

Brasilia, January 29, 2018.

## **Codes of conduct**

### **ABIIS (Brazilian Alliance of Innovative Healthcare Industries)**

The ABIIS Board of Directors has established the following rules of conduct, with the aim of enhancing the governance of the Alliance and providing clear and unambiguous guidelines for the conduct of its members and teams.

#### **Meetings and interaction among Board Directors**

The members of the ABIIS Board of Directors agree with the following guidelines:

- (1) Board Members shall ensure that discussions taking place during meetings (a) are limited to the collective interests of ABIIS members, as stipulated in the ABIIS Bylaws and related regulatory instruments, and (b) reflect the scope and objectives as defined by the members of ABIIS under the Bylaws;
- (2) Board Members will undertake periodic performance reviews to ensure that the duties and objectives of the Board are carried out in accordance with the requirements of ABIIS members;
- (3) Council Members will seek consensus on contentious issues, ensuring that discussions take place in an environment of respect for all Council Members, including giving them the opportunity to intervene in discussions and, where appropriate, welcoming grievances, aspirations and ideals, within the scope and following the objectives as defined by the members of ABIIS in terms of its Bylaws; and

- (4) Board Members will carry out activities in a transparent manner, sharing all information to which a Director has access as a result of their position, their role, and their activities at ABIIS.

### **Commitment to the Alliance**

Members of the ABIIS Board of Directors also agree to the following guidelines:

- (1) In order to eliminate the appearance of impropriety, Directors shall avoid the implementation of activities that may confer personal advantage on any Director or on companies or associations linked to any Director, either within the internal structure of the Alliance or linked to any agreements or activities that bear the seal of the Alliance, directly or indirectly; and
- (2) Directors shall use all of their skills, knowledge, and determination to strengthen ABIIS and help build a fairer and more transparent environment in the health department.

In addition to the commitments set out above, an ABIIS director shall not accept, on behalf of another entity, or transfer to another entity, invitations made solely on the basis of their position or role on the ABIIS Board of Directors. If such an invitation is received, the Director shall notify the other Directors of the Board, who will make every effort to replace them with an individual appointed on an ad hoc basis for the express purpose of representing ABIIS.

In addition, in the event that a Director's professional duties are incompatible with their obligations to ABIIS, the Director will ask to be withdrawn, temporarily suspended or completely resign from his or her duties in the Board of Directors, depending on the circumstances in each case.

## **Confidentiality**

"Confidential Information" is any material data that is not in the public domain and known to the Director to be confidential or protected by law.

All statistical data related to surveys and studies carried out by the Alliance in the exercise of its activities must be accessible as Confidential Information to ABIIS members. The Board of Directors is responsible for establishing the scope and deadlines for disclosing this data.

ABIIS members and their associates will not use or disclose any Confidential Information that does not fall within the scope of the previously approved disclosure process, unless they are given express authorization to do so by the Board of Directors,

Members of the ABIIS Board of Directors are prohibited from disclosing Confidential Information about projects, activities, and business matters of ABIIS, whether for their own benefit or that of others.

## **Relationships with Public Agents and Government Authorities**

Directors will nurture their relationships with the government and their representatives at all levels, complying with the highest standards of legality, institutionality, honesty, integrity, and transparency. This includes taking all reasonable steps to comply with any applicable law, regulation or other requirement against bribery and corruption, helping to ensure the Alliance's compliance with these laws.

It is strictly forbidden for any Director, manager, employee or representative of ABIIS to promise, offer or provide undue advantages, directly or indirectly, to public agents or third parties linked to public agents. It is also prohibited to finance, fund, sponsor, or guarantee, in any way, the practice of illegal acts, as stipulated in the relevant legislation.

In any situation in which a Director identifies risks to the image or involvement in illegal or ethically dubious activities, they must immediately step aside and state that ABIIS does not agree with such practices.

### **Respect for Competition Laws**

Directors must ensure that Alliance meetings and activities are not used as a forum for maintaining agreements or exchanging information on prices, customers, operational areas, sales methods, work plans, or any other matters that may violate competition rules in force.

Board meetings must have a pre-defined and clear agenda in writing, and the respective records must be kept in order to substantiate the legitimacy of the discussions.

If a Director detects risks of violation of national or international competition rules, they must always and immediately warn of such risks and make all efforts to put an end to the illegal activities. If it is impossible for the Director to prevent the involvement of third parties in the practice of illegal or ethically dubious activities, they must immediately leave, stating that ABIIS does not agree with this type of practice.

### **Political activities**

Directors of ABIIS are not required to resign from their positions and roles in the Alliance if they choose to participate in the Brazilian political process as candidates or in support of candidates. However, in order to demonstrate that these activities are separate from those of ABIIS, the Directors involved shall be permanently or temporarily removed from their duties by decision of the Board.

Directors are prohibited from taking part in campaigns or soliciting financial contributions using their position as Directors of ABIIS, or employing ABIIS' name, reputation, resources, and funds for such purpose.

## **Statements provided to the press, online, on social networks, or in other media**

Signed articles, interviews, and letters to the press on behalf of ABIIS may only be made by the President of ABIIS or by a Director or Associate previously authorized to do so by the President. This should always be done with the participation of the press consultancy, if available.

## **Use of ABIIS resources, email, facilities, brand, and logo**

The resources, electronic mail, facilities, brand and logo belonging to ABIIS shall be used exclusively in connection with the central functions of ABIIS.

## **ABIIS image protection**

It is the duty of every member of the Board of Directors to care for the image, reputation, and suitability of ABIIS, working to ensure the growth and sustainability of the Alliance.

## **Control and Accounting Procedures**

ABIIS will maintain adequate internal controls for the purposes of assessing and managing risk to its assets, reputation, activities, and staff.

Financial and accounting procedures will be carried out in an accurate, complete, truthful, and lawful manner. Directors will cooperate fully with internal and external audits.

Material, financial, and intellectual assets will be protected and used effectively and for the purposes set out.

No payment will be approved or issued with the intention or knowledge that such payment, in its integrity or in part, will be used for any purpose other than the one(s) described in the supporting documentation.

## **Conflicts of interest**

Directors of ABIIS have the right to take part in any activities of the Alliance, as long as they avoid conflicts of interest.

A conflict of interest is defined as any situation in which the Director of ABIIS has professional or personal interests that prevent them from fulfilling their responsibilities towards ABIIS in an impartial manner, whether or not there are unethical or inappropriate acts involved.

Conflicts of interest must be avoided; when this is not possible, circumstances must be formally reported during a meeting of the ABIIS Board of Directors. The Director involved must refrain from participating in decisions or actions in which there are conflicts of interest.

Some examples of conflicts of interest are the following:

- a. Using ABIIS' facilities, equipment or any other assets, rights or confidential information for one's own benefit.
- b. Using the time allotted to ABIIS for personal purposes, regardless of whether they are scientific or academic purposes.
- c. Having, establishing, or maintaining formal or informal corporate relationships with companies or individuals that have a business relationship with ABIIS.
- d. Taking part in activities promoted by others that may compromise the activities of ABIIS.
- f. Using or allowing the use of techniques, methods, or data owned by the Alliance that are protected or could be protected by the right to intellectual property, without due compensation from ABIIS.

- g. Declaring oneself as ABIIS Director in publications, activities, and events, serving one's own interests, or when such initiatives are not linked to ABIIS' objectives.
- h. Hiring or influencing the procurement of goods or services, including in the form of employing family members or businesses owned by the family members, or businesses that employ up to second degree relatives.
- i. Influencing commercial relationships of any nature, including donations, of ABIIS with individuals or companies with which the Alliance maintains ties and when the flow of funds originates from ABIIS.

### **Gifts and bonuses**

Regardless of the position they occupy at ABIIS, Directors are prohibited from:

- a. Accepting bonuses or gifts of any nature from individuals or companies with whom ABIIS is involved for the purpose of purchasing and bidding, selling, or providing services.
- b. Receiving, giving, offering, or promising bonuses or gifts to anyone with the aim of influencing any decision in the interest of ABIIS.

Bonuses or gifts are payments in the form of cash, merchandise, discounts, leisure travel, and others.

Invitations to lunch and dinner are not considered bonuses or gifts, provided they are customary, modest, and reasonable in the ordinary course of business or related events. This exception also applies to gifts usually distributed as amenity or marketing tools, or to mark commemorative dates and special occasions.

Any complaint received by directors of ABIIS about another director or member of the Alliance, or about any other association, company, or individual, should be forwarded to the Health Ethics Institute for analysis.

**Carlos Eduardo Paula Leite Gouvêa**  
**Treasurer of the Board of Directors**