

MMV Conflict of Interest Policy

1. Purpose and Scope of Application

MMV shall conduct its business in an ethical, collaborative and transparent way. A perceived, potential or actual conflict of interest may undermine the ability of MMV to carry out its mission, as the organization would lose the confidence of its partners, donors and other stakeholders.

Covered Individuals shall perform their duties in an ethical way and one that does not raise an apparent or actual conflict of interest. They are also required to disclose any circumstances that could give rise to a potential conflict of interest related to the subject of the activity in which they will be involved.

The purpose of this Policy is to ensure fairness and a high standard of ethical conduct in MMV's activities and decision-making, to protect the reputation and integrity of MMV and to ensure broad public trust and confidence in MMV's decision making activities.

2. Definitions

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| a. | APMAC Member | Shall mean a member of the MMV Access and Product Management Advisory Committee. |
| b. | Associated Person | Shall mean, in relation to a Covered Individual, (i) family members; (ii) any organization, corporation or government in which Covered Individual is serving as an officer, director, trustee, partner or employee, that receives or may receive funding from MMV or with which MMV has an agreement, contract, grant or relationship; (iii) any person, organization, corporation, government or similar institution with whom a Covered Individual is negotiating or has an arrangement concerning prospective employment. |
| c. | Board Member | Shall mean a member of the MMV Board of Directors. |
| d. | Chairperson | Means the person presiding Board, ESAC or APMAC meetings. |
| e. | Chief Executive Officer | Shall mean the Chief Executive Officer of MMV. |
| f. | Covered Individual | Shall mean Board Members, ESAC Members, APMAC Members and Staff Members. |
| g. | Disclosure Form | Shall mean the Disclosure of Financial Interests Form attached as Schedule A, which shall be completed by |

Covered Individuals as per Section 4.

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| h. | ESAC Member | Shall mean a member of the MMV Expert Scientific Advisory Committee. |
| i. | ELT | Shall mean the Executive Leadership Team of MMV. |
| j. | EVP Head of Legal | Shall mean the Executive Vice President - Head of Legal. |
| k. | Reviewer | Shall mean the person reviewing the Disclosure Form. |
| l. | Staff Member | Shall mean a person working under an employment contract with MMV. |

3. Scope

This Policy shall apply to all MMV Staff Members, Board of Directors members, ESAC and APMAC Members ("Covered Individuals").

4. Conflict of Interest

Generally, a conflict of interest may occur if an interest or activity as defined below influences or appears to influence the ability of a Covered Individual to exercise objectivity or impairs Covered Individual's ability to perform his or her responsibilities in the best interest of MMV.

A Covered Individual is considered to have a potential conflict of interest when:

- he or she or an Associated Person may receive a financial or other significant benefit from a third party as a result of Covered Individual's position at MMV;
- the Covered Individual has the opportunity to influence MMV's granting, business, administrative, or other material decisions in a manner that leads to personal gain or advantage; or
- the Covered Individual has an existing or potential financial or other significant interest which impairs or might appear to impair Covered Individual's independence in the discharge of their responsibilities to MMV.

5. Obligation to Disclose

All Covered Individuals have a duty to disclose the existence of any actual or potential conflict of interest, including those that derive from his or her relation with Associated Persons, and the nature of such conflict, whenever he or she becomes aware that a conflict exists or that a conflict is reasonably likely to occur or that there is the appearance of a conflict.

Whenever a potential conflict of interest arises, a Disclosure Form shall be completed by the Covered Individual and submitted to the EVP Head of Legal.

In addition, Board, ESAC, APMAC and ELT members as well as other MMV employees (if deemed necessary by the Chief Executive Officer) should sign the Disclosure Form and submit it to the EVP Head of Legal upon joining MMV or any of the MMV's Committees and Boards. The confirmation of conflict of interest status will be obtained from those individuals every year thereafter and new forms will be signed if their conflict of interest statuses have changed.

Blank Disclosure Forms will also be made available prior to meetings of the MMV Board, ESAC and APMAC and any other specific MMV's meetings and MMV's events at which it is anticipated that potential conflicts of interest may arise. This will allow the existing Disclosure Forms to be updated if deemed necessary, and new forms to be signed by the individuals who had not yet completed those. Completion of the Disclosure Form prior to a specific meeting or event is particularly important when the subject of the discussion was not anticipated in the already completed Disclosure Form.

The EVP Head of Legal shall ensure that Disclosure Forms are completed and made available prior to meetings and that data is entered into a database and filed appropriately.

6. Review Process

The EVP Head of Legal shall keep the Disclosure Forms on file and shall send a copy to the Chairpersons of the Board, ESAC and APMAC, for Disclosure Forms completed by Board, ESAC and APMAC Members respectively.

The Disclosure Forms completed by Staff Members shall be reviewed by the EVP Head of Legal together with the head of department of the Staff Member. The Chief Executive Officer shall review the Disclosure Forms of the Chairpersons of the Board, ESAC, APMAC and of the ELT. The EVP Head of Legal shall review the Disclosure Form of the Chief Executive Officer.

Prior to each Board, ESAC and APMAC meeting, an appointed ELT Member shall, together with the Chairperson of the Board, ESAC and APMAC respectively, assess whether a conflict of interest exists or appears to exist.

It should be clarified that the provision of affirmative answers by a Covered Individual to questions in the Disclosure Form does not automatically disqualify or limit his or her participation in MMV activities.

One of several outcomes can occur, depending on the circumstances (i.e., the nature and magnitude of the interest, its timeframe, the availability of sufficient measures to safeguard the integrity of the discussion or decision-making process if the Covered Individual is permitted to participate). After reviewing the disclosures in the Disclosure Form, the Reviewer may conclude that no potential conflict exists or that the interest is irrelevant or insignificant. If it is concluded that the declared interest gives rise to a potentially or clearly significant conflict (or may be reasonably perceived to do so), the Covered Individual concerned will be informed, and one of the following three options, or a combination of these options may be applied by the Reviewer: (i) conditional participation (i.e., participation subject to public disclosure of the declared interest); (ii) partial exclusion (i.e., from that

portion of the meeting or work that is related to the declared interest, and/or from the corresponding decision-making process); or (iii) total exclusion (the Covered Individual is asked not to take part in the meeting or work altogether).

Any relevant conflicts will be disclosed to other participants at the start of the activity and in the resulting report or other work product. The Reviewer will assume that the Covered Individual consents to such a disclosure, unless “no” has been checked in the space provided on the last page of the Disclosure Form. Furthermore, if the objectivity of the work or meeting in which the individual is involved is subsequently questioned, the Chief Executive Officer may require a review of any possible conflicts of interest in relation to this work or meeting. By completing this Disclosure Form, it is assumed that the Covered Individual agrees to these conditions.

If a Covered Individual is not able or willing to disclose the details of an interest that may pose a real or perceived conflict, the Covered Individual must disclose that a conflict of interest situation may exist and must totally recuse him/herself from the meeting or work concerned (see above, (iii)).

7. Gifts

As a general principle, MMV discourages the exchange of gifts. Covered Individuals may not receive or offer any gift or anything else of significant value for the purpose of influencing the action of MMV or of the recipient. Gifts received from vendors, suppliers, consultants and partners must be declined or given to MMV or shared with MMV generally, and if acknowledgement is appropriate, acknowledged on behalf of MMV. This guideline is not intended to prohibit normal business practices, such as meetings over meals, corporate items given to participants in meetings and conferences, or token hosting gifts, as long as they are of nominal and reasonable value (less than \$100) and promote MMV’s legitimate business interests. The exchange of gifts should also consider local custom and be in line with applicable laws and regulations. If a Covered Individual believes there is an appropriate reason to make an exemption to this policy for an individual situation, he or she should contact the EVP Head of Legal prior to giving or accepting the gift.

8. Work of Staff Members outside of MMV

Remunerated and non-remunerated work of Staff Members outside of MMV shall be regulated by the MMV handbook “Employment Conditions and Policies”, as updated from time to time. The general rule is that Staff Members shall not conduct outside business or other activities (including speaking engagements, serving on boards and writing articles) for which they receive remuneration without prior approval of the Chief Executive Officer. Any work carried out by Staff Members, whether or not remunerated, shall be disclosed in the Disclosure Form.

9. Interpretation

This policy cannot describe all conflicts of interest situations that may arise involving MMV. Therefore, Covered Individuals must use good judgment to avoid any appearance of impropriety. Appropriate circumstances may also justify exceptions to the application of the policy. If there are any questions about this policy or its application, it is better to err on the side of caution and transparency and seek advice from the EVP Head of Legal or Chairperson of the Board, ESAC or APMAC prior to engaging in activities which may pose a conflict of interest.

In this Policy, wherever appropriate, the singular shall include the plural, the plural shall include the singular.

10. Policy Review

The policy will be maintained by MMV's Quality Manager, subject to regular review by the ELT and approval by MMV's Chief Executive Officer and EVP Head of Legal.

11. Communication

This Policy will be made available to Covered Individuals through MMV's intranet and on the MMV's website.

Schedule A

Disclosure of Financial Interests Form

PERSONAL INFORMATION

Family Name: _____ First Name: _____

Title or position: _____ Department: _____

Current Address: _____

Member of: ☐ MMV Board ☐ MMV ESAC ☐ MMV APMAC ☐ Staff

Since (DD/MM/YYYY): _____

EMPLOYMENT AND CONSULTING

Within the past 3 years, have you or an Associated Person received remuneration from a commercial entity or organization with an interest related to the subject matter of your work at MMV? Please also report any application or negotiation for future work.

1a	Employment	Yes	No
1b	Consulting, including service as a technical or other adviser	Yes	No

RESEARCH SUPPORT

Within the past 3 years, have you or an Associated Person received support from a commercial entity or organization with an interest related to the subject matter of your work at MMV? Please also report any application for future research support.

2a	Research support, including grants, collaborations, sponsorships, and other funding	Yes	No
2b	Non-monetary support valued at more than USD 1,000 overall (including equipment, facilities, research assistants, paid travel to meetings, etc.)	Yes	No

INVESTMENT INTERESTS

Do you or an Associated Person have current investments (valued at more than USD 10,000 overall) in a commercial entity with an interest related to the subject matter of your work with MMV? Please also include indirect investments through trust or holding companies. You may exclude mutual funds, pension funds or similar investments that are broadly diversified.

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|----|--|------------|-----------|
| 3a | Stocks, bonds, stock options, other securities (e.g. short sales) | Yes | No |
| 3b | Commercial business interests (e.g. proprietorships, partnerships, joint ventures) | Yes | No |

INTELLECTUAL PROPERTY

Do you or an Associated Person have any current intellectual property rights that might be enhanced or diminished by the outcome of the meeting, event or work?

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| 4a | Patents, trademarks or copyrights (also include pending applications) | Yes | No |
| 4b | Property know-how in a substance, technology or process | Yes | No |

ADDITIONAL INFORMATION

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|----|---|------------|-----------|
| 5a | Do you or an Associated Person hold an office or other position, paid or unpaid, where you may be expected to represent interests or defend a position related to the subject matter of your work at MMV? | Yes | No |
| 5b | If not already disclosed above, do you or an Associated Person work for the competitor of a product which is the subject of the meeting or work, or will your participation in the meeting, event or work enable you to obtain access to a competitor's confidential proprietary information, or create for you a personal, professional financial or business competitive advantage? | Yes | No |
| 5c | To your knowledge, would the outcome of the meeting, event or work benefit or adversely affect interests of Associated Persons? | Yes | No |
| 5d | Is there any other aspect of your background or present circumstances not addressed above that might be perceived as affecting your objectivity or independence? | Yes | No |

If you have responded "YES" to any of the questions above, please provide the additional information requested below (use additional sheets of paper if necessary). If you do not describe the nature of the interest, it will be assumed to be significant.

Additional Information for questions 1 – 4 above

[illegible]

Additional Information for questions 5 above

Describe the subject, specific circumstances, parties involved, time frame and other relevant details

Consent to Disclosure

The Reviewer will assume that you consent to the disclosure of any relevant conflicts to other Partners participating in the meeting, event or work and to the public (i.e. in the report or other work product), unless you check "no" in the space provided here.

☐ NO

If you check "no", the Reviewer will not disclose the information without your prior approval, although this may result in your not being able to participate in the meeting, event or work.

DECLARATION

I hereby declare on my honor that the disclosed information is true and complete to the best of my knowledge.

Should there - at any time during my participation in MMV - be any change to the above information, I will promptly notify the responsible staff of MMV's Reviewer and complete a new declaration of interests which describes the changes.

I hereby agree to be bound by the terms of the "MMV Conflict of Interest Policy".

Signature: _____

Name: _____

Date: _____