

CODE OF CONDUCT & ETHICS

1. Guiding principles, scope and purpose

- 1.1. Guiding principles. FIND's mission is to turn complex diagnostic challenges into simple solutions to overcome diseases of poverty and transform lives. Transparency, open communication, accountability and integrity are critical components of the success of FIND in achieving its mission. FIND's reliance on grants and donations also requires that the organization maintain a spotless reputation at all times. The responsibility to behave ethically, in a manner that supports the achievement of FIND's mission and enhances its reputation, lies with all those associated with FIND and its work. All of us have a duty of care to ensure not only that we behave honestly and ethically at all times, but that we are also seen to act accordingly. Any inappropriate behaviour has the potential to tarnish FIND's character and reputation and thereby its mission. What we do is important; how we do it is just as important.
- 1.2. Purpose of this Code. The purpose of this Code of Conduct and Ethics (the "**Code**") is to establish principles and standards of conduct that FIND, our donors, recipients and other stakeholders expect of us, and that we should expect of ourselves. It helps define and understand legal issues and ethical dilemmas we may face in our work with or on behalf of FIND.
- 1.3. To whom this Code applies.
 - 1.3.1. **FIND Personnel.** This Code applies to all members of FIND's Board of Directors, its officers and employees, as well as those of its affiliated offices around the world ("**FIND Personnel**").
 - 1.3.2. **Partners.** In addition, FIND requires that third parties who work with or on its behalf, such as consultants, agents, interns, volunteers, representatives, service providers, collaborating partners and independent contractors (collectively, "**Partners**"), will meet the standards embodied in this Code or similar codes of conduct and/or ethics of their own.
 - 1.3.3. **Channels to raise questions.** We recognize that many FIND Personnel, and of our Partners, operate in different legal and cultural environments, and that interpreting and implementing these requirements may be challenging. Therefore, we strongly encourage FIND Personnel and our Partners to avail themselves of the channels described below in Section 11.3 should they have questions regarding compliance with this Code.
- 1.4. Obligations of FIND Personnel and Partners. Each member of FIND Personnel is required to agree to comply with this Code by signing a copy in the space indicated below. In addition, FIND Personnel shall ensure that the provisions of this Code have been communicated to and accepted by all Partners who receive FIND resources. If a Partner already has a similar code of conduct or ethics of its own, or is part of a national or international organization with its own applicable rules of conduct, FIND will expect the Partner to adhere to their own rules instead of this Code, and the same expectation of compliance to their rules will apply should the Partner and FIND wish to continue working together.
- 1.5. Collective responsibility. FIND adherence to this Code is a matter of the collective

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responsibility of all FIND Personnel and Partners. As a result, when using the words “we”, “us” or “our” in this Code, FIND is referring to all persons to whom this Code applies.

2. Ethical standards

- 2.1. We accept professional responsibility for our actions and decisions. All FIND Personnel and Partners are to fulfil their tasks with impartiality, honesty, and integrity at all times, in accordance with FIND’s values and principles. We must apply our professional knowledge and skills toward meeting FIND’s objectives, and we will always:
 - 2.1.1. be honest and impartial in our work, acting fairly, ethically and with integrity in all dealings
 - 2.1.2. ensure that decisions regarding individual or organizational activities are fair and transparent, and that they will be implemented in an ethical manner
 - 2.1.3. seek expert guidance if in doubt about the ethical propriety of a situation
 - 2.1.4. engage only in activities or practices that support the welfare of individuals and people
 - 2.1.5. avoid committing scientific misconduct
 - 2.1.6. strive to contribute to the field of public health by providing universal access to results/information arising from FIND’s work

3. Legal compliance

- 3.1. All FIND Personnel and Partners 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 of our activities related to FIND, we shall:
 - 3.1.1. comply with all laws and regulations in the countries in which we operate and travel
 - 3.1.2. never engage in or support any form of bribery, corruption, extortion or embezzlement
 - 3.1.3. refrain from offering gifts or entertainment other than of minimal value when engaging directly or indirectly in business activities relating to FIND
 - 3.1.4. not engage (whether directly or indirectly, or through an agent or other intermediary) in any corrupt, fraudulent, collusive, anti-competitive, or coercive practices

4. Conflicts of interest

- 4.1. To enable FIND to conduct its business effectively, the integrity of all FIND Personnel and Partners must be maintained at all times. Conflicts of interest arise when we place personal, social, financial or political interests before those of FIND. While we respect the right to privacy in their personal activities, political interests and financial affairs, FIND Personnel and Partners are responsible for avoiding situations that present – or create the appearance of – a conflict between their interests and those of the organization. Whether on the job or otherwise, nothing should conflict with our responsibilities to FIND. By avoiding actual or apparent conflicts of interest we will be able to act according to sound judgment in the best interests of FIND, rather than due to personal interest, relationship, pressure or gain.
- 4.2. Although it is impossible to address every situation in which a conflict of interest may arise, the following are examples of situations to be avoided:
 - 4.2.1. Engaging in an external business activity that is detrimental to or morally incompatible with FIND’s objectives, vision, mission and by-laws.
 - 4.2.2. Being bound by any external employment or activity that calls into question the loyalty of the FIND staff member or Partner, or that may prevent him/her from being

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able to devote appropriate time and attention to his/her responsibilities and obligations to FIND.

- 4.2.3. Receiving any amount of cash or anything of significant value (including inappropriate or undue entertainment beyond a normal business meal), whether as a gift or otherwise, from any individual or company with which FIND has dealings.
- 4.2.4. Taking advantage of or seeking to obtain personal gain from any opportunity learned of in the course of doing any work for FIND that could have benefitted FIND.

5. Accurate and complete information

5.1. In all of our activities related to FIND, we shall:

- 5.1.1. record and report information honestly, accurately and objectively, including financial and non-financial information
- 5.1.2. accurately reflect transactions and events in any records we create, including financial data and other information
- 5.1.3. create, retain, and destroy paper and electronic information in line with the applicable laws and FIND requirements
- 5.1.4. not falsify records or misrepresent facts

6. Proprietary and confidential information

6.1. We may receive access to confidential or proprietary information that is not generally known or available to the public. Neither during nor subsequent to our employment or collaboration with FIND will we 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 Chief Executive Officer of FIND authorizes such disclosure in writing. Hence, each of us must:

- 6.1.1. 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 FIND
- 6.1.2. keep confidential or proprietary information secure at our workstation and ensure the security of such information at all times

7. Equal employment opportunity and workforce diversity

7.1. The principles and practices of equal employment opportunity and workforce diversity contribute to the achievement of FIND's objectives. We value the similarities as well as differences between gender, race, colour, ethnicity, religion, culture, sexual orientation, marital status, political affiliation, lifestyle, age, experience, abilities and talents. A work environment that openly values diversity and supports the full contribution of each staff member leads to increased productivity, tolerance and mutual respect.

7.2. Consequently, FIND has put in place an equal employment opportunity and non-discriminatory policy regarding the recruitment and treatment of all FIND Personnel and Partners. No staff member or Partner may discriminate against any other staff member or applicant on the basis of gender, race, colour, religion, caste, ethnicity, age, sexual orientation, marital status, political affiliation, disability or locally legally-protected classifications. In addition, it is expected that each of us will strive to maintain a workplace that is free from any form of persecution, including any harassment on the basis of any of the foregoing, and shall not subject any person to any physical, verbal or sexual abuse, molestation, intimidation, or any form of blackmail or threat to commit any of the above.

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8. Safeguarding vulnerable groups

FIND respects the rights of all people and strives to safeguard vulnerable groups (i.e. children, women and vulnerable adults, specifically those who are unable to take care of or protect themselves). Most of the projects/programmes that FIND supports using donor funding are carried out in low and middle income countries and target vulnerable populations. While FIND does not provide medical care or facilities directly to patients, it does work closely with implementing parties who have direct access to patients. FIND has a training module for Personnel who are engaged in these projects in order to ensure that this specific clause of the Code is recognised and adhered to. Any abuse, neglect, exploitation or violence against vulnerable groups by FIND Personnel or Partners is a violation of this Code.

9. Health, safety and environmental protection

FIND Personnel and Partners are responsible for conducting their work in a manner that protects the health and safety of all staff members, partners, visitors and any other people with whom they interact. FIND Personnel and Partners should act at all times in a manner that ensures compliance with all applicable governmental and private health, safety and environmental requirements. While the development of entirely “green” diagnostic tests is currently unfeasible, FIND remains committed to minimising the impact of its activities on the environment. Product specifications that are provided to development and manufacturing partners include a requirement to use biodegradable or recyclable materials where possible, and at a minimum products that produce the fewest waste and health hazards.

10. Practices of Partners

10.1. Labour practices: FIND Partners shall respect the human rights of workers and treat employees with dignity and respect. Specifically, we expect our Partners to adhere to the following requirements on labour practices:

- 10.1.1. Partners shall pay employees at least the minimum wage required by law or the prevailing industry standard in the country, whichever is greater, and shall provide all legally mandated benefits.
- 10.1.2. Partners shall not directly or indirectly recruit or employ child labour in violation of international laws or national laws of the country where the partner operates.
- 10.1.3. Partners shall not use forced or involuntary labour (e.g., forced, indentured or involuntary prison labour).
- 10.1.4. Partners shall respect the rights of employees protected by local law to join or not join labour unions, seek representation and join workers’ organizations.
- 10.1.5. Workers shall be able to bargain collectively, and workers’ representatives shall not be discriminated against.

10.2. Safety and rights of clinical trial patients/healthy volunteers: Partners shall observe external guidelines and regulations originating in the Nuremberg Code, the Declaration of Helsinki, and the principles of current good clinical practice and good management practice. Specifically, we require our Partners to:

- 10.2.1. Ensure the safety, rights, integrity, confidentiality and well-being of clinical trial patients/healthy volunteers by applying proper scientific and ethical values.
- 10.2.2. Ensure that the interests and well-being of trial patients/healthy volunteers shall always prevail over interests of science, society and commerce.
- 10.2.3. Ensure that all trial participants enrol voluntarily in clinical trials through appropriately provided information and freely given informed consent. Clinical trial patients/healthy volunteers must always be able to withdraw from trials without having to give a reason.
- 10.2.4. Ensure that special consideration is shown to vulnerable clinical trial

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patients/healthy volunteers (including children, elderly, unconscious or mentally incapacitated persons).

10.2.5. Ensure that staff involved in executing clinical trials are appropriately qualified.

10.2.6. Maintain a quality system that ensures compliance with the above-mentioned guidelines and principles.

11. Implementation of the Code

11.1. Other policies and procedures. In certain cases, this Code is supplemented by additional policies that cover specific topics in more detail or deal with certain local or regional issues. While this Code is designed to familiarize us with FIND's policy position on a number of issues, it is not as comprehensive as the full supplemental policies and therefore does not supersede them or act as a substitute for reviewing each policy that applies to our specific job.

11.2. Recognizing a potential violation of the Code. No code can anticipate every possible question in every country or culture in which we operate. Specific questions will undoubtedly arise in the course of our activities. When faced with such questions, we must bear in mind the spirit of this Code and recognize the need to bring them to the attention of others within the organization. Taking time and having the courage to find appropriate answers to questions that arise is not always easy, but it is essential. At times we might sacrifice some immediate gain or benefit, but in the long run, adherence to high ethical standards benefits the organization and all of our stakeholders.

11.3. Channels for raising concerns. FIND management is responsible for implementing and monitoring compliance with this Code. There are a variety of channels available to you to ask questions about the Code. You may use the one with which you are most comfortable. If you have a question about a decision that was made or that will be made, your supervisor or primary contact person will usually be the best resource with whom to speak. If you have knowledge or a concern regarding potential violations of this Code, there are other channels available to you (particularly, if the potential issue implicates your supervisor or contact person). These include:

11.3.1. The next level of management or an officer of FIND

11.3.2. FIND's Finance or Operations Department

11.3.3. FIND's designated legal counsel

11.3.4. A member of FIND's Board of Directors

11.3.5. The NAVEX EthicsPoint web-based reporting system (the "**EthicsPoint Portal**") that can be accessed via the link "**Ethics hotline**" on FIND's website at www.finddx.org.

11.4. Reporting violations: Violations of this Code are required to be reported to FIND using one of the methods described above. Whatever the method, the following describes aspects of the handling of such reports:

11.4.1. Anonymity: When you report a violation or suspected violation of the Code through the EthicsPoint Portal, your confidentiality will be respected if you request it. Your identity and the information you provide will be shared only on a "need-to-know" basis with those responsible for resolving the concern. You may report your concern anonymously; if you do so, make sure to provide as much information as possible concerning the 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. Note that local laws in some countries restrict what may be reported anonymously; for example, only allowing reports of financial or accounting irregularities.

11.4.2. Feedback: FIND management will address all reports in a timely and confidential

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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 you will have the opportunity to receive feedback.

- 11.5. Consequences of Code Violations: Any FIND Personnel or Partners who violate the Code will be held accountable and may be sanctioned appropriately. This may include termination of FIND's relationship with that person or Partner. Misconduct that may result in discipline includes:
- 11.5.1. violations of the Code
 - 11.5.2. requesting/encouraging others to violate the Code
 - 11.5.3. failure to promptly raise a known or suspected violation of the Code
 - 11.5.4. failure to cooperate in investigations of possible Code violations or disclosing confidential information regarding investigations
 - 11.5.5. retaliation against another person for reporting a potential violation of the Code in good faith
- 11.6. Prohibition of retaliation: Anyone who raises in good faith a concern about a possible compliance violation will be supported by management and will not be subject to retaliation. Any act or threat of retaliation will in itself be considered a serious violation of the Code.
- 11.7. Constant improvement. We are continuously examining and refining this Code, our policies and procedures, and our compliance program. If you have a suggestion as to how to improve our controls and processes in order to detect violations of the law or FIND policies, we encourage you to bring it to our attention through any of the previously described mechanisms. The same holds true if you believe there is a need for training in a particular area or that other areas should be covered by this Code.
- 11.8. Distribution and accessibility of the Code. In addition to ensuring that every member of FIND Personnel and Partners have access to and can sign a copy of this Code, FIND management shall ensure that a copy of it shall always be available via FIND's website.

READ AND AGREED TO BY:

Name: _____ Signature: _____

Organization: _____ Date: _____