



Conflict of interest policy TBVI

Purpose:

To have the Foundation's business decisions made without bias or favouritism on the part of any of its governance bodies members, employees, consultants and committee members.

Background:

Within TBVI, the various governance bodies members, employees, consultants and committee members can be involved in certain topics which have a link with the organization to which they are related (e.g. by a labour agreement).

TBVI needs to maintain its objectivity and independence status in the field towards all stakeholders. If in certain governance bodies/committees of TBVI items are discussed or decisions are made, the members which might have a conflict of interest may not interfere or be part of such discussion/decision. To formalize this a conflict of interest policy is in place.

Policy:

The conflicts of interest policy is part of the formal company documents, they will be published on TBVI's website.

The policy is not only applicable to the Governance board, Advisory Committee, Steering Committee TBVAC2020, individual PDT/CDT-members, PMC-members and the employees, also other persons engaged by TBVI have to comply with the policy if such a situation occurs.

Based on recent discussions a review of the current policy was considered advisable.

Looking at the policies used within IAVI, WHO and TBVI it is suggested to use these for adapting the TBVI policy, drawback being the more extensive wording compared to the initial policy used within TBVI. Moreover, this policy will be included in the contracts applied for governance bodies members, employees, consultants and committee members.

PS

Dutch law on conflict of interest is limited to board members of public/limited liability companies

TBVI Conflict of Interest policy

1. INTRODUCTION

This policy sets for TBVI's standards for identifying and addressing conflicts of interest. Each member of a governance body, committee, employee or consultant of TBVI has a responsibility to ensure that their actions are consistent with this policy.

If you have any questions regarding the policy, please contact the Legal Counsel.

2. DISCLOSURE OBLIGATIONS

Pursuant to this policy, you are obligated to act in the best interests of TBVI and disclose to TBVI or avoid any activity or situation that presents a conflict between your personal interest(s) and TBVI's interests. If you have or will have such a conflict of interest or learn about a potential or actual conflict of interest, you should contact the chair of the governance body/committee of which you are a member, and in all other cases TBVI's executive director.

3. RECOGNIZING CONFLICTS OF INTEREST

A conflict of interest arises if you have a personal interest that could interfere, or might appear to interfere, with your work at or for TBVI or interfere or appear to interfere with TBVI's mission.

Conflicts of interest may exist with respect to, but are not limited to, the following situations:

- Working for another individual or entity while employed by TBVI;
- Owning a financial interest in, or receiving any personal benefit from, a business furnishing services or supplies to TBVI, or with which TBVI conducts other business (excluding interests in publicly traded companies);
- Serving as a director, officer, partner, consultant or having a financial interest with a business or entity with which TBVI conducts business, or where such entity's activities may conflict with the interests of TBVI;
- Directing TBVI business to a supplier owned or managed by, or which employs, a relative or friend;
- Transactions, including investments, loans, purchases, or sales of goods or services involving an TBVI employee, governance body member, consultant, or advisory committee member and an external party doing business with TBVI or who has or is seeking TBVI funding;
- Decisions regarding grant recipients, product development, policy development, collaboration projects and clinical trials, and having a pre-existing (within the last two years' time) or ongoing relationship with an external party seeking TBVI funding.

Such relationships do not necessarily constitute a conflict of interest and can often be managed but, to minimize the potential for bias, you must disclose the existence of such relationships.

4. CONFLICT OF INTEREST PROCEDURE

The conflicted individual(s) shall not be present at or participate in any deliberations or voting on a reported conflict of interest and individual(s) involved in the conflict of interest shall not attempt to improperly influence the deliberations on such matters.

5. RELATED PARTY TRANSACTIONS

TBVI may not enter into any Related Party Transaction (e.g. transaction between TBVI and any Affiliate or other entity) in which a governance body member, employee, consultant or advisory committee member, or relative of such person, has a financial interest. Definition of a "Related Party" is stated in ANNEX B below.

A governance body member, employee, consultant or advisory committee member, who has an interest in a transaction involving TBVI, or any "Related Party" transaction, must disclose the material facts concerning his or her interest to the chair of the governance body/committee of which it is a member, and in all other cases TBVI's executive director.

No governance body member, employee, consultant or advisory committee member with an interest in a Related Party Transaction shall be present at or participate or vote thereon.

6. RECORDINGS OF PROCEEDINGS

TBVI will keep records of all decisions regarding disclosures of conflicts of interest and Related Party Transactions, and how they were resolved. To comply with this obligation, the minutes of all decisions of the respective governance body or committee meeting shall contain the following information:

- The name of the respective individual who disclosed or was otherwise determined to have an interest in a transaction;
- The nature of the interest and whether it was determined to be a significant conflict of interest;
- The way the conflict of interest matter was resolved (e.g. leaving the meeting).

At the start of any meeting the chair shall ask the persons present if any update on the conflict of interest has occurred.

7. VIOLATIONS

If any person learns that another person covered by this policy has failed to disclose an actual or potential conflict of interest, he or she shall inform TBVI's executive director of the basis for this belief. The executive director shall notify the chair of the Governance Board and investigate whether there has been a failure to disclose such a potential or actual conflict of interest, in accordance with this policy, and consult with the Chair of the Governance Board on the resolution thereof. In the event that there is an unreported conflict of interest involving the Chair of the Governance Board, the executive director shall notify the other members of the Governance Board and consult with them on the resolution thereof.

If a transaction involving a conflict of interest is discovered after it has already occurred or begun (for example, if the interest was inadvertently not disclosed prior to a transaction), the executive director shall conduct a review to determine whether further action is warranted.

8. ANNUAL REVIEWS

The executive director shall authorize and oversee an annual review of the administration of this Conflict of Interest policy by the general counsel. The review may be written or oral. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved. All governance body member, employees, consultants and advisory committee members must complete, sign and submit a written disclosure of potential conflicts of interest prior to being elected and after modification of the policy.

ANNEX A:

STATEMENT OF INTEREST(S) DISCLOSURE FORM
FOR GOVERNANCE BODY MEMBERS, EMPLOYEES, CONSULTANTS AND COMMITTEE MEMBERS

I. Related Party Transactions.

Please disclose any entity in which you have a 35% or more equity ownership interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%; and/or any interest (subject to the same threshold) held by any relative (as defined in ANNEX B).

Entity	Type of interest		
	Financial	Equity	Intellectual Property
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

II. Financial, Equity and Intellectual Property Interests in Relevant Entities:

Please disclose any financial Interest, equity Interest, or intellectual property Interest (excluding anything disclosed in In Section I above) that you have in a Relevant Entity (as defined in ANNEX B) which may conflict, or give the appearance of conflicting with, the activities of TBVI, as described in the TBVI Conflict of interest policy.

Company, organization, or institution	Type of interest		
	Financial	Equity	Intellectual Property
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

III. Disclosure of Outside Interests:

Please disclose any Outside Interest (as defined in ANNEX B) that you have that may conflict, or give the appearance of conflicting, with, the activities of TBVI as described in the TBVI Conflict of interest policy. Please include (a) the nature of the position and, (b) approximate time spent per week

Company, organization, or institution	Type of interest	
	Position	Hours per week

IV. Disclosure of Outside Interests of Family Members In Relevant Entities:

Please disclose any Outside Interest (defined in ANNEX B) involving a Family Member (as defined in ANNEX B) with a Relevant Entity, which may conflict, or give the appearance of conflicting with, the activities of TBVI as described in the TBVI Conflict of interest policy. Please include in your disclosure the nature of your relationship with the Family Member and his or her role or position with the organization.

Company, organization, or institution	Family Member's position or role	Your relationship to the family member

I give my permission to disclose this information to appropriate TBVI representatives, as provided under the Conflict of interest policy. The statements I have made are true, complete, and correct.

Signature

Date

Name

ANNEX B: DEFINITIONS

1. Affiliate: An entity controlled by TBVI, in control of TBVI, or under common control with TBVI.
2. Equity Interest: An Equity Interest means an equity ownership interest in a Relevant Entity (e.g., stocks, stock options, or other ownership interests, but excluding ownership of passive investments or diversified mutual fund shares).
3. Family Member: A Family Member means a spouse, domestic partner, parent, sibling or child of an Interested Person.
4. Financial Interest: A Financial Interest means the receipt of compensation or anything of monetary value from a Relevant Entity, including but not limited to salary, professional fees, legal fees, consultant fees, lecture fees, equipment, gifts, honoraria, grants or contracts.
5. Intellectual Property Interest: An Intellectual Property Interest means any intellectual property right in or with a Relevant Entity (patents, pending patents, copyrights, licenses or royalties).
6. Interested Person: An Interested Person is a member of a governance body, committee, employee or consultant.
7. Outside Interest: Service by an Interested Person, or a Family Member, as a director, officer,

employee, agent, trustee, custodian, or legal representative of, or consultant to, a Relevant Entity.

9. Related Party: Any member of a governance body, committee, employee or consultant of TBVI or an Affiliate; any Relative of any such individual; and any entity in which any such individual or Relative has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%.

11. Related Party Transaction: Any transaction, agreement or other arrangement in which a Related Party has a financial interest and in which TBVI or an Affiliate is a participant.

12. Relative: An individual's spouse, domestic partner, child, grandchild, great-grandchild, sibling, half-sibling, or the spouse of the individual's child, grandchild, great-grandchild, or sibling.

13. Relevant Entity: A Relevant Entity is any entity, company or institution that receives or may receive funding from TBVI or with which TBVI has an existing or proposed agreement, contract or relationship.