

MEDICINES PATENT POOL CODE OF CONDUCT & ETHICS

1. Guiding principles

The Medicines Patent Pool (MPP) requires its Covered Members (Employees, Board member and EAG members) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Transparency, open communication, accountability and integrity are critical components of the success of the MPP in achieving its mission. The responsibility to behave ethically, in a manner that supports the achievement of MPP's mission and enhances its reputation, lies with all those associated with MPP and its work. Any inappropriate behaviour has the potential to tarnish MPP's reputation and mission.

2. Purpose

The purpose of this Code of Conduct and Ethics (the "Code") is to establish principles and standards of conduct that MPP, our funders and stake holders expect from the MPP. Covered Members are therefore expected to conduct themselves according to this Policy and seek to avoid even the appearance of unethical behaviour.

This Code should be interpreted to be consistent with other MPP Policies, and applicable laws and regulations.

3. Definitions

Disciplinary Measures shall mean sanctions on Employees as defined and regulated in the MPP Human Resources Policy, as amended from time to time.

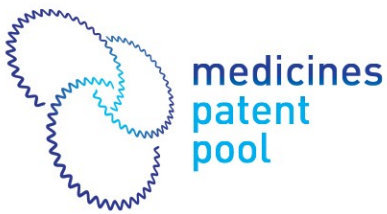
Employee(s) shall mean a person working under an employment contract with the MPP.

Compliance Officer may be the individual designated by the Governance Board to develop the implementing protocols, receive, investigate and respond to reports of Suspected Violations under this Code.

Covered Members shall mean MPP's Governance Board, members of the Expert Advisory Group and Employees.

Gender refers to the socially constructed roles, behaviours, activities, attributes and opportunities that any society considers appropriate for men and women, boys and girls and people with non-binary identities.

MPP's Policies shall mean MPP's Conflict of Interest Policy, MPP's Whistleblower Policy, MPP's Human Resources Policy, and any other internal policy approved by the MPP Governance Board, and as amended from time to time.



MPP's Partners shall mean third parties who work with or on behalf of the MPP, such as consultants, agents, interns, volunteers, representatives, service providers, collaborating partners and independent contractors.

Suspected Violation shall mean a suspicion of a violation of any applicable laws, regulations and internal policies of the MPP, including but not limited to, this Code of Ethics, the Conflict of Interest Policy and fraud against the MPP. Suspected Violations may be raised by Covered Members, MPP's Partners or by any third party.

4. To whom this Code applies

This Code applies to all Covered Members. The highest standards of conduct, competence and performance are expected of all Covered Members in order to reflect MPP's ethical principles.

In addition, all Employees have a responsibility to contribute to the goals of MPP and to ensure that their conduct is consistent with MPP organizational commitments (as described below).

This Code is not intended to cover every situation or problem that may arise, and therefore, Covered Members are encouraged to seek guidance and assistance from the Compliance Officer in order to resolve issues and ensure the ethical performance at the time of discharging their professional responsibilities.

5. Obligations of Covered Members

Ethical behaviour requires making determinations as to the correct course of action, often without clearly established rules or laws. Ethics is thus not about following a strict set of guidelines, but rather about doing more generally the right thing. In this respect, a successful ethics policy facilitates behaviour that by example leads to the development of an ethics-focused organizational culture and environment. The responsibility to behave ethically and in a manner that enhances MPP's reputation and supports the achievement of its mission and goals is therefore shared by all Covered Members.

Each Covered Member is required to agree to comply with this Code.

6. Ethical standards

Covered Members accept professional responsibility for their actions and decisions. All Covered Members are to fulfil their tasks with impartiality, honesty, and integrity at all times, in accordance with MPP's values and principles. Covered Members must apply its professional knowledge and skills towards meeting MPP's objectives, and will always:

- i. Be honest and impartial in our work, acting fairly, ethically and with integrity in all dealings.
- ii. Ensure that decisions regarding individual or organizational activities are fair and transparent, and that they will be implemented in an ethical manner.
- iii. Seek expert guidance if in doubt about the ethical propriety of a situation.



- iv. Engage only in activities or practices that support the welfare of individuals and people.

7. Legal compliance

All Covered Members must be fully compliant with all applicable laws and be familiar with what constitutes a violation and the potential consequences of committing an offence. In all activities related to MPP, Covered Members shall:

- i. Comply with all laws and regulations in the countries in which the MPP operates.
- ii. Never engage in or support any form of bribery, corruption, extortion or embezzlement.
- iii. Refrain from offering or accepting gifts or hospitality in contravention to the MPP's Gifts Policy when engaging directly or indirectly in business activities relating to MPP.
- iv. Not engage (whether directly or indirectly, or through an agent or other intermediary) in any corrupt, fraudulent, collusive, anti-competitive, or coercive practices.

8. Accurate and complete information

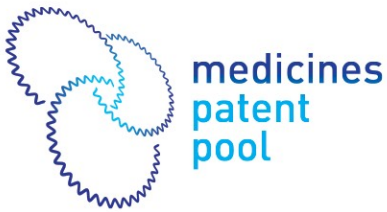
Covered Members, in all its activities, shall:

- i. Record and report information honestly, accurately and objectively, including financial and non-financial information.
- ii. Accurately reflect transactions and events in any records that are created, including financial data and other information.
- iii. Create, retain, and destroy paper and electronic information in line with the applicable laws and MPP's Policies.
- iv. Not falsify records or misrepresent facts.

9. Proprietary and confidential information

Covered Members may receive access to confidential or proprietary information that is not generally known or available to the public. Neither during, nor subsequent to the employment or collaboration with MPP will be permitted to disclose to any third parties any confidential or proprietary information, or any information regarding any organizational operations, projects or activities, unless the Executive Director authorizes such disclosure in writing. Hence, Covered Members must:

- i. Respect and protect confidential, proprietary and/or sensitive business information and avoid divulging such information with any third party that is not bound by a written confidentiality agreement with MPP.
- ii. Keep confidential or proprietary information secure at our workstation and ensure the security of such information at all times.



Notwithstanding the above, the confidentiality obligations shall not apply where such information: (a) was already in the public domain at the time of disclosure; (b) later became part of the public domain through no act or omission of Covered Members; or (c) was independently developed by Covered Members without reference to the MPP's confidential information.

10. MPP organizational commitments

10.1 Equal opportunity and non-discrimination

MPP will provide equal opportunities for all Employees, and will apply objective and fair criteria to ensure that all Employees are selected, assessed, promoted and treated on the basis of their merits, abilities and experience, without discrimination on the basis of gender, race, religion or belief, nationality, ethnic or social origin, age, sexual orientation, marital status, disability or other aspects of personal status.

MPP prohibits discrimination on the basis of gender, race, religion or belief, nationality, ethnic or social origin, age, sexual orientation, marital status, disability or other aspects of personal status. Discrimination includes actions, made either directly or indirectly, based on distinctions or prejudices which have the purpose or effect of treating individuals or groups unfairly or unjustly. It may include a series of events or a one-time incident.

10.2 Gender equity and equality

MPP is committed to gender equity and equality. Gender equity means fairness of treatment for women and men, boys and girls and people with non-binary identities, according to their respective needs. This may include equal treatment or treatment that is different but considered necessary to enable equal participation of all individuals in terms of rights, benefits, obligations and opportunities in their professional life. Gender equality means that the different behaviours, aspirations and needs of all individuals are considered, valued and favoured equally and that they will be treated equally in respect of their rights, responsibilities and opportunities.

MPP recognizes that supporting gender equity and equality is of paramount importance to ensuring a technically strong MPP and a work place free from discrimination and harassment.

10.3 No abuse of authority/power

The abuse of authority/power is the improper use of a position of influence, power or authority by an individual towards another. Abuse of authority can include a one-time incident or a series of incidents. It may also consist of a conduct that creates a hostile or offensive work environment, which includes, but is not limited to, the use of intimidation, threats, blackmail or coercion. Decisions made through the proper use of managerial and supervisory responsibilities are not considered as abuse of authority.

MPP Employees must demonstrate respect in their interactions with colleagues, particularly towards the staff member(s) under their supervision.

10.4 No disrespect

Disrespectful behaviour in terms of lack of the minimum level of courtesy and dignity in interaction with others, or in inappropriate conduct, comment or display that either insults, denigrates, disparages or humiliates someone or depreciates their value, amounts to a breach of MPP's ethical principles and may lead to Disciplinary Measures as per MPP's Human Resources Policy. Disrespect may also relate to general statements or attitudes regarding the diversity of human beings and their work. Some examples of disrespect are:

- Spreading rumours or malicious untruths to slander someone's reputation (gossip)
- Shouting
- Criticizing, ridiculing or dismissing achievements
- Degrading someone in front of other people (public humiliation)
- Inappropriate sarcasm
- Speaking in a condescending or belittling way
- Swearing at or insulting another person
- Dismissive or negative gesturing when someone is speaking
- Talking over another person
- Refusing to speak to someone about work related matters
- Taking credit for work done by others
- Actively undermining work and authority by destroying the good will between colleagues

10.5 No Harassment

10.5.1 Harassment is an unwanted behaviour directed at another identified person that:

- (a) Is repeated or pervasive (although a single incident may be viewed as harassment), and
- (b) has the purpose or effect of violating an individual's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment for that person

10.5.2 Harassment may:

- (a) happen between an individual against another individual, either at the same hierarchical level or between individuals with different hierarchical level and/or different contractual status;
- (b) take the form of bullying, characterized by the underlying perception of an imbalance of power, and by the repeated or habitual use of force, physical and/or emotional aggression or coercion to intimidate or dominate others;
- (c) occur between a group and an individual, in which case it is referred to as "mobbing"

10.5.3 Harassment may be obvious, or it may be insidious, and interfere with the recipient's ability to carry out their functions and/or create an intimidating or hostile work environment. Harassment can make someone feel anxious, angry, frustrated or humiliated. While some people may try to "fight back" in some way, others may become frightened and de-motivated. Stress, loss of self-confidence and self-esteem caused by harassment, bullying or mobbing can lead to job insecurity, illness, absence from work, and even resignation. Work performance is frequently affected and relations in the workplace suffer.

10.5.4 Harassment may be present in the form of words, gestures, or other actions that alarm, threaten, abuse, demean, intimidate, belittle, or cause personal humiliation, embarrassment or emotional distress to another person. Harassment may not necessarily happen face to face but may also occur in written communications, email, phone, and supervision methods.

10.5.5 MPP Employees are expected to support all efforts to eliminate any behaviour, action or circumstances that undermine MPP's commitment to a harassment-free work place.

10.5.6 Conduct involving discrimination or harassment by Employees will not be tolerated and will be treated in accordance with the Disciplinary Measures as per MPP's Human Resources Policy. To address inappropriate behaviour, MPP has made available mechanism for Employees to report their concerns, suspicions of wrongdoing or any Suspected Violation through notice to the Compliance Officer or anonymous reports through the Ethics Portal of the MPP webpage.

10.6 No Sexual Harassment

10.6.1 The MPP does not tolerate sexual harassment. Sexual harassment is a particularly severe form of harassment, and is understood as any unwelcome, unsolicited and unreciprocated, sexual advance, request for sexual favour, verbal or physical conductor gesture of a sexual nature, or any other behaviour of a sexual nature (including pornography, sexually-coloured remarks) that has or that might reasonably be expected or be perceived to offend, humiliate or intimidate another person.

10.6.2 Sexual harassment frequently interferes with work: it may be implicitly or explicitly a condition of employment or of making decisions on the basis of sexual advances being accepted or rejected. Sexual innuendo may create an intimidating, hostile or offensive environment. Sexual harassment can imply a series of incidents or a one-time incident, if the latter has an unambiguously offensive sexual character. Sexual harassment may occur between persons of different or same sex and may extend to outside of working hours and outside the work place.

Behaviours that can be considered harassment/sexual harassment

Physical	Verbal	Visual
<ul style="list-style-type: none"> ○ Assault ○ Touching ○ Blocking ○ Hugging ○ Kissing ○ Pinching ○ Patting ○ Leering ○ Gesturing ○ Grabbing 	<ul style="list-style-type: none"> ○ Jokes, remarks or questions of sexual or flirtatious nature ○ Propositions for sexual activity ○ Pressure for dates ○ Obscene language which is gender specific or sexual in nature ○ Inappropriate comments about a person's body 	<ul style="list-style-type: none"> ○ Cartoons ○ Written documents ○ Pin-up calendars ○ Drawings ○ Computer images ○ Computer games ○ Posters ○ Objects ○ Emails

10.6.3 Employees found to have engaged in acts of sexual harassment will be subject to disciplinary measures in accordance to MPP's Human Resources Policy, including being dismissed. In severe



corroborated cases, they may also become the subject of criminal proceedings and MPP will provide full support and all investigation materials to the national authorities in these instances.

11. Use of MPP's resources and facilities

Covered Members should not utilize MPP's equipment, resources or services for personal benefit or that of another person or entity. However, reasonable personal use of MPP's equipment, resources or services may be acceptable. All Covered Members should also seek to protect MPP's property from loss, theft or other misuse. Questions regarding use of MPP resources and facilities should be directed to the relevant Manager, as appropriate.

12. Environment, health and safety

MPP is committed to conducting its business in compliance with all relevant environmental and workplace health and safety laws and regulations. MPP strives to provide a safe and healthy work environment and to avoid adverse impact and injury to the environment.

13. Channels for raising concerns and reporting Suspected Violations

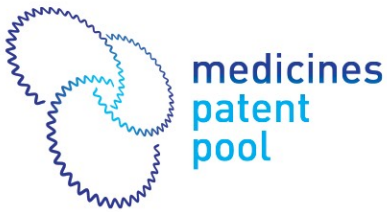
There are a variety of channels available to ask questions about the Code, which include:

- i. MPP's Compliance Officer
- ii. The next level of management of an officer at the MPP
- iii. MPP's Human Resources Manager
- iv. The web-based reporting system "MPP's Ethics Portal" that can be accessed on line on MPP's website at www.medicinespatentpool.org.

Suspected Violations may be raised by Covered Members, Partners, or by any third party. This Policy, along with the contact information of the Compliance Officer, will be published on MPP's website to facilitate Third Parties to bring Suspected Violations to the MPP's attention.

Suspected Violations of this Code or any of the MPP's Policies are required to be reported to the MPP by one of the methods described above. Whatever the method, the following describes aspects of the handling of such reports:

- i. Anonymity. When reporting a Suspected Violation of this Code or any of MPP's Policies your confidentiality will be respected if so requested. Your identity and the information you provide will be shared only on a "need-to-know" basis with those responsible for resolving the Suspected Violation. You may report anonymously; if you do so, make sure to provide as much information as possible about the Suspected Violation. You will be provided the opportunity to create credentials that will allow for follow-up at a later date, while still protecting your identity.
- ii. Feedback. Compliance Officer will address all reports in a timely and confidential manner. All reports will receive an objective and complete assessment and, if warranted, an investigation. In addition, corrective action will be implemented when appropriate, and feedback will be given to the individual reporting the Suspected Violation.



14. Managing of the reports of Suspected Violations

The Compliance Officer will acknowledge in writing receipt of reports or notifications of any suspected violations (unless the complainant is filed anonymously). Upon receipt of a report of any suspected violations, the Compliance Officer will promptly notify in writing the Chair of the Board and the Chair of the Ethics and Compliance Committee and will conduct a preliminary assessment of the allegation(s) based on any evidence available.

Based on the preliminary assessment, the Compliance Officer will advise the Chair of the Board and the Chair of the Ethics and Compliance Committee whether a full investigation appears to be necessary, as well as on measures to safeguard the confidentiality of the investigations.

The Chair of the Board will decide whether, based on the gravity of the allegation(s), the whole Governance Board should also be informed.

Where it is determined that a full investigation is necessary, the Compliance Officer will investigate the case or, depending on the gravity of the allegation, recommend to the Ethics & Compliance Committee that the investigation should be conducted by another independent party.

The Compliance Officer will, either directly or through another independent investigator, provide a written report of the investigation to the Chair of the Board and the Chair of the Ethics and Compliance Committee who together will decide upon next steps, including communicating the results of the investigation to the Governance Board or the Ethics and Compliance Committee, such that any appropriate action may be taken pursuant to the Covered Policies.

Where notified by the Chair of the Board, the Governance Board or the Ethics and Compliance Committee will determine whether there are grounds for charging the Covered Member with Disciplinary Measures in accordance with the MPP's Human Resources Policy, or any appropriate corrective or punitive measure.

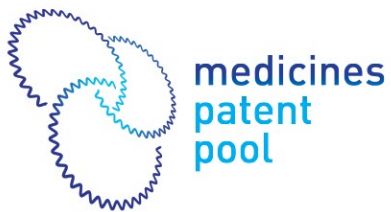
15. Disciplinary action

Any disciplinary action taken against an Employee who is proven to have violated applicable laws, regulations, internal policies including, but not limited to, the Code of Ethics and the Conflict of Interest Policy; or has misuse of resources; or violate internal financial, accounting and operational controls and procedures, shall be conducted in accordance with the Disciplinary Measures of MPP's Human Resources Policy.

16. Protection from retaliation

It is contrary to the values of the MPP for anyone to retaliate against anyone who in good faith reports a suspected violation of this Code.

Examples of retaliation include negative actions such as, but not limited to, unwarranted poor performance evaluations, changes in job duties or other negative decisions affecting the individual's terms and conditions of employment.



An Employee who retaliates against any Complainant who has reported a violation in good faith is subject to Disciplinary Measures up to and including dismissal of such Employee.

17. Confidentiality

Violations or Suspected Violations may be submitted on a confidential basis by the Complainant. Reports of violations or Suspected Violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

18. Effective Date

This Policy comes into effect as of 31 of October of 2016.

[Policy approved by the Governance Board of the Medicines Patent Pool Foundation on 31st October 2016, and amended on 15th February 2017, 20th September 2017 and 22nd October 2018]