

## **MEDICINES PATENT POOL WHISTLEBLOWER POLICY**

The Medicines Patent Pool (MPP) requires its Covered Members (employees, Board members and EAG members) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As Covered Members of the MPP, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws, regulations and internal policies of the MPP.

### **1. Definitions**

- 1.1 **Code of Ethics** shall mean MPP's Code of Ethics, as amended from time to time.
- 1.2 **Complainant** shall mean a Member or any Third Party that lodges a complaint under this policy.
- 1.3 **Compliance Officer** shall mean the individual designated by the Governance Board to receive, investigate and respond to reports of Suspected Violations under this Policy.
- 1.3 **Conflict of Interest Policy** shall mean MPP's Conflict of Interest Policy, as amended from time to time.
- 1.4 **Disciplinary Measures** shall mean sanctions on Employees as defined and regulated in the MPP Human Resources Policy, as amended from time to time.
- 1.5 **Employee(s)** shall mean a person working under an employment contract with the MPP.
- 1.6 **Gross Misconduct** shall mean the conduct that according to MPP's Human Resources Policy leads to the dismissal of the Employee.
- 1.7 **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, Code of Ethics, the Conflict of Interest Policy and fraud against the MPP.
- 1.8 **Third Party(ies)** shall mean any individual or entity other than Covered Members.

### **2. Purpose**

The purpose of this policy is:

- (a) to develop controls that will facilitate the detection and prevention of non-compliance, misconduct, or potential fraud against the MPP.
- (b) to provide for an independent investigation by the Compliance Officer of reports by a Complainant of a Suspected Violation of any applicable laws, regulations and internal policies of the MPP, and review thereof by the Chair of the Board.



- (c) to provide a framework for protecting the confidentiality of any Complainant reporting any concern.

### **3. Scope of application**

This policy applies to all Covered Members.

Suspected Violations may be raised to the Compliance Officer by Covered Members 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.

### **4. Reporting Suspected Violations**

4.1 This Whistleblower Policy is intended to encourage and enable Covered Members and Third Parties to raise concerns of Suspected Violations, including, but not limited, to the following:

- (a) potential violations of internal financial, accounting and operational controls and procedures;
- (b) misuse of resources;
- (c) potential violations of applicable laws, regulations, internal policies including, but not limited to, the Code of Ethics and the Conflict of Interest Policy, and fraud against the MPP.

4.2 If a Covered Member is not comfortable informing Managers in the MPP of the Suspected Violation, or having done so, is not satisfied with their response, he or she should contact the Compliance Officer.

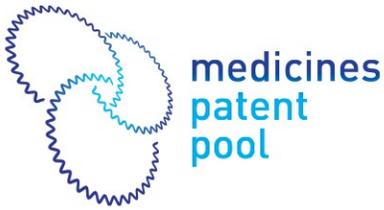
4.3 A Suspected Violation should be reported in writing as soon as possible and not later than six (6) months after knowledge of the event(s) that has occurred. The report should be factual and contain as much specific information as possible to allow for a proper assessment of the nature, extent and urgency of the case.

### **5. Acting in Good Faith**

5.1 Any Complainant filing a report concerning a Suspected Violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation.

5.2 Any complaint by a Covered Member that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as Gross Misconduct and imply the dismissal of the Employee or termination of the services of the Board or EAG member.

### **6. Receiving and addressing allegations of Suspected Violations**



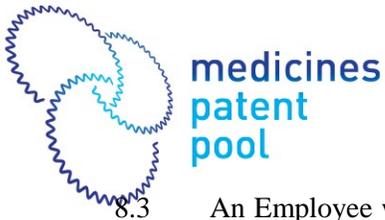
- 6.1. The Compliance Officer will acknowledge in writing receipt of reports or notifications of any Suspected Violations (unless the complainant is filed anonymously). Upon receipt of a report of any Suspected Violations, the Compliance Officer will promptly notify in writing the Chair of the Board and the Chair of the Ethics and Compliance Committee, and will conduct a preliminary assessment of the allegation(s) based on any evidence available.
- 6.2. 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.
- 6.3. The Chair of the Board will decide whether, based on the gravity of the allegation(s), the whole Governance Board should also be informed.
- 6.4. 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 and Compliance Committee that the investigation should be conducted by another independent party.
- 6.5. 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 Policies.
- 6.6. Where notified by the Chair of the Board, the Board or the Ethics and Compliance Committee will determine whether there are grounds for charging and Employee with Disciplinary Measures in accordance with the MPP's Human Resources Policy.

## **7. 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.

## **8. Protection from retaliation**

- 8.1. It is contrary to the values of the MPP for anyone to retaliate against any Covered Member who in good faith reports a Suspected Violation.
- 8.2. 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.



8.3 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.

## **9. 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.

## **10. Effective Date**

This Policy comes into effect as of 31<sup>st</sup> of October 2016.

[Policy approved by the Governance Board of the Medicines Patent Pool Foundation on 31<sup>st</sup> October 2016, as amended on 15<sup>th</sup> February 2017 and 20<sup>th</sup> September 2017]