

FFM's Anti-Bribery and Anti-Corruption Policy



2022

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1. Main objective

The Fundação Faculdade de Medicina (FFM), which is part of the FM/HCFMUSP System, is a non-profit entity, created in 1986, which actively participates in supporting the teaching, research and assistance activities of the Faculdade de Medicina da Universidade de São Paulo (FMUSP) and the Hospital das Clínicas da Faculdade de Medicina da Universidade de São Paulo (HCFMUSP).

In a shared action with HCFMUSP, FMUSP and other partners, FFM manages relevant projects and research, aimed mainly at the prevention and treatment of diseases that affect the health of the Brazilian population, generating hundreds of works published in indexed journals that are gaining global reach and visibility.

FFM's activities are in accordance with the decisions of its Curator, Advisory and Fiscal Councils, the Deliberative Council of HCFMUSP and the Congregation of FMUSP.

FFM obey the legal and regulatory frameworks applicable to non-profit philanthropic entities, generally established in national legislation and/or by the relevant local and national branches of power, mainly the São Paulo State Prosecutor's Office and the São Paulo's Court of Auditors, in addition to being subject to the legislation and specific rules according to the type of funds/resources administered. In this context, FFM has internal rules and regulations in line with the applicable legislation, and principles that are continuously observed by governance, to ensure correct compliance with legal dictates. The FFM is also regularly verified externally by external audits and inspections, both in general and in specific funds, programs, and projects, and always with favorable opinions.

The purpose of this Anti-Bribery and Anti-Corruption Policy (Policy), whose publication is highlighted on the website www.ffm.br, is to provide guidelines to FFM, as well as any other person or entity working for or on behalf of FFM, in what concerns the combating against bribery and corruption.

The requirements of this Policy are intended to complement, not replace, existing obligations and processes; therefore, it must be read in conjunction with [the FFM Conflicts of Financial Interest Policy](#) and [the Compliance Booklet – Professional Conduct FMUSP / HC / FZ / FFM](#).

2. Scope

This Policy applies to all FFM Directors and Employees, as well as any other person or entity working for or on behalf of FFM, located in Brazil or abroad, including, but not limited to, all individuals who work at all levels of the organization, including directors, superintendents, managers, employees, directors, consultants, contractors, interns, home workers, fellows, part-time and fixed-term, occasional workers and third parties working for the FFM.

3. Overall concepts

Directors: All members of the Curator, Advisory and Fiscal Councils and the Board of Directors, as provided for in the FFM bylaws.

Gifts: Items with no commercial value or with a market value below R\$ 390.00 or the respective equivalent value in foreign currency, distributed as a courtesy, advertising or usual disclosure and which must preferably contain the logo of the granting legal entity, such as diaries, calendars, key rings and pens¹

Corruption: The concept of corruption may vary according to applicable national and/or foreign legislation. The FFM defines corruption as:

- Offer, promise, grant, authorize or give, directly or indirectly, any payment or anything of value to another person or entity (including any Private Entity or Government Entity, of national or foreign origin) for any unlawful purpose and/or with the intent to induce another person to perform their duties inappropriately;
- Solicit, induce, accept, receive, or guarantee, directly or indirectly, any promise, payment, or anything of value, for yourself or another person or entity, for any unlawful purpose and/or with the intention of inducing them to perform their duties improperly.

Donation: For the purposes of this Policy, the definition of donation consists of the transfer of goods or benefits, whether in the form of financial resources, human resources, goods, or services, or even products.

¹ As low economic value, it is understood that less than one percent of the remuneration ceiling provided for in item XI of the caput of art. 37 of the Brazilian Constitution (according to § 4 of article 5 of Decree 10.889/2021). On February 2, 2022, the salary cap was BRL 39,293.32. Therefore, an item could be considered a gift only if it had an estimated value below R\$392.93.

Government Entity: For purposes of this Policy, the term Government Entity is broadly defined to include, but not be limited to:

- Any government, government-owned or controlled entity, direct, indirect and foundational administration, government department or body, department (whether executive, legislative, judicial or administrative), including municipalities, State and Federal government, agencies, regulatory agencies, customs, schools, universities, health facilities, police stations, military entities, local tax offices, issuers of permits, approvals, government licenses and visas;
- An international public organization or any international department or agency.
- A political party or candidate already elected.

Private entity: agency, organization, or non-governmental entity, of national or foreign origin.

Government Official: For purposes of this Policy, the term Government Official is broadly defined to include, but not be limited to, an official or employee (regardless of position), or any person or entity acting for or on behalf of a Governmental Entity, national or foreign.

Facilitation Payments: Facilitation Payments are unofficial sums made to secure or expedite routine action by a Government Official or Private Entity employee, which generally apply when payment is made to expedite routine action involving acts non-discretionary.

Sponsorship: Provision of financial, human resources, services or products for an event or activity, whether for commercialization and/or institutional purposes.

Anything of value: For the purposes of this Policy and in general terms, anything of value may include amounts of money, but is not limited to:

- intangible benefits (for example: job offer to any third party, either a Government Official or a Private Entity, with the aim of obtaining improper ends, business opportunities with FFM, invitation to exclusive events that have not been properly evaluated and approved by the appropriate area, the provision of advice or assistance in negotiating a business transaction; etc.);
- monetary values (for example: any amount of money, gift cards or a like, debt or expense payments, loans or loan guarantees, and donations or contributions of any kind);
- assets;
- services;
- physical goods;
- gifts;

- entertainment;
- travels and hospitality;
- products or goods given at a discount or free of charge.

Bribery: Giving or receiving a financial benefit or other advantage in connection with the improper performance of a position of trust, or function that is expected to be performed impartially or in good faith, to obtain any advantage, whether commercial, contractual, regulatory or personal.

Third parties: Any individual or legal entity that is not an Administrator or Internal Collaborator of FFM, but who is hired, even temporarily, to assist in the performance of their activities.

Undue Advantage: Any benefit, even if not economic, gifts, entertainment, airline tickets, lodging, donations, sponsorships, cash values, offered, promised or delivered with the objective of, unduly, influencing or rewarding any act, decision or omission of a Government Official or Employee of a Private Entity.

4. General Concepts

FFM's Directors, Managers, Collaborators and Third Parties must value established ethics and transparency in the conduct of their activities, perform them with professionalism and integrity, always in the best interest of FFM, regardless of any advantage offered by other individuals.

FFM's Directors, Managers and Collaborators must guide contracted Third Parties who act on their behalf to respect the provisions of this Policy.

Dignified, respectful and professional treatment is a prerogative in all our interactions and dialogues. No Directors, Managers or Collaborator shall act contrary to [the FFM's Conflicts of Financial Interest Policy](#), [the Compliance Booklet - Professional Conduct FMUSP/HC/FZ/FFM](#), this Policy and other internal rules of FFM, even if requested by his superior or another Director, Manager or Collaborator. In these cases, if necessary, report the fact directly to the FFM Board of Directors or through the compliance@ffm.br channel, with the right to confidentiality reserved.

In order to mitigate potential Conflicts of Interest, FFM advises its Directors, Managers and Employees to inform the condition in which their family members or close people hold public positions or functions in entities, autarchies or public bodies with which FFM may or may not interact in the performance of their activities, and must do so in advance, in accordance with [the ComplianceBooklet – Professional Conduct FMUSP/HC/FZ/FFM](#).

For those professionals who own and communicate their conflict, there is no negative consequence or punishment. It will only be prevented from participating in committees and from authorizing, appointing/prescription, or approving procedures linked to it. On the other hand, if the conflict is not declared and then discovered, the professional will respond ethically and legally in accordance with the rules of the internal regulations and the legal order.

Thereby, based on the laws in force and on FFM's values, this Policy prohibits all its Directors, Managers, Employees and Third Parties from promising, offering, receiving, authorizing, or giving any Undue Advantage or Bribe to an individual - Government Official or Private Entity.

The Undue Advantage must always be evaluated from the perspective of the one to whom it is offered. An item may have no value to the deliver; however, for the receiver it can be extremely valuable and capable of influencing decision- making and their ability to act in accordance with their responsibilities.

It does not matter whether the receiver of the Undue Advantage has accepted it or not. The mere promise or offer of an advantage to a Government Official or Private Entity is considered illegal and, therefore, all Managers, Employees and Third Parties must refrain from this type of conduct.

If in doubt, consult the FFM Compliance office directly, through the channel compliance@ffm.br, with the right to confidentiality reserved.

5. Specific Rules

5.1. The FFM condemns all forms of corruption, whether in the sphere of public or private relations, national or international.

5.2. FFM conducts its activities in strict compliance with applicable local and global anti-bribery and anti-corruption legislation, including direct, indirect, and foundational public administration and private entities, national and international. FFM expects the same commitment from its directors and employees and from any other person or entity that works for or on behalf of FFM in the exercise of its functions, in its relations with FFM and with society.

5.3. FFM conducts the activities in compliance with applicable anti-bribery and anti-corruption legislation and conventions/covenants, which include:

- Brazilian Penal Code;
- Law nº 12.846 2013, which provides for the administrative and civil liability of legal entities for the practice of acts against the public administration, national or foreign.

- Decree law nº 8.420/2015, that regulates the Law nº 12.846/2013;
- Enact nº 750/2016, establishing the Integrity Program from CGU;
- Decree nº 10.756/2021, that creates the Public Integrity System of the Federal Executive Branch;
- Foreign Corrupt Practices Act (FCPA);
- UK Bribery Act;
- OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, from May, 23 of 1997;
- UN Global Compact, from July, 26 of 2000; and
- Business Pact for Integrity and against Corruption, from June, 22 of 2006.

5.4. For the purposes of this policy, FFM Directors and Employees and other persons or entities working for or on behalf of FFM are not authorized to:

- Offer, promise, grant, authorize or give, directly or indirectly, any payment, Undue Advantage or Anything of Value to another person, Private Entity, Government Official or third party related thereto with the intention to influence or induce them the execution of an activity or function; and/or obtain or retain business or advantages with Private Entities or Government Entities, national or foreign, directly or indirectly;
- Solicit, accept or receive, directly or indirectly, any promise or payment of Anything of Value to yourself, to a person or entity, in exchange for the performance or omission of any act in the performance of your duties;
- Frustrate, defraud, deceive, obstruct or disrupt public bids or quotations in the private sphere;
- Neglecting or ignoring red flags when circumstances indicate a potential breach of this Policy by a third party.

5.5. No gift may, under any circumstances, be received or given to any person to improperly influence or compensate for an act or decision, as actual or intended compensation to obtain any benefit or advantage to FFM, its Managers, Employees or third parties. [The Compliance Booklet – Professional Conduct FMUSP/HC/FZ/FFM](#) provides guidelines and procedures on Gifts.

5.6. Requests for gifts, hospitality and entertainment offered or received from the same entity or person more than once a year require pre-approval from the Compliance Office, regardless of the Beneficiary and the amount of the request or offer.

5.7. All gifts, hospitality and entertainment should only be offered or accepted if it is appropriate, reasonable for promotional purposes, consistent with local practice and in accordance with law. In case of doubt about the pertinence and common sense of any gift,

hospitality or entertainment, the employee or any person acting for or on behalf of FFM should contact the Compliance Office.

6. Donations and Sponsorships

6.1. All Donations or Sponsorships received by FFM, as well as all Donations or Sponsorships made by FFM, must comply with its Bylaws, with its Internal Regulations and with applicable legislation and cannot (i) violate applicable laws, (ii) generate a conflict of interest, even if apparent or potential, (iii) harm the image of FFM, (iv) be destined for a beneficiary outside the FM/HCFMUSP System whose legal representatives/directors are a related party of FFM.

6.2. Any and all Donations or Sponsorships can only be carried out if:

- is strictly in the manner set forth in this Policy;
- the donee or sponsored is previously submitted to the Compliance Due Diligence process and no notes are found that suggest the non-approval of the donation and/or sponsorship;
- is expressly approved by the Compliance Office of FFM;
- object of due formalization by ways of a written contract or other applicable legal instrument;
- supported by tax documents, with due accounting registration.

7. Accounting books and internal controls

7.1. FFM must (i) maintain the accounting books and records so that the financial statements can be prepared in accordance with generally accepted accounting principles and reflect all transactions carried out; (ii) maintain a system of internal accounting controls that provide reasonable assurance that transactions are performed as authorized; and (iii) ensure that all corporate assets are properly controlled and accounted for.

7.2. All Directors, Employees, and any other person or entity acting for or on behalf of FFM are responsible for the integrity of the information, reports and records under their control and must never make a false or misleading statement in a record of FFM or any person, including internal or external auditors, regarding its activities.

8. Internal and external user service

8.1. FFM expects that the Managers, Employees and any other person to participate for or on behalf of FFM, relate directly to the FFM Board of Directors or through the compliance@ffm.br channel, any acts that may represent: (i) breach (or potential breach) of FFM's commitment to combating bribery and corruption, or (ii) violation (or potential violation) of applicable domestic or foreign anti- corruption legislation.

8.2. When reporting an act or potential act of corruption, FFM Directors and Employees and any other person or entity acting for or on behalf of FFM must provide details to assist in the investigation (e.g. who, what, how, when, where and why someone would have done or engaged in an irregular action). The report can be made directly to the FFM Board of Directors or through the compliance@ffm.br channel, with confidentiality of information reserved.

8.3. FFM treats any report of an act or potential act of corruption confidentially and condemns any form of retaliation against whistleblowers who act in good faith.

9. Compliance Office Responsibility

9.1. In the FFM Governance structure, the Compliance function has appropriate authority and independence, reporting directly to the Ethics Committee and Board of Trustees, a situation that allows the full execution of the Compliance Program Management in order to meet the three main macro objectives of the Program which are: prevention, detection and response of topics of interest to Compliance, as discussed in this Anti-Bribery and Anti-Corruption Policy.

9.2. The Compliance Office is responsible for the preparation, review and implementation of this policy.

9.3. This document must be revised every 12 months, or whenever there is need.

9.4. Professionals are responsible for knowing and understanding all the Policies that apply to them. Similarly, Directors are responsible for ensuring that all their teams understand and follow the Policies applicable to FFM.

10. Supervision and Investigations

10.1. As a legal entity and support foundation, duly regulated in accordance with current legislation, the Fundação da Faculdade de Medicina is subject to inspection and investigation by Public Agents.

10.2. FFM Manager, employees, partners, collaborators, suppliers and third parties who receive an inspection and investigation must immediately notify the Legal and Compliance areas and contribute to the activities of Public Agents.

10.3. FFM Manager, employees, partners, collaborators, suppliers and third parties assigned to monitor an inspection or investigation cannot prevent or hinder the work of Public Agents, and must act with fairness, transparency and documenting all their interactions.

10.4. If any Manager, employee, partner, collaborator, supplier or third party of FFM becomes aware of any irregularity within the scope of an inspection or investigation, they must report this fact to the Compliance area of FFM.

11. Third Parties

11.1. For the purposes of this policy, the following guidelines must be observed in relation to Third Parties as a means of preventing the occurrence of illegal acts:

- FFM will only conduct business with Third Parties that are not registered in the restrictive registries of the Government and that are technically qualified;
- It is not allowed, under any circumstances, that any Third Party, acting on behalf of FFM, exerts any type of improper influence over any person (Government Official, employee of a Private Entity, national or international);
- FFM must verify, prior to hiring the Third Party or Partner, their involvement, even indirectly, in illicit practices such as Corruption and Bribery, or if they are in the process of investigation or conviction for such practices;
- FFM will not allow any corrupt practice by Directors, Employees or Third Parties acting on its behalf, even informally.

12. Roles and Responsibilities

It is up to the FFM Compliance Office to clarify any doubts related to this Policy, establish the necessary procedures for its implementation and verify and communicate the rules established therein.

It is up to all FFM Directors and Employees, as well as any other person or entity working for or on behalf of FFM, to comply with the guidelines set forth in this document.

13. Sanctions

13.1. Whoever violates this Policy will be subject to applicable legal and/or disciplinary measures, which will be determined by the competent Directors of FFM.

13.2. Failure to comply with this policy subjects the FFM Employee to disciplinary actions, provided for in the Code of Conduct, including the possibility of terminating the employment contract for just cause, in accordance with the relevant legislation, as well as other administrative and judicial measures that may be applied, in addition to the penalties provided by law.

13.3. Failure to comply with this policy subjects the FFM-related Third Party to disciplinary actions, provided for in the Code of Conduct, including the possibility of immediate termination

of the contract for just cause, in accordance with the relevant legislation, as well as other administrative and judicial measures that may be applied, in addition to the penalties provided for by law.

14. Reference Documents

- [FFM Financial Conflict of Interests Policy](#);
- [Compliance – Professional Conduct of FMUSP/HC/FZ/FFM](#);
- [FFM Purchasing and Contracting Regulations](#);
- [FFM Internal Regulation](#).