

## **WHISTLEBLOWER POLICY**

### **1. INTRODUCTION**

In 2002, the U.S. Congress passed the *Sarbanes-Oxley Act* to strengthen the protections against corporate fraud and malfeasance and to protect employees of publicly traded companies against retaliation for reporting fraud or malfeasance. Subsequently, New York State passed the *Non-Profit Revitalization Act of 2013* to ensure that New York nonprofit organizations protect employees who report misconduct. This Policy sets forth IAVI's standards for reporting misconduct and for ensuring that persons who raise such concerns, in good-faith, are protected against retaliation.

### **2. POLICY**

IAVI is committed to upholding the highest legal, ethical and moral standards. IAVI will objectively investigate any report that alleges, either directly or indirectly, any violation of law, fraud, retaliation or any violation of our Code of Conduct or organizational policies (“**Misconduct**”). To this end, IAVI commits to:

- Afford confidentiality to all reports of Misconduct.
- Take remedial action if and should an allegation of misconduct prove to be true.
- Notify the appropriate legal or regulatory authorities, as needed.
- Ensure that no person who, in good faith, reports any Misconduct shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequences.

### **3. APPLICABILITY**

This Procedure applies to all directors, officers, employees, consultants, auditors, legal counsel, grantees, business partners, contractors, sub-contractors, agents, and volunteers (collectively, “**Persons who act for or on behalf of IAVI**”). The Policy is not intended to apply to complaints about employment or working conditions, which should be reported in accordance with IAVI's *Employment Manual*, nor allegations of clinical or laboratory practice violations, which should be reported in accordance with the *Research Misconduct Policy*.

### **4. REPORTING**

All Persons who act for or on behalf of IAVI must report evidence of or concerns about Misconduct. Employees are encouraged to report Misconduct to their immediate supervisor or manager or to the General Counsel's office. Supervisors and managers are required to notify the General Counsel's office if they learn of Misconduct.

There may be situations, however, where persons may want to make a report anonymously. Employees and other Persons who act for or on behalf of IAVI may report concerns about Misconduct anonymously, as allowed by local law, by calling IAVI's external reporting hotline (+1-888-475-8376) or filing a report online at <https://www.compliance-helpline.com/iavi.jsp>.

The information received through the hotline, reporting website, or any written complaint alleging Misconduct will be forwarded to the General Counsel's Office and the Chair of the Audit & Finance Committee. All persons who have knowledge of the complaint are bound by confidentiality.

#### **5. BOARD OVERSIGHT**

The Audit & Finance Committee of the Board (“**Audit & Finance Committee**”) is responsible for ensuring that IAVI has implemented appropriate policies and mechanisms for receiving, investigating, and remedying allegations of Misconduct, and for ensuring that no person who reports such information, in good faith, is subject to any retaliation.

#### **6. GENERAL COUNSEL'S OFFICE**

The General Counsel shall serve as IAVI's Compliance Officer, administer this Policy, and report to the Audit & Finance Committee periodically as to allegations of Misconduct, investigational findings, and remedial action taken. The General Counsel's Office has the responsibility for:

- a. Investigating or delegating the responsibility for investigating reports that involve an allegation of Misconduct.
- b. Notifying the appropriate legal or regulatory authorities when appropriate or required, if the General Counsel's office corroborates the complaint and the corroboration indicates a violation of law or regulation.
- c. Informing the Audit & Finance Committee, and the Chief Executive Officer, as appropriate.
- d. Taking all remedial action deemed necessary and appropriate and notifying the Audit & Finance Committee, in writing of the actions, findings, and the remedial action taken. This report will include but not be limited to:
  - The success or failure of the remedial action(s).
  - Financial impact on the organization, if any.
  - Legal impact on, or consequences to, the organization.
  - Status or well-being of the Staff who made the original complaint.

The Audit & Finance Committee will then be responsible for informing the Board of these actions and findings

#### **7. BOARD MEMBER INVOLVEMENT**

If a Board member is involved in a report of Misconduct, the Audit & Finance Committee will have responsibility for investigating the report, excluding any Audit & Finance Committee member involved in the report, and ensuring that appropriate remedial action, if any, is taken. Should the Chair of the Audit & Finance Committee be involved in such a report of Misconduct, the Board Chair will have responsibility for investigating the report and ensuring that appropriate remedial action is taken. The Audit & Finance Committee or the Board Chair, as applicable, is responsible for informing the Board, in writing, of any finding of Misconduct and the remedial action taken.

#### **8. DISTRIBUTION**

This Policy will be distributed on an annual basis to all employees and directors, as well as any volunteers who provide substantial services to IAVI, and posted on IAVI's external website. Please contact the General Counsel's Office if you have any questions regarding the above Policy.