance with applicable laws, this Policy, and the Alibaba Group Guidelines for Conduct Relating to Public Affairs.

#### **4.2.2 Accepting Gifts, Entertainment and Hospitality**

Alibaba prohibits any Employee from taking advantage of his/her job, title or position with Alibaba to solicit or accept any personal gifts, proprietary interests or any entertainment or hospitality. Small non-cash gifts intended to promote corporate culture and offered in line with local customary business practices (e.g. branded pen or calendar) and non-lavish meals that serve a legitimate business purpose do not violate this general prohibition. For more information on accepting gifts please refer to the detailed guidelines in the Alibaba Group Code of Business Conduct, Alibaba Group Gift Handling Guidelines, and Guidelines on Participation by Alibaba Group Employees in External Activities Hosted by Third Parties.

#### **4.3 Charitable Contributions and Sponsorship**

Contributing to charitable causes is important to Alibaba. Any Charitable Contribution or Sponsorship on behalf of the Company must:

- Be made openly and transparently for bona fide charitable purposes;
- Not be given to influence a business decision, or to receive business consideration or a reward in return;
- Not be given directly or indirectly to a Public Official or his/her Relatives for personal use;
- Not pose a reputational risk to the Company; and
- Be recorded accurately in the Company's financial books and records.

Any Charitable Contributions and Sponsorship made on behalf of the Company must be pre-approved by the compliance staff of the Legal & Compliance Department.

#### **4.4 Hiring of Referred Candidates**

Alibaba makes impartial employment decisions based only on a candidate's qualifications for a position. Employment candidates who are referred or recommended to Alibaba by a Third Party, Public Official or customer will proceed through Alibaba's standard objective employment selection process and not be provided any advantage. Extending an Offer of Employment to a referred candidate with the expectation that Alibaba would receive or retain business, or be given any undue advantage, is prohibited.

#### **4.5 Actions by Third Parties**

The following guidelines apply to the selection and management of Third Parties:

- Information about Third Parties should be researched to assess their background, qualification and reputation, particularly when they interact with Public Official on our behalf.
- Under no circumstance may Alibaba engage a Third Party to participate in any activity, action, or conduct that violates applicable laws or the principles or requirements of this Policy.
- Alibaba prohibits any business relationship with a Third Party that has bribed or attempted to bribe our Employees.

- Third Parties are expected to share Alibaba's zero tolerance approach to bribery and corruption and Alibaba's commitment to compliance. Whenever possible, Third Parties should review and certify their acceptance of this Policy and any other applicable Alibaba compliance policy.
- Employees who engage, manage or interact with Third Parties are responsible for identifying and elevating suspected violations of applicable laws or this Policy by such Third Parties. As part of Alibaba's broad commitment to compliance, all Employees are empowered to report or elevate suspected violations of applicable laws or this Policy by Third Parties.

Commercial, financial, legal, or ethical irregularities that do not expressly violate an applicable law or Company policy are considered "Red Flags." Red Flags or any other unethical conduct by or involving a Third Party must be promptly referred to the compliance staff of the Legal & Compliance Department.

Alibaba has specific procedures and standards for procurement activities. Please refer to the Procurement Guidelines of Alibaba Group and relevant procedures for procurement activities involving Third Parties.

## **5. Conflict of Interest**

All acts of corruption contain an inherent conflict of interest. A conflict of interest occurs when an Employee's private interests interfere (or appear to interfere) in any way with the interest of the Company, or when an Employee action or interest makes it difficult for the Employee to perform his/her work or duties in an objective, unbiased and effective manner. As a general principle, Employees should always be mindful of situations that may give rise to a conflict of interest and endeavor to prevent the occurrence of the same. Employees are responsible for the submission for filing and approval of true and complete declarations of situations that, in their view, have given rise to or may give rise to any conflicts of interest. Please refer to Alibaba Group Conflict of Interest Guidelines for detailed guidance on conflicts of interest.

## **6. Books and Records**

Alibaba's financial books and records and related credentials must meet applicable financial requirements and must accurately reflect Alibaba's business and financial affairs. This Policy prohibits Employees from making or authorizing the falsification or concealment of any books and records that relate to the business of Alibaba. This Policy also prohibits Employees from using their personal funds to accomplish what Alibaba prohibits or to circumvent Alibaba policies and procedures. Books and records include, but are not limited to, transactional information, invoices and payments, expense reports and receipts, and any other financial or business-related records. Off-book funds are strictly prohibited at Alibaba.

## **7. Roles and Responsibilities**

### **7.1 Compliance Officer**

The Compliance Officer means the person(s) in charge of the Integrity Compliance Department and the Legal & Compliance Department of Alibaba Group, who is responsible for leading the overall direction and implementation of this Policy.

### **7.2 Legal & Compliance Department**

The Legal & Compliance Department is responsible for the revision, interpretation and implementation of this Policy.

If you have questions or need clarification concerning this Policy, please contact the anti-corruption compliance staff, or send an e-mail to [abc.compliance@alibaba-inc.com](mailto:abc.compliance@alibaba-inc.com).

### **7.3 Integrity Compliance Department**

The Integrity Compliance Department is responsible for receiving reports of suspected violations of this Policy, as well as conducting investigation, accountability of misconduct and addressing remediation

Alibaba encourages employees and external parties to report, whether in real name or anonymous, any employee who was suspected of being involved in corruption, bribery, and any other violations of applicable laws or regulations. The Integrity Compliance Department is the group's designated unit responsible for corruption investigation and prevention. It reports to the Chief People Officer (CPO) solely and is completely independent from all business units; additionally, it is entitled to perform its function autonomously.

Reports can be sent by email or through Alibaba's online reporting system:

- Email: [lianzheng@alibaba-inc.com](mailto:lianzheng@alibaba-inc.com)
- Online Reporting System: <https://jubao.alibaba.com>

### **7.4 Integrity Committee**

The Integrity Committee of Alibaba Group is composed of partners of Alibaba Group, to ensure conducting impartial investigation, and forming effective guidance for the exercise of authority of the Integrity Compliance Department.

## **8. Monitoring and Review**

The Legal & Compliance Department organizes audit of compliance to assess the effectiveness of the internal control system and procedures in preventing and reducing the risk of bribery and corruption. The audit process includes but not limited to FCPA audit to ensure that employees comply with the company's compliance policies, analyze and remedy underlying misconduct, and continuously improve, regular test and review compliance mechanisms.

Internal control systems and procedures are also subject to periodic reviews by the internal control department and internal audit department. Employees are obligated to cooperate with internal investigations and reviews without interference or obstruction.

## **9. Training and Communication**

All Employees are responsible for understanding and complying with this Policy. Alibaba conducts periodic anti-bribery and anti-corruption training for all employees (including part-time, temporary, and outsourced workers) to ensure consistent understanding. It includes but not limited to orientation training for new Employees, annual compliance training for all Employees, along with other online and offline trainings. All Employees are required to learn designated web-based training courses, pass the online exam and get certified per calendar year.

Alibaba conveys positive compliance attitude to employees in response to misconduct. The Integrity and Compliance Department regularly announces serious violations of discipline and penalty decisions on related employees in order to promote integrity and honesty.

## **10. Consequences of Non-Compliance**

Violation of this Policy may result in disciplinary action. Please refer to Alibaba Group Employee Disciplinary Rules for details.

## **11. Prohibiting Retaliation and Protecting Whistleblower**

Reports of inappropriate conduct or behavior will be treated in strict confidentiality and will be shared only with those who have a need for such information. Alibaba will not retaliate against, and will not tolerate any retaliation against, those that report suspected inappropriate conduct or behavior in good faith.

Alibaba has adopted a series of measures to prevent whistleblowers from being unfairly treated and retaliated due to reporting behavior. The measures include but are not limited to:

- assigning an individual to be responsible for receiving and handling the reported information;
- controlling the system authority and isolating the data of the whistleblower's identity and reported content; and
- strictly following the principle of minimization, and using a strict distribution mechanism to ensure that the reported content is only known to the necessary investigators.

## **12. Supplementary Provisions**

This Policy has the same scope of application as the Alibaba Group Code of Business Conduct. This Policy is effective upon issuance.