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## Alibaba Group Anti-Bribery and Anti-Corruption Policy

### 1. Purpose

Alibaba is dedicated to its mission of “making it easy to do business anywhere”. To uphold the high standards of ethical business conduct, we are committed to conducting our business in a legal, fair, and honest manner. We have a zero-tolerance attitude towards bribery and corruption in any form.

To enforce the anti-bribery and anti-corruption compliance requirements in the Alibaba Group Code of Business Conduct, and provide behavioral norms and guidelines, we have formulated the Alibaba Group Anti-Bribery and Anti-Corruption Policy (hereinafter referred to as the "**Policy**").

### 2. Scope of Application

This Policy applies to all employees (hereinafter referred to as "**Employees**") of the Alibaba Group (including all business groups and companies within the scope of financial consolidation; collectively "**Alibaba**" or the "**Company**"). This Policy also applies to interns, personnel rehired from retirement, consultants (except external consultants), post-doctoral researchers, and outsourced staff who work at the Company.

### 3. Definitions

“**Bribery**” is the offering, promising, giving, or soliciting or accepting anything of value with the intention to obtain business opportunities, competitive advantages, or other improper interests.

“**Corruption**” is any illegal or unethical conduct where a person abuses his/her authority or position to obtain personal or financial gains or other improper benefits. corruption includes, without limitation, the giving or accepting of bribes.

“**Anything of Value**” refers to a tangible or intangible object with value or interest, such as: cash and cash equivalents (e.g., prepaid cards of Tmall Supermarket、Hema), charitable donations, political contributions and sponsorship, employment opportunities (e.g., full- or part-time, internship), unreasonable or unwarranted commissions, favorable contracts, gifts or hospitality (e.g., meals, entertainment, travels, invitations or tickets to events), investment opportunities or stock options,

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rebates, concessions, debt interest; consulting or service fees, services that would otherwise be paid for and/or purchased.

**“Public Official(s)”** refers to all persons engaged in the provision of public services at all levels of central and local governmental bodies, enterprises, institutions, international public organizations (including those in the People’s Republic of China and other jurisdictions) and other personnel engaged in the provision of public services in accordance with applicable laws, including (i) all such persons engaged in the provision of public services at all levels of authorities, legislative bodies, party organizations, administrative bodies, judicial bodies, military bodies, state-owned companies, enterprises, institutions, people’s organizations and international public organizations; (ii) all such persons appointed by governmental bodies, state-owned enterprises or institutions to engage in the provision of public services in non-state-owned enterprises, institutions or social organizations; and (iii) political party officials and candidates for any political positions and offices. Any other persons engaged in the provision of public services under the applicable laws also fall within the meaning of “public official(s)”.

**“Third Party(ies)”** refers to any third party that has a direct business relationship with Alibaba, including suppliers, business partners, companies with a contractual relationship with Alibaba, distributors, agents, intermediaries, consultants and joint venture partners. For the purpose of this Policy, “Third Parties” do not include end users and consumers.

**"Related Party(ies)"** refers to (i) related persons: (a) first-and second-degree direct or indirect blood relatives and in-laws of any Employee, such as spouse, parents, children, siblings, spouse's parents, child's spouse, sibling's spouse, spouse's siblings; and (b) persons close to the Employee or his/her spouse such as those who are in a romantic relationship or other close relationships with him/her, or those who are financially associated with him/her; and (ii) related companies: (a) entities in which Employees and their related parties are invested in, operate, or enjoy return on investment or income from their operation; (b) entities of which Employees and their related parties are directors, executives, or trustees; (c) affiliates of the above-mentioned entities.

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“**Compliance Officer**” refers to the head of the Integrity Compliance Department and the head of the Legal Department of Alibaba Group and business groups and companies.

#### **4. Basic Principles**

Alibaba takes a zero-tolerance approach to Corruption, such as Bribery. Alibaba and its Employees are subject to anti-bribery and anti-corruption laws and regulations in the jurisdictions where we conduct business.

Alibaba forbids Employees to provide Anything of Value to any Public Official(s), counterparts in transactions, or their employees, or other entities and individuals that may influence any transaction with the Company directly or indirectly (e.g., providing bribes through agents or providing bribes to Related Parties of the foregoing entities or persons) for the purpose of seeking trading opportunities or competitive advantages. Alibaba Employees shall not take advantage of his/her job, title or position with Alibaba to accept bribes directly from Third Parties or indirectly through Related Parties.

A conflict of interest arises when our business judgment and management decisions are likely to be affected by personal interests. If a conflict of interest may arise, a complete and objective written report or approval should be submitted to the Company promptly.

#### **5. High-Risk Situations**

##### **5.1 Facilitation Payments**

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

##### **5.2 Gifts and Hospitality**

###### **5.2.1 Provide Gifts and Hospitality**

Alibaba Employees are not allowed to provide gifts and hospitality to obtain improper business benefits, except ceremonial gifts or hospitality that can express goodwill and maintain friendly relationships, such as small non-cash gifts used to promote the Company. Any gift or hospitality paid for by or on behalf of Alibaba must:

- have a legitimate purpose that is consistent with business practices;
- within necessary limits (e.g., lavish or too frequent);

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- avoid sensitive periods such as important decision-making stages that may affect fair decision-making;
  - understand and meet the other organization's compliance requirements regarding gifts and hospitality;
  - follow the Company's required processes and keep accurate records.

Please refer to the employee reimbursement policy, which specifies the precautions and procedures for business hospitality expenses in detail.

### **5.2.2 Accepting Gifts and Hospitality**

In principle, any gifts and hospitality that exceed necessary limits for business transactions shall be politely refused. Small non-cash commemorative gifts or meals with reasonable purpose and price in line with local customary business practices could be accepted.

If a gift cannot be refused and is accepted on behalf of the Company, it should be declared promptly following the Company's gift handling related regulations.

### **5.3 Charitable Contributions and Sponsorship**

Contributing to charitable causes is important to Alibaba. Alibaba always makes openly and transparently for bona fide charitable purposes and prohibits cover-up corrupt purposes and Bribery through charitable contributions or sponsorships.

Any Charitable Contributions and Sponsorship made on behalf of the Company must be pre-approved according to the internal approval process.

### **5.4 Political Contributions**

Alibaba prohibits political contributions on behalf of the Company to Government Officials, political parties, political campaigns, politicians or political candidates or their affiliated organizations, and Related Parties.

This prohibition does not apply to your personal political contributions from your own funds, and you shall not seek reimbursement from the Company for personal political contributions.

### **5.5 Offers of Employment**

Alibaba is not allowed to issue employment offers to candidates recommended by Public Officials and Third Parties for the purpose of obtaining improper business

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benefits. Alibaba will make fair hiring decisions based solely on whether the candidate's qualifications meet the requirements of the position through a standardized and objective hiring process.

## **5.6 Investments**

Investment is one of Alibaba's important business activities. The investment team shall conduct an anti-bribery and anti-corruption risk assessment of the target company in advance, including industry risks, governmental connection, use of third parties, past compliance and internal control issues, etc., and form a written anti-corruption compliance due diligence report. The relevant transaction documents should include anti-corruption statements, warranties and commitments, and other necessary compliance provisions. Continuous and systematic compliance monitoring shall be conducted after the delivery of the investee company.

Suppose significant anti-bribery and anti-corruption issues are found during due diligence, which may pose serious legal consequences or reputational risks to Alibaba. In that case, the investment team shall report the relevant situation to the Compliance Officer and Alibaba Group Legal & Compliance Department, and make decisions based on their opinions.

## **5.7 Management of Third Parties**

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

- 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.
- Information about Third Parties should be researched to assess their background, qualifications, capabilities and reputation, particularly when they interact with Government Officials on our behalf.
- Continue to manage Third Parties during the duration of the Contract and ensure that deliverables are reasonably priced.
- Third Parties are expected to share Alibaba's zero-tolerance approach to Bribery and Corruption and Alibaba's commitment to compliance (including the anti-bribery and anti-corruption provisions of the contract).

Alibaba has specific procedures and standards for procurement activities. Please refer to the procurement guidelines of Alibaba Group and relevant procedures for

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procurement activities involving Third Parties. 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.

## **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. Organizations and Responsibilities**

The Compliance Officer of Alibaba Group is responsible for leading the overall direction of this Policy. The Legal & Compliance Department of Alibaba Group is responsible for the revision, interpretation. The Legal & Compliance Department of Alibaba Group and business groups and companies are jointly responsible for the implementation of anti-bribery and anti-corruption work. The Integrity Compliance Department of Alibaba Group is responsible for receiving reports and investigating suspected violations of this Policy.

The specific requirements and implementation procedures are contained within Alibaba Group level policies concerning finance, reimbursement, procurement, employee discipline, and so forth. Each business group and companies should adhere to these requirements or establish their own implementation guidelines accordingly.

## **8. Supervision and Inspection**

Alibaba will conduct regular or irregular supervisory and inspection to evaluate the effectiveness of internal control mechanisms and procedures in preventing and combating corrupt practices such as bribery. Supervisory and inspection aim to continuously test, identify issues, analyze and remedy potential misconduct, and continuously improve to ensure employees comply with this Policy.

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Each business group and subsidiary voluntarily accept supervision and inspection from Alibaba Group. All employees are obliged to cooperate with such review or investigation activities and must not interfere with or obstruct them.

## **9. Training and Communication**

Alibaba will implement regular online or offline training of this Policy and applicable anti-bribery and anti-corruption laws. Employees must fully understand and accept this Policy and receive timely anti-bribery and anti-corruption training. If you have any questions about this Policy and related regulations, please communicate with your supervisor on time or contact the Legal & Compliance Department.

## **10. Encourage Reporting and Prohibiting Retaliation**

Alibaba encourages Employees to report problems and misconduct, setting up relevant departments to conduct investigations. If there is a reasonable cause to suspect that a violation of this Policy has occurred or may occur, you can report it to the Company through any of the following channels:

Website: <https://jubao.alibaba.com>

Email: [lianzheng@alibaba-inc.com](mailto:lianzheng@alibaba-inc.com)

Reports of non-compliance incidents will be handled in strict confidence and will only be disclosed on a need-to-know basis. Alibaba protects Employees who report in good faith and prohibits any form of retaliation.

## **11. Consequences of Non-Compliance Incidents**

Any Employee who is found to have violated this Policy upon investigation will be subject to disciplinary actions, which may include termination of employment. Those cases involving illegal or criminal activities will be transferred to the judicial authorities for handling. Please refer to employee disciplinary rules for details.

## **12. Supplementary Provisions**

This Policy shall come into effect from the date of issuance. If there is any inconsistency or conflict between the Chinese and English versions of this Policy, the Chinese version shall prevail.