

Policy on Gifts and Hospitality of the Medicines Patent Pool Foundation

1 Purpose

1 The purpose of this Gifts and Hospitality Policy is to ensure the objectivity and freedom of action of the Covered Members [meaning any member of the Board of the Foundation, member of the Expert Advisory Group and Employees of the Foundation (defined as a person working under an employment contract with the MPP)] when discharging their duties for the Medicines Patent Pool Foundation. It thus protects the reputation, integrity and independence of the Medicines Patent Pool Foundation and, thereby, its ability to achieve the purpose for which it was established.

2 This Gifts and Hospitality Policy ("Gifts Policy") establishes which rules the Covered Members should observe when accepting and extending gifts and hospitality.

3 Offering, promising, making, requesting, agreeing to receive, or accepting, directly, or indirectly through third parties, any payments, gifts, or anything of value for the purpose of unlawfully obtaining, retaining or gaining an advantage in business are strictly forbidden.

2 Scope

1 The Gifts Policy applies to all Covered Members.

2 This Gifts Policy shall also apply to Related Persons (meaning spouses, registered partners or domestic partners of a Covered Member; and minor and dependent adult family members of a Covered Member and other dependent persons living with him or her in the same household), if it can be argued or perceived that a gift or hospitality is in fact for the benefit to the Covered Member or seeks otherwise to unduly influence the Covered Member. Covered Members shall ensure that Related Persons are aware of the Gifts Policy and are required, to their best knowledge, to report any Reportable Gifts and Hospitality (as defined below) extended to a Related Person.

3 Acceptable Gifts and Hospitality

1 Cash, personal gifts, invitations, discounts, and entertainment, are not an accepted part of business conduct. Cash payments or personal gifts such as gift certificate, discount cards are prohibited, as well as benefits such as sporting club subscriptions, subscriptions for sport events or for entertainment events (this list is not exhaustive).

2 Gifts that are incidental to an event are acceptable, such as in case of cultural gifts, trinkets, books, calendars, food and beverage in value up to 100 CHF, without the need for the Covered Member to report such gifts and hospitality.

3 Covered Members may extend gifts and hospitality to business partners and stakeholders of the Medicines Patent Pool Foundation, provided they are offered in the interest of a good business relationship and are not being offered with any expectation of receiving

anything in return. Hosting a business partner for a normal business lunch or dinner is an acceptable form of hospitality. As a general rule, the value of gifts and hospitality should not exceed 100 CHF per person. When extending gifts and hospitality Covered Members should be mindful that the Medicines Patent Pool Foundation is as a not-for-profit foundation funded by public sources and is expected to use its funds to further the purpose of the Medicines Patent Pool Foundation. An exception to this general rule may be possible if authorized by the Executive Director and the Compliance Officer prior to the action.

4 Reportable Gifts and Hospitality

1 Gifts and hospitality from business partners and stakeholders of the Medicines Patent Pool Foundation, which may create the appearance of inappropriateness or undue influence or otherwise could seek to influence the objectivity or freedom of action of the recipient ("**Reportable Gifts and Hospitality**") should generally not be accepted by Covered Members. In case of unanticipated situations in which the refusal could be detrimental to the MPP, they must be reported to the Compliance Officer in accordance with Section 7.

2 Gifts and hospitality from business partners and stakeholders of the Medicines Patent Pool Foundation constitute Reportable Gifts and Hospitality, in particular, if they are, or could be perceived to be:

- (a) lavish;
- (b) exceed socially accepted norms and common business practice;
- (c) offered prior to or in connection with a tender process;
- (d) offered with the clear intention of obtaining a favour or a service in return or otherwise influencing the decision making process; or
- (e) offered in the form of cash or cash equivalents (e.g., gift vouchers).

Covered Members shall exercise judgment in assessing whether or not gifts or hospitality constitute Reportable Gifts and Hospitality and, in particular, when assessing their value.

3 Covered Members shall neither solicit nor, as a matter of principle, accept any offer for Reportable Gifts and Hospitality from business partners and stakeholders of the Medicines Patent Pool Foundation. In situations where refusing Reportable Gifts and Hospitality would not be practicable (for example in unanticipated situations) or, under the local customs and social norms impolite, or if refusal could be detrimental for the MPP, the Covered Member shall accept such Gifts and Hospitality and report them to the Compliance Officer.

5 Invitations to Conferences and Events

1 Covered Members, depending on their role within the Medicines Patent Pool, may be expected to attend to conferences, industry or professional events and receptions in the ordinary course of business and, therefore, may accept invitations to such events in the ordinary course of business. Covered Members should avoid attending events that are, or could be perceived to be, unduly extravagant, or where the primary purpose of the event is not business-related.

2 *Per diems* offered to Covered Members from public or non-profit entities that reasonably reflect the actual costs of travel, meals and accommodation are acceptable, without reporting. In the event of uncertainty, Covered Members shall seek guidance from his/her Supervisor or Compliance Officer. *Per diems* offered to Covered Members from for-profit entities should not be accepted, unless expressly authorized in advance by the Executive Director in case of Employees, and by the E&C Committee in case of the Executive Director and other Covered Members.

6 Travel and Accommodation Expenses

1 If an invitation to a conference or an event that meets a Medicines Patent Pool Foundation business purpose entails travel and accommodation costs, such expenses may be treated as normal business expense and be paid by the Medicines Patent Pool Foundation. If the inviting party bears the travel and accommodation costs, such costs shall be taken into consideration when assessing the appropriateness of the invitation. As a general rule, the hospitality provided must not exceed what participants would normally be prepared to pay for themselves or what MPP would normally pay for.

2 Neither the Medicines Patent Pool Foundation nor the inviting party shall bear any costs associated with an extension of the stay for private reasons or extension to any relative of MPP Covered Member.

7 Reporting

1 Covered Members shall report in writing to the Compliance Officer without delay and where possible before accepting them, any Reportable Gifts and Hospitality, they or Related Persons are offered by actual or potential Medicines Patent Pool Foundation's business partners, including any company which is, or may become, a licensee.

2 The Compliance Officer shall decide whether the Reportable Gifts and Hospitality can be accepted or refer the matter to the Ethics and Compliance Committee. The Ethics and Compliance Committee may require Covered Members to pass such Reportable Gifts and Hospitality over to the Medicines Patent Pool Foundation or donate them to charity.

8 Review

The Ethics and Compliance Committee will oversee the implementation of this Policy and shall regularly and consistently monitor and enforce compliance and take such other actions as are necessary for effective oversight, as randomized control of Expenses report.

9 Violations of the Gifts Policy

1 If the Compliance Officer has reasonable cause to believe a Covered Member has failed to comply with this Gifts Policy, he/she shall inform the Ethics and Compliance Committee and the Covered Member of the basis for such belief and afford the Covered Member an opportunity to explain the alleged issue.

2 If, after hearing the Covered Member's response and after making further investigation as warranted by the circumstances, the Ethics and Compliance Committee concludes that the Covered Member has failed to comply with his or her duties, it shall take the appropriate disciplinary and corrective action, including if appropriate termination of his or her mandate or employment agreement.

10 Implementation

Covered Members must familiarize themselves with this Gifts Policy. The Medicines Patent Pool Foundation shall organize a training session. Covered Members are required to participate in such training sessions.

11 Reporting Potential Misconduct and Non-Retaliation

1 If a Covered Member suspects that another Covered Member has failed to comply with this Gifts Policy, he or she may report the matter to the Compliance Officer.

2 Covered Members who, in good faith, report potential misconduct or otherwise collaborate in any inquiry or investigation of potential misconduct will be protected against retaliation.

12 Interpretation

1 In cases where Covered Members are uncertain or have questions on the interpretation of their rights and obligations under this Gifts Policy, they may consult the Compliance Officer, who may refer the matter to the Ethics and Compliance Committee.

2 For the avoidance of doubt, any information provided shall be for the sole benefit of the Medicines Patent Pool Foundation and shall not create an attorney-client relationship between the Covered Member and the Compliance Officer or the Medicines Patent Pool Foundation.

13 Awareness and Training

Covered Members must familiarize themselves with this Policy. Medicines Patent Pool Foundation will regularly organize training sessions. Covered Members are required to participate in training sessions.

14 Entry into Force and Relation with other Instruments

This Gifts Policy enters into force as of 15 February 2017. It applies in addition to the Conflict of Interest Policy, which establishes the general principles and rules on conflicts of interest.

[Adopted by the Medicines Patent Pool Foundation Board on 15 February 2017, as amended on 11 of April 2017 and 20 September 2017]