



ASSOCIAÇÃO PAULISTA PARA O
DESENVOLVIMENTO DA MEDICINA

"Health Management"

3rd Edition

ADMINISTRATIVE COMPLIANCE MANUAL, INTEGRITY POLICIES AND PRINCIPLES

APPROVED BY THE BOARD OF DIRECTORS ON 09/26/2022

www.spdm.org.br

Hospital São Paulo



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About the company

SPDM – ASSOCIAÇÃO PAULISTA PARA O DESENVOLVIMENTO DA MEDICINA

SPDM-Associação Paulista para o Desenvolvimento da Medicina, founded in 1933, is one of the most important philanthropic entities in the health sector in Brazil and one of the largest employers. It owns and maintains Hospital São Paulo - Federal University Hospital, in addition to managing numerous public hospitals and outpatient units, operating with excellence in the provision of education and medical services to the population.



Administrative headquarters

1. INTRODUCTION

This Manual is intended to guide and provide mandatory knowledge to employees/collaborators and third parties hired by **SPDM - Associação Paulista para o Desenvolvimento da Medicina**, regarding the integrity policy and principles adopted by this entity, **aiming at establishing rules of conduct, ethics and morals, as well as full compliance with and fulfillment of the general requirements of Federal Law No. 12.846, enacted on August 1, 2013, which provides for the administrative and civil liability of legal entities for the practice of acts against the public administration, national or foreign, regulated by Federal Decree No. 11.129, of July 11, 2022**, guiding the actions of employees/collaborators within the entity, explaining the stance to be adopted by such professionals regarding the activities developed and negotiations with third parties.

In addition to informing and guiding employees/collaborators and third parties hired by SPDM, this Manual aims to provide the necessary and essential information for identifying risk situations, enabling the adoption of appropriate measures in the performance of the activities of each employee/collaborator and also in the relationship with third parties hired.

After reading this Manual and understanding all its terms, the employee/collaborator must complete and sign the Commitment Term contained in Annex I, attesting to their full knowledge and assuming the commitment to full compliance. New employees must sign the Commitment Agreement in Annex I at the same time as signing the Employment Contract.

Any supply or service provision agreement signed with a third party must be accompanied by the Acknowledgment Agreement regarding this SPDM Administrative Compliance Policy Manual, as per Annex II, duly completed and signed.

Employees/collaborators who have any doubts or questions about this Manual should ask their immediate manager for

clarification, who, if necessary, will seek support from the Legal department for the necessary clarifications. Third parties should ask the person responsible for the contracting sector for clarification.

This manual was prepared according to the values and ethical principles of the entity in order to foster transparency, regulate the organization's internal and external relations, manage conflicts of interest, protect physical and intellectual assets, and consolidate good corporate governance practices in conjunction with other regulatory instruments of the institution. These ethical principles should substantiate the negotiation of contracts, agreements, the bylaws, as well as the policies that guide the institutional management.

Its purpose is to express the commitment of the institution, its board members, directors, employees, suppliers and stakeholders to adopting appropriate standards of conduct.

MISSION, VISION AND VALUES

MISSION: To act with excellence in health care without prejudice, distinction or classification of citizens.

VISION: To be recognized as the most comprehensive and competent Brazilian philanthropic health organization.

VALUES:

- | | |
|---------------------|--|
| ▪ Training | ▪ Humanization |
| ▪ Social commitment | ▪ Quality |
| ▪ Reliability | ▪ Ecological, economic and social sustainability |
| ▪ Entrepreneurship | ▪ Tradition |
| ▪ Equity | ▪ Transparency |
| ▪ Ethics | |

2. SCOPE

This Manual, approved by the Board of Directors, is applicable to all employees/collaborators and third parties hired (Individuals and legal entities, where applicable) by SPDM - Associação Paulista para o Desenvolvimento da Medicina, without distinction, and their full knowledge and faithful observance are mandatory. For this reason, any acts that fail to comply with this policy will not be tolerated, under penalty of application of the disciplinary sanctions provided for by law and in this manual.

Anyone who becomes aware of any employee/collaborator or third party working for SPDM committing any unlawful acts as provided for in this Manual and in Federal Law No. 12.846/2013 and other applicable regulations must immediately report the incident through SPDM's Confidential Channel, under penalty of being held liable and subject to the sanctions provided for in this Manual and by law if they fail to do so.

The institution, through its Executive Board, must ensure the effectiveness of the code of conduct through dissemination, reading, comprehension, understanding and training all those who must comply with it (administrators, members of the fiscal council and committees, employees, suppliers and service providers) at all levels of the institution.

SPDM's Compliance department, Executive Board and/or Legal Department must adopt all legal and applicable procedures so that the entity can properly investigate the complaints and hold the offenders accountable.

3. DEFINITIONS/CONCEPTS

THE DEFINITIONS ADOPTED IN THIS MANUAL ARE AS FOLLOWS:

Entity: SPDM - Associação Paulista para o Desenvolvimento da Medicina.

Employee/Collaborator: any and all individuals with an employment relationship working for or on behalf of SPDM - Associação Paulista para o Desenvolvimento da Medicina, its headquarters and its branches.

Third party: any and all legal entities or individuals (individual or self-employed), hired by SPDM to supply or provide services.

Brazilian Anti-Corruption Law: Federal Law No. 12.846, of August 01, 2013.

Regulation of the Brazilian Anti-Corruption Law: Decree No. 11.129 of July 11, 2022.

Active Corruption: Art. 333 of the Penal Code - "Offering or promising an undue advantage to a public official, to determine him to perform, omit or delay an official act".

Passive Corruption: Art. 317 of the Penal Code - "To request or receive, for oneself or for another, directly or indirectly, even outside of one's position, or before assuming it, but because of it, undue advantage, or to accept the promise of such advantage".

Bribery/kickback: This is an intentional offer, suggestion, payment or authorization of payment to someone for personal gain, with the intention of motivating active or passive deviation from functional duty or to guarantee the performance of a function.

Strict Liability: obligation to repair the damage, regardless of fault, in the cases specified by law, or when the activity normally carried out by the author of the damage implies, by its nature, a risk to the rights of others. Therefore, for the victim to obtain compensation, it is sufficient to demonstrate the occurrence of the damage and the causal link between the act practiced by the party and the damage caused.

Public Agent: person who exercises a public function, temporarily or permanently, with or without remuneration.

Foreign Public Agent: individuals who, even temporarily or without pay, hold a public office, job or function in government agencies, entities or diplomatic representations of a foreign country, as well as in legal entities controlled, directly or indirectly, by the government of a foreign country or in international public organizations.

3. DEFINITIONS/CONCEPTS

Bidding: formal administrative procedure, regulated by Law No. 8.666/93, used to contract works, services, including advertising, purchases, sales, concessions, permits and leases of the Public Administration, when contracted with third parties, except for the cases provided for in the Law.

Fraud: any deceitful, deceptive or bad-faith act with the purpose of harming or deceiving another person, or even of not fulfilling a certain obligation, obtaining, for oneself or for another person, undue advantages or benefits.

Facilitating payment: any and all payments made in order to expedite or ensure the execution of a certain act/service.

Compliance: is the obligation of the entity and all its employees/collaborators to comply with the rules imposed by legislation and internal regulations (policies and standards of the entity).

Prevarication: Art. 319 of the Penal Code - "Delaying or failing to perform, improperly, an official act, or performing it against an express provision of law, to satisfy personal interest or feeling".

Concussion: Art. 316 of the Penal Code - "To demand, for oneself or for another, directly or indirectly, even outside of one's position or before assuming it, but because of it, undue advantage". It differs from the crime of passive corruption, since the conduct provided for in art. 316 is that of "demanding", which implies a threat.

Nepotism: is the term used to designate the favoritism, even if indirect, of relatives (or close friends) to the detriment of more qualified people.

Influence Peddling: requesting, demanding, charging or obtaining, for oneself or for another, an advantage or promise of advantage due to information one has by virtue of one's position/function.

Exploitation of Prestige: requesting or receiving money or any other benefit, under the pretext of influencing the entity's decisions.

Environmental accidents: are unexpected and undesirable events that can cause harm, directly or indirectly, to the environment, health and life.

Intellectual property: understood to be a strategic asset for SPDM. These include know-how, technical data and process and market information.

Moral harassment: It is the exposure of one or more employees/collaborators to humiliating, embarrassing situations, in poor working conditions; ridiculing, inferiorizing and offending in a constant and prolonged manner.

3. DEFINITIONS/CONCEPTS

Sexual harassment: sexual coercion generally practiced by a person in a superior hierarchical position in relation to a subordinate (although the opposite can also happen), normally in the workplace or academic environment through threats, insinuations of threats or hostility.

Acts that Harm the Public Administration, whether National or Foreign, are all those acts practiced by the entity's employees/collaborators that violate national or foreign public assets, the principles of Public Administration or even international commitments undertaken. They are also defined with the purpose of "Hindering the investigation or inspection activities of public bodies, entities or agents, or intervening in their activities, including within the scope of regulatory agencies and inspection bodies of the national financial system".

Whistleblowing channel: This is an online communication channel for receiving reports of irregularities committed within the company, with protection for good faith whistleblowers and reception of anonymous reports and prohibition of retaliation against whistleblowers.

Conflict of interest: There is a conflict of interest when someone is not independent in relation to the matter under discussion and can influence or make decisions motivated by interests other than those of the organization.

Strategic or confidential information: this is understood as information not known to the market and whose disclosure may affect the Institution. Examples of such information include: medical records and personal documents of any patients or employees, know-how, techniques, designs, specifications, drawings, copies, diagrams, formulas, models, samples, flowcharts, sketches, photographs, plans, computer programs, disks, floppy disks, tapes, contracts, agreements, business plans, work plans, operational plans, processes, projects, product or service concepts, specifications, idea samples, customers, names of resellers and/or distributors, prices and costs, definitions and marketing information, inventions and ideas, other technical, financial or commercial information, among others.

4. LEGAL GUIDELINES

According to Federal Law no. 12.846/2013, legal entities will be held objectively liable for harmful acts committed against the Public Administration, whether national or foreign, and the entity's objective liability ***will not exclude the individual liability of its employees/collaborators and/or third parties participating in the act considered unlawful***, as provided for, respectively, in articles 2 and 3 of Law 12.846/13:

Art. 2 - Legal entities shall be held objectively liable, in the administrative and civil spheres, for the harmful acts provided for in this Law committed in their interest or benefit, whether exclusive or not.

Art. 3 - The liability of the legal entity does not exclude the individual liability of its directors or administrators or of any natural person, author, co-author or participant of the unlawful act.

§1 - The legal entity shall be held liable regardless the individual liability of the natural people referred to in the caput. [...]

The following constitute **acts that are harmful** to the public administration, national or foreign, according to article 5 of Federal Law No. 12.846/2013:

- I - promising, offering or giving, directly or indirectly, an undue advantage to a public agent, or to a third person related to him;
- II - demonstrably financing, paying for, sponsoring or in any way subsidizing the practice of the unlawful acts provided for in this Law;
- III - demonstrably using an intermediary individual or legal entity to hide or disguise their real interests or the identity of the beneficiaries of the acts performed;
- IV - with regard to bids and contracts:
 - a) frustrate or defraud, through adjustment, combination or any other expedient, the competitive nature of a public bidding process;
 - b) prevent, disrupt or defraud the performance of any act of a public bidding process;
 - c) remove or attempt to remove a bidder, through fraud or offering an advantage of any kind;

4. LEGAL GUIDELINES

d) defraud a public bidding process or a contract arising therefrom;
e) fraudulently or irregularly create a legal entity to participate in a public bidding process or enter into an administrative contract;
f) fraudulently obtain an undue advantage or benefit from modifications or extensions of contracts entered into with the public administration, without authorization by law, in the public bidding notice or in the respective contractual instruments; or
g) manipulate or defraud the economic and financial balance of contracts entered into with the public administration;
V - hinder the investigation or inspection activities of public bodies, entities or agents, or intervene in their activities, including within the scope of regulatory agencies and inspection bodies of the national financial system.

§ 1 Foreign public administration shall be considered to be state bodies and entities or diplomatic representations of a foreign country, at any level or sphere of government, as well as legal entities controlled, directly or indirectly, by the public authority of a foreign country.

§ 2 For the purposes of this Law, international public organizations shall be considered equivalent to foreign public administration.

§ 3 For the purposes of this Law, a foreign public agent shall be considered to be anyone who, even temporarily or without remuneration, holds a public office, job or function in state bodies, entities or diplomatic representations of a foreign country, as well as in legal entities controlled, directly or indirectly, by the public authority of a foreign country or in international public organizations”.

These provisions also apply, where applicable, to the Entity’s procedures, purchases and contracts in private procedures for the purposes of internal investigation and penalties.

5. CORPORATE GOVERNANCE

5.1. Corporate governance is the system by which SPDM is managed, involving relationships between partners, board of directors, management, supervisory and control bodies and other interested parties, and is regulated by the entity's Bylaws and Internal Regulations.

5.2. Good corporate governance practices must always be based on the basic principles of Transparency, equity, accountability and corporate responsibility, observing:

- a)** Respect for Human Rights in all their forms, manifestations and situations;
- b)** Conducting business with transparency and integrity, cultivating credibility with partners, employees, suppliers, patients/clients, government authorities, the press, communities where they operate and society in general, seeking to achieve growth, with social and environmental responsibility;
- c)** Upholding labor rights and promoting safe and secure work environments for all employees;
- d)** Maintaining a relationship with competitors based on the principles of honesty and respect, adopting explicit and declared rules;
- e)** Recording their reports and balance sheets correctly, consistently, accurately and completely, without ambiguity of information, making their accounting books available with full transparency to auditors and competent government agencies;
- f)** Conducting transparent, truthful and correct communication, easily understandable and accessible to all interested parties, based on the principles established in this manual; and
- g)** Compliance with and promotion of compliance with this manual, through management and monitoring devices, at corporate and local levels, disseminating it permanently, with a willingness to clarify doubts and accept suggestions.

5.3. The institution must ensure the separation and clear definition of functions, roles and responsibilities associated with the mandates of all governance agents.

6. POLICY FOR THE PREVENTION AND DETECTION OF ILLEGAL ACTS

In addition to violating ethical precepts, illicit conduct may compromise the image and reputation of the institution and its employees, deteriorate its economic value and impact its sustainability and longevity. The practice of illicit acts may result in civil, administrative and criminal liability of the institution and its officials. For these reasons, SPDM seeks to clarify and ensure strict compliance with legal provisions with this manual and define guidelines and mechanisms to defend its integrity in order to prevent and detect acts of an illicit nature, such as corruption, fraud or bribery.

6.1. Bribery/Kickback

All employees/collaborators and third parties acting for or on behalf of the institution are strictly **prohibited** from:

- a) Offering, promising, authorizing or providing any undue economic advantage, in any form (cash payments, gifts, movable or immovable property, or any other advantages), directly or indirectly, to any public official (including their family members) in order to influence their action/decision, for their own benefit or that of the entity;
- b) Approving the payment of bribery/kickbacks;
- c) Providing or accepting false invoices;
- d) Knowingly concealing or cooperating with the payment of bribery/kickbacks;
- e) Carry out any actions/omissions of a dubious nature, similar to the situations set out above, which may result in a benefit to the individual or the entity.

6.1.1. No employee/collaborator or third party shall be penalized for the delay or loss of business resulting from the refusal to pay a bribery/kickback.

6. POLICY FOR THE PREVENTION AND DETECTION OF ILLEGAL ACTS

6.2. Travel, gifts, meals and entertainment.

It is also forbidden, according to the policy of SPDM - Associação Paulista para o Desenvolvimento da Medicina, for any employee/collaborator to receive or offer trips, gifts, meals, entertainment, or even travel expenses to any person, whether a public agent or not (including their family members) with the intention of influencing/compensating for the practice of a certain act/decision, for their own benefit, that of third parties or of the entity.

6.2.1. In other situations not covered by the paragraph above, it will be necessary to record, in detail, the expenses incurred with meals, trips, gifts or entertainment, so that they reflect the true nature of the expenses.

6.2.2. Likewise, any facilitating payments are prohibited (see concept in item 3).

6.3. Third parties

In order to comply with the provisions of this Manual, **SPDM - Associação Paulista para o Desenvolvimento da Medicina** will have as a policy to conduct business only with third parties that have an unblemished reputation and the required technical qualifications and that are not relatives up to the third degree of those responsible and/or directly or indirectly involved in the contract, and all and any contract must be impersonal, moral, equitable and efficient, following the following precepts:

- a) Ensure the transparency and quality of its partnerships, understanding that these relationships are based on commitment and the development of responsible actions.
- b) Share the values of integrity, suitability and respect for customers, employees, suppliers and communities.
- c) Promote honest and fair relationships, without obtaining undue advantages through manipulation, use of privileged information and other artifices of this nature.

6. POLICY FOR THE PREVENTION AND DETECTION OF ILLEGAL ACTS

6.3.1. In all supply or service provision contracts to be signed with third parties, it is recommended that anti-corruption clauses be included or this policy be included as an annex, to ensure compliance. As a suggested clause, the following wording may be adopted:

“For the execution of this contract, neither party may offer, give or undertake to give to anyone, or accept or undertake to accept from anyone, either on its own behalf or through others, any payment, donation, compensation, financial or non-financial advantages or benefits of any kind that constitute an illegal or corrupt practice under Federal Law No. 12.846, enacted on August 1, 2013, regulated by Federal Decree No. 11.129, of July 11, 2022, whether directly or indirectly in relation to the subject matter of this contract, or in any other way not related to this contract, and must also ensure that its employees, administrators and partners act in the same way.”

The CONTRACTED PARTY must declare whether any executive, director, partner, shareholder, employee or agent of the company is a civil servant of a public agency with whom the SPDM unit, now contracting party, has a management contract or agreement.

The CONTRACTED PARTY declares that it is aware of the SPDM Administrative Compliance, Policies and Integrity Principles Manual, available for consultation on the website www.spdm.org.br.

6.3.2. For contracts drawn up by third parties and those that cannot be adapted by including the wording above, at least the term set out in Annex II must be required.

6.3.3. Under no circumstances shall any act of Corruption be permitted by its employees/collaborators, or any other person acting on its behalf.

6. POLICY FOR THE PREVENTION AND DETECTION OF ILLEGAL ACTS

6.4. Conflicts of interest

The hiring of employees/collaborators must comply with the personnel management policy, and nepotism or any other situation that may result in conflicts of interest or illegal privileges is prohibited;

6.4.1. Employees/collaborators must not have a third-degree relationship with partner companies or suppliers;

6.4.2. Employees/collaborators must not take advantage of their position, status or personal relationships to obtain personal favors or benefits.

6.5. Purchasing and Service Contracting Process

Any and all purchasing and contracting processes for goods and services must comply with Federal Law No. 12.846/2013 and this manual in its entirety, based on the institution's Purchasing and Contracting Policies.

6.5.1. All decisions to purchase or contract services may only be made by authorized and qualified employees/collaborators, based on technical and economic specifications, and favoritism of any kind is not permitted.

7. RULES AND PROCEDURES

All employees/collaborators and third parties of **SPDM - Associação Paulista para o Desenvolvimento da Medicina** are required to comply with this policy and Federal Law No. 12.846/2013, and, to this end, the rules and procedures detailed below must be observed:

7.1. In their personal conduct, employees/collaborators are expected to:

- a)** Comply with and enforce Institutional Policies, Standards and Procedures;
- b)** Respect the hierarchy and maintain attitudes of respect and cooperation with other employees;
- c)** Act honestly, fairly, with dignity, and with courtesy, availability and attention to all people with whom they interact, internally and externally, respecting any individual differences;
- d)** Always act professionally, aiming at good corporate coexistence;
- e)** Fulfill their duties and obligations with the utmost commitment, innovative spirit, technical quality and assiduity, aiming to achieve and guarantee institutional interests;
- f)** Take advantage of opportunities for ongoing training, systematically evaluate themselves and learn from their own or others' mistakes;
- g)** Respect professional secrecy, except when authorized or required by law;
- h)** Preserve institutional interests, in a public or private environment and ensure that everyone does so;
- i)** Value the reputation of the Institution and of co-workers;
- j)** Respect intellectual property and recognize the merits of the work developed by colleagues, thoughts and statements, regardless their hierarchical position, in compliance with the law.
- k)** Also respect the authenticity of any document, information or data, maintaining its content in its original form, without any alteration or distortion of content;
- l)** Act ethically, without prejudice of nationality, place of birth, social or economic condition, race, gender, color, age, religion, marital status, sexual orientation, philosophical or political conviction, disability or any other forms of discrimination;
- m)** Strive for honesty in their actions, not using their position, function or hierarchical position to obtain any benefit;
- n)** Preserve the Institution's assets: equipment, materials, furniture, technological and strategic information;
- o)** Value a dignified personal appearance that is compatible with the type of activity they perform, with the audiences with whom they interact and with the corporate specificities of the area in which they operate;

7. RULES AND PROCEDURES

- p) Do not pass on documents and information to the external public without due authorization;
- q) Protect strategic and confidential information;
- r) Act, in work situations, in a manner compatible with the Institution's Values, whether in an internal or external environment, such as participating in training or events, or other situations that allow the identification of SPDM, thus contributing to the recognition of its good corporate image;
- s) Do not make comments or talk about inappropriate matters of an institutional nature, information about patients and others, in places where people circulate;
- t) Do not engage in any activity that conflicts with the interests of SPDM and report to hierarchical superiors or through the communication channels provided, any situation that constitutes an apparent or potential conflict of interests;
- u) Conflict of interest is understood when, in the employee-institution relationship, the employee uses his influence or commits acts with the intention of benefiting private interests and that are contrary to the interests of the institution or may cause it harm or loss.
- v) Do not demonstrate and/or express personal dissatisfaction to users or visitors;
- w) Do not insinuate or express to patients and family members any problems with care/assistance that may have originated in another sector.

7.1.1. SPDM advises employees to be judicious in their conduct, acting with prudence and care in public environments.

7.1.2. The Institution is committed to respecting and ensuring respect for LGBTQIA+ rights, racial equity including indigenous people, immigrants and refugees, as well as the inclusion of people with disabilities.

7.2. In relationships with employees/collaborators

SPDM understands that employees/collaborators are the main agents and interlocutors between the Institution and its clients, in the pursuit of providing services with excellence, quality, integrity and safety. Therefore, in its relationship with employees/collaborators, SPDM must:

7. RULES AND PROCEDURES

- a) Provide a cordial and respectful work environment with equal opportunities for professional growth;
- b) Encourage and promote actions to promote health and quality of life at work;
- c) Recognize the right of free association of its employees/collaborators, respect their participation in unions and not practice any type of negative discrimination in relation to its unionized employees/collaborators;
- d) Observe labor and occupational health and safety laws.

7.3. In interpersonal relationships

Employees/collaborators must contribute to a cordial and respectful, ethical and moral work environment, and diversity must be respected in work relationships, regardless of the position or function they occupy.

The SPDM is based on the principle of recognizing and promoting the Universal Declaration of Human Rights adopted and proclaimed by the United Nations General Assembly (resolution 217 A III), to which Brazil is a signatory.

7.3.1. Discrimination and Prejudice

Discrimination or prejudice of any nature, whether based on race, ethnicity, religion, age group, gender identity, political conviction, nationality, marital status, affective or sexual orientation, physical condition, opinion or any other, will not be tolerated.

7.3.1.1. In the recruitment, selection and promotion processes, candidates must be evaluated solely on their professional ability to meet and adapt to the expectations of the position.

7.3.2. Child or slave labor

Slave labor or similar conditions, as well as the use of child labor, including through outsourced companies or independent service providers, will not be permitted under any circumstances or situations.

7.4. In relations with suppliers and service providers

7. RULES AND PROCEDURES

7.4.1. Employees/Collaborators

Employees/collaborators may not accept invitations or gifts of a personal nature as a result of relationships with suppliers or customers, especially those that may generate doubts, damages or influence decision-making;

7.4.1.1. Employees/collaborators may not perform external activities incompatible with their position and function, nor may they hold positions in companies, institutions or public agencies that do business with SPDM;

7.4.1.2. Corporate ties, whether personal or through a spouse or family member, with suppliers and service providers will also not be accepted if the position held by the employee gives them the power to influence transactions or allow access to privileged information or constitutes a conflict of interest.

7.4.1.3. Employees/collaborators who hold positions in other institutions or have spouses or family members who work for competitors or suppliers must report the fact in writing, at the earliest opportunity, to their immediate superior, who will bring it to the attention of the Board of Directors to assess any potential conflicts of interest and incompatibility.

7.5. In relations with business partners and competitors

7.5.1. All legitimate and necessary market and competitor information for the business must be obtained through transparent and suitable practices, and its acquisition by illicit means, understood as illegal and morally unacceptable forms of access to confidential information, is not permitted.

7.5.2. Employees/collaborators are prohibited from adopting any attitude that harms the image of SPDM's competitors or suppliers.

7.5.3. No agreements with competitors may be reached with the aim of abusing economic power or engaging in arbitrary business practices.

7. RULES AND PROCEDURES

7.6. Books and Records

7.6.1. SPDM must keep accounting books and records in a manner that accurately and in detail reflects the reality of transactions carried out, regardless the amount.

7.6.2. Including inadequate, fraudulent, ambiguous or any other accounting entries intended to conceal payments made illegally is prohibited.

7.6.3. Contracts to which SPDM is a party must be written in an objective, clear and precise manner, leaving no room for ambiguous interpretations. Documents not attached to the main text may only be accepted or provided with the assistance of SPDM's Contract Management and Legal Advisory.

7.6.4. All payments and commitments made must be authorized by the competent hierarchical level and supported by legal documentation; and

7.6.5. SPDM's official records, documents or books must be filed for the filing period required for each one. Total or partial destruction may only occur when they no longer have any commercial or legal use.

7.7. In relations with government entities and class representatives

7.7.1. Government

7.7.1.1. SPDM respects the legislation and authorities at all levels of government.

7.7.1.2. The provision of information to all levels of government, including municipal, state and federal public bodies, must be made upon formal request and always in writing, with provision through protocol and with due authorization from the person in charge.

7.7.1.3. Whenever a request is presented by a government representative, including inspection processes, institutional regulations must be followed, with communication to the responsible Superintendence and forwarding to the competent sectors and departments.

7.7.1.4. Payments, as a bonus, or the offering of any advantage to public servants or Government authorities to expedite routine services or administrative actions are prohibited.

7. RULES AND PROCEDURES

7.7.1.5. The employee/staff member shall not use the name of SPDM when dealing with personal matters of any nature in their relationship with the government.

7.7.2. Political Participation

SPDM respects the individual right of employees to get involved in civic affairs and participate in the political process. However, such participation must occur in their own time and at their own expense, always in their own name and never mentioning or making any reference to the institution or its employers and employees. Likewise, employees are prohibited from making, on behalf of SPDM, any contribution in value, goods or services to political campaigns or causes.

7.8. Occupational safety and environment

7.8.1. The health, physical integrity of employees/collaborators and environmental protection are strategic issues at SPDM, with transparent treatment of all information related to health, safety and the environment that may have an impact on its employees/collaborators, on the communities or on the environment itself.

7.8.2. SPDM will continuously provide training to employees/collaborators so that they are familiar with their routines and take responsibility for them, and they must become familiar with the health, safety and environmental policies, procedures and practices and strictly comply with them.

7.8.3. Everyone is expected to carefully observe the work environment, identifying possible risk situations. If any risk is identified, the fact must be reported to the local leadership and those involved must be alerted.

7.8.4. Third parties hired by SPDM must comply with all health, safety and environmental procedures defined in a specific policy for their activities.

7.8.5. In emergency situations, such as environmental or work-related accidents, those involved must follow the procedures established for the situation and, at the earliest opportunity, report the facts to the local administration.

7. RULES AND PROCEDURES

7.9. In the use of information

7.9.1. Intellectual Property

7.9.1.1. All work and results of an intellectual nature and strategic information generated by SPDM belong exclusively to it.

7.9.1.2. Employees are responsible for treating confidentially information about intellectual property to which they have access as a result of their work, using it carefully. Disclosure of this information is not permitted without express authorization from SPDM, except in the case of a court order, which must be forwarded to SPDM's Legal Department as soon as it is received, for analysis and opinion.

7.9.2. Publications, scientific papers, lectures and external presentations

7.9.2.1. In Publications, Scientific Papers, Lectures and External Presentations at seminars and other public events that deal with information about SPDM, the confidentiality of confidential information about the Institution must be strictly respected.

7.9.2.2. All Publications, Scientific Papers, Lectures and External Presentations, regarding the content and themes to be presented, must be previously approved by the responsible Superintendence.

7.9.3. Privileged information

7.9.3.1. Any employee/collaborator who, by virtue of his position or responsibilities, has access to strategic or confidential information about SPDM, may not pass it on to third parties. In this case, it is the employee/collaborator's duty to prevent anyone from accessing such information, taking extra care with printed documents, media, and even materials left on desks or in drawers and cabinets.

7.9.3.2. The use of privileged information for one's own benefit or that of third parties is expressly prohibited, as it is illegal, unethical, and violates the principles of equity, morality, and confidentiality. Such use harms not only the integrity of the market but also the institution and its directors, in addition to subjecting participants to civil, criminal, and administrative implications.

7. RULES AND PROCEDURES

7.9.4. Use of electronic information systems

7.9.4.1. Electronic systems and IT resources will be available to employees/collaborators for the proper performance of their duties.

7.9.4.2. Employees/collaborators must use computer programs, software and communication systems (e-mail, intranet, etc.) to perform their work, always taking care of information security and not disseminating or forwarding messages whose origin is dubious or illegal.

7.9.4.3. The use, for personal and private purposes, exchange, retrieval, storage or use of obscene, pornographic, violent, discriminatory, racist, defamatory content that disrespects any individual or entity and is contrary to SPDM's policies and interests is prohibited. Games and chain messages are also not permitted.

7.9.4.4. Users, in general, should not have an expectation of privacy when using these systems and resources. For this reason, SPDM may, at its discretion, use and monitor any information transmitted or residing in these media. This rule includes information written or stored in an electronic system and any other associated media. It also includes technically developed information, acquired by associations, acquisitions, licenses, purchases or entrusted to the Institution.

7.9.4.5. All files and information related to professional activity created, received or stored in electronic systems are the property of SPDM and constitute commercial and legal assets.

7.9.4.6. The password to access the systems is for personal use only and may not be shared with third parties, even a co-worker.

7.9.4.7. The installation of any software or programs without prior authorization from the Technology and Information area is prohibited.

7.9.4.8. The appropriate use of electronic information systems at SPDM is detailed in the Information Technology Policies.

7.10. Institutional image and reputation

7.10.1. The construction and strengthening of SPDM's image and reputation also occur through dialog and behavior towards the public with which we interact. To this end, actions, both within and outside the Institution, must always be in line with the Institution's Principles, Values, policies and standards.

7. RULES AND PROCEDURES

7.10.2. Advertising Market

7.10.2.1. Institutional advertising must be appropriate to the positioning, and must follow the guidelines and prior approval of SPDM. All documents, brochures or promotional material with the logo of the local institution, such as SPDM, must be authorized by the local technical director.

7.10.3. Press

7.10.3.1. In its relations with the press, SPDM adopts an objective and clear position in the dissemination of information, prioritizing the dissemination of relevant facts, the promotion of actions and services provided, in order to satisfy the interests of the parties involved.

7.10.3.2. Unauthorized individuals and employees/collaborators are prohibited from contacting the press on behalf of SPDM. Only officially appointed and authorized employees/collaborators may give interviews or make statements to the authorities and the community.

7.10.4. Social Media

7.10.4.1. SPDM advises its employees/collaborators to use social media responsibly, as they are extensions of social interaction, with greater potential for visibility, and the information made available quickly reaches a large number of people. There will be no interference in the activities of employees/collaborators on digital channels, as well as in personal publications, but everyone must be attentive and remember the responsibility that belonging to the Institution's staff implies, since their profile is linked to the company's image;

7.10.4.2. Social Media or Social Network is understood as any tool or service that facilitates conversations over the Internet. These terms do not apply only to the traditional big names, such as Whatsapp, Instagram, Facebook or Twitter, but also to other platforms that include conversations with the user, including YouTube, Flickr, Blogs and Wikis, etc.;

7.10.4.3. Everything that is disclosed and the way it is disclosed generates positive or negative impressions about people or institutions. Therefore, do not do on them what you would not do in a social environment. People and institutions should be concerned about their digital reputation, evaluating the impact of what they publish, share or comment on the internet;

7. RULES AND PROCEDURES

7.10.4.4. It is important to note that, once published, information will never be completely removed, and the person responsible for the disclosure may be held legally and criminally liable for inappropriate content.

7.10.4.5. At SPDM, only authorized areas whose function is relevant to the activity may talk about the Institution on their respective official social networks.

7.10.5. The following content is considered inappropriate:

- a) Content that may attribute to someone, or to the institution, a specific fact that is offensive to its image and reputation, objective honor, with the intention of making it liable to discredit in public opinion;
- b) Use of image without due authorization;
- c) Use of offensive language or jokes, containing any type of discrimination or prejudice, whether racial, religious, social, sexist, among others;
- d) Use of confidential company information;
- e) Inappropriate use of intellectual property, the authors must be respected;
- f) Any content that is in disagreement with the principles of ethical conduct of SPDM.

7.10.5.1. In case of doubt, no type of post related to the institution should be made without prior authorization from the respective superior;

7.10.5.2. When identifying yourself as an employee/collaborator of SPDM, your personal and professional conduct must be in accordance with the general principles of conduct and ethics established in this Manual. When publishing content, you must take responsible care to attribute credibility to the institutional brand image;

7.10.5.3. Diplomacy must be a constant practice in cyberspace, as good manners will always be welcome and should be exercised in all environments where relationships occur.

7.11. Resources managed by SPDM

7.11.1. SPDM is responsible for the use, safekeeping, maintenance and conservation of the assets, equipment and facilities necessary to perform the contracted services.

7. RULES AND PROCEDURES

7.11.2. The assets, equipment and facilities are intended exclusively for use in its operations and cannot be used for private purposes.

7.11.3. It is the employee/collaborator's responsibility to ensure the proper use and conservation of the institution's assets and those of third parties under its care.

7.11.4. The donation, sale, disposal and/or assignment of use of public assets, furniture and equipment under the care and management of SPDM is prohibited.

7.11.5. Cases of misappropriation of funds or damage to the company's own assets or those of third parties will be rigorously investigated by SPDM, through the establishment of internal administrative proceedings.

7.12. Financial Management

7.12.1. SPDM does not accept or tolerate, by action or omission, any illicit act related to the management of financial resources, whether its own or those of third parties.

7.13. Warning Signs

To ensure full compliance with Federal Law No. 12.846/2013 and its amendments, as well as this policy, employees/collaborators of **SPDM - Associação Paulista para o Desenvolvimento da Medicina** must always be alert to the so-called "warning signs".

7.13.1. "Warning signs" are understood to be those situations that may indicate the receipt of undue benefits or payments. These signs are not necessarily evidence of corruption, nor do they automatically exempt employees/collaborators from liability. They are, in fact, nothing more than suspicions that deserve due care and investigation.

7.13.2. Therefore, employees/collaborators of SPDM - Associação Paulista para o Desenvolvimento da Medicina must pay special attention to the following warning signs when carrying out any transaction:

- a.** The counterparty has a reputation for matters related to Corruption, unethical or potentially illegal acts;

7. RULES AND PROCEDURES

- b.** The counterparty requested an excessive commission amount to be paid in cash or in another irregular manner;
- c.** The counterparty is controlled by a Public Agent, or their family members, or has a close relationship with the Government;
- d.** The counterparty provides/requests an invoice or other questionable documents;
- e.** The counterparty refuses/makes it difficult to include anti-corruption clauses in the written contract;
- f.** The counterparty proposes an unusual financial transaction for the type of transaction/business to be carried out;
- g.** Perception that the donation to a charity at the request of a Public Agent is an exchange for a government action;
- h.** The counterparty does not have an office or employees; and
- i.** Perception that an employee/collaborator of SPDM is carrying out actions that are atypical of the function/position and/or the standard procedure adopted by the entity in purchasing, contracting, among others, with the intention of benefiting themselves or their relatives up to the third degree.

7.13.3. The situations listed above are not the only ones that should be considered as “warning signs”.

7.13.4. The employee/collaborator of the entity who perceives any warning sign must promptly communicate it to their immediate superior, who must bring it to the attention of the Executive Board or the Legal Department of the entity.

8. APPLICABLE VIOLATIONS AND SANCTIONS

All employees/collaborators of **SPDM - Associação Paulista para o Desenvolvimento da Medicina** have the duty and responsibility to report any violation, or suspected violation, of this Manual and of Law No. 12.846/13 and its subsequent amendments and regulations.

8.1. Any and all reports of violations, or suspected violations, must be made through the communication channels indicated below or directly to the Executive Board of the entity, which will be protected and considered confidential, and may even remain anonymous.

8.2. Retaliation of any kind against any person who, in good faith, reports the practice of acts provided for in this Manual and in Federal Law No. 12.846/2013 and its subsequent amendments and regulations will not be permitted or tolerated. Employees/collaborators who engage in retaliation will be subject to disciplinary action by the entity, including termination of their employment contract.

8.3. Violation of this Manual and Law No. 12.846/13 may result in severe civil and criminal penalties for both the entity and its employees/collaborators and third parties involved.

8.4. In addition to the sanctions provided for by law, any employee/collaborator who is proven to have violated this Manual and Law No. 12.846/13 and its amendments and subsequent regulations, will be punished with disciplinary measures that may include termination of the employment contract and, for third parties, motivated termination of their contract, with contractual and legal reprimands.

9. PROHIBITIONS

In addition to the prohibitions inherent to the work environment and its interpersonal relationships, the consumption of alcoholic beverages during working hours is strictly prohibited, as is the exercise of professional functions while intoxicated. The use and possession of illicit drugs and the presence in the workplace in an altered state due to the use of these substances are also prohibited, which may affect the safety and performance of both the employee and his coworkers;

No weapons of any kind will be permitted on the Institution's premises, except for expressly authorized professionals; and, the sale and exchange of goods of private interest, the sale of raffle tickets and gambling in the Institution's premises are prohibited.

10. COMMUNICATION AND INVESTIGATION CHANNELS

10.1. The following practices will not be permitted or tolerated:

10.1.1. Sexual, moral or any other type of harassment, nor situations that constitute disrespect, intimidation or threat, in the relationship between employees, regardless of their hierarchical level;

10.1.2. Irregularities related to Non-Compliance with Policies, Standards, Procedures and Code of Conduct, Corruption, Bribery, Embezzlement, Conflict of Interest, Actions related to suppliers and service providers, Alcohol, Drugs and Firearms, Illegal practice of the profession, Environment, Occupational Safety and among others.

10.2. SPDM provides formal communication channels to receive opinions, criticisms, complaints and reports from interested parties and is operated independently and impartially, with guaranteed secrecy and confidentiality of the author of the message/complainant and the investigation is carried out by a conduct committee with total independence and functional autonomy.

10.2.1. Therefore, employees who feel discriminated against, humiliated or subjected to prejudice, pressure, abusive practices or disrespect and who feel embarrassed to discuss the matter with their superiors must report the incident using the communication channel made available to them, which will maintain confidentiality.

10.3. Confidential Channel <https://www.spdm.org.br/sistemas/canalconfidencial>, to report, among others:

- Physical Assault;
- Alcohol, Drugs and Firearms;
- Moral Harassment;
- Sexual Harassment;
- Actions related to suppliers and service providers;
- Conflict of Interest;
- Corruption;
- Failure to Comply with Policies, Standards, Procedures and Code of Conduct;
- Deviations;
- Discrimination;
- Illegal Practice of the Profession;
- Accounting or Tax Fraud;

10. COMMUNICATION AND INVESTIGATION CHANNELS

- Theft;
- Money Laundering;
- Environment;
- Inappropriate Romantic Relationship;
- Workplace Safety;
- Bribery;
- Other irregularities.

11. GENERAL PROVISIONS

11.1. The SPDM Executive Board shall be responsible for resolving any doubts raised regarding its interpretation and application.

11.2. Any omissions will be analyzed by the Executive Board and deliberated by the SPDM Board of Directors.

11.3. This manual must always be interpreted in accordance with the regulations of current Legislation, the Professional Codes of Ethics, the CLT - Consolidation of Labor Laws, the Administrative Misconduct Law No. 8.429/1992, the Brazilian Civil and Penal Codes and other applicable laws.

11.4. This Manual shall come into effect on the date of its approval by the Board of Directors and shall not replace or invalidate any other legal norm in force on the subject matter it deals with.



SPDM

ASSOCIAÇÃO PAULISTA PARA O DESENVOLVIMENTO DA MEDICINA

Founded in 1933 | Municipal, State and Federal Public Utility | Philanthropic Entity registered with the CNAS since 06/26/1963

ANNEX I

Term of Responsibility, Commitment and Adherence to the SPDM Manual of Administrative Compliance, Policies, and Integrity Principles.

I, _____, holder of ID number _____ and registered with the CPF/MF number _____, performing the function of _____ at SPDM, declare that I have received, read and understood the SPDM Manual of Administrative Compliance, Policies, and Integrity Principles, which becomes an integral part of my employment contract, so that I agree with its full content, assuming the commitment to comply with it in the exercise of my professional activities.

Is there any situation that should be reported regarding conflict of interest or impediment?

() Yes / () No

If yes, answer below:

1. Indicate the companies that supply, provide services or partners of SPDM in which you are a partner, administrator, executive, negotiator, sales representative or who hold a position with decision-making power:

Company and Department	Link with the Institution	Function / Position

2. Indicate people with whom you have a close relationship who are partners, executive administrators, negotiators, sales representatives or who hold positions with decision-making power in a company that supplies, provides services, contracts or competes with SPDM:

Company and Department	Link with the Institution	Function / Position

3. Indicate people with whom you have a direct and family relationship of up to the 3rd degree, by blood or by affinity who also work at SPDM

Full Name Relationship Level Company/ Department - if applicable

4. Situation(s) that require validation:

Description of the Situation

I declare that the information provided by me in this document is true, and that no information has been omitted that could influence decisions that SPDM needs to make regarding this declaration.

Full Name: _____

Area: _____

Date: ____ / ____ / ____

Signature: _____

3rd Edition. - Approved by the Board of Directors on 09/26/2022.

Rua Dr. Diogo de Faria, 1036 | VI. Clementino | São Paulo | CEP 04037-003 | www.spdm.org.br

ANNEX II



SPDM

ASSOCIAÇÃO PAULISTA PARA O DESENVOLVIMENTO DA MEDICINA

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ANNEX II

Term of Adherence to the SPDM Administrative Compliance, Policies and Integrity Principles Manual

_____, through its legal representative _____, hereinafter referred to as the ("Company"), declare that all members of the Company, including its partners, administrators, employees and agents who will provide services directly or indirectly to SPDM are fully aware of and understand the provisions of Federal Law No. 12.846/2013 and its regulations applicable to the activities of their Company, as well as the applicable provisions of the SPDM Administrative Compliance, Policies and Integrity Principles Manual.

Furthermore, I confirm that no executive, director, partner, shareholder, collaborator or agent of the contracted company has an employment relationship with the public agency of the unit under the management of SPDM, now the contracting party.

I further confirm that the Company, executives, directors, partners, shareholders, employees or agents, when acting as representatives of the Company, have not offered, paid, promised to pay, authorized or received payment of money or any other object of value as a form of bribery or facilitation, nor will they do so in the execution of the Contract signed with SPDM.

Finally, I undertake to inform SPDM and the competent authorities of any information that leads to knowledge of any activity related to the subject matter of the contract and that may constitute a violation of SPDM's Administrative Compliance Policy, Federal Law No. 12.846/2013 and public service legislation.

São Paulo, _____, 202__.

(Name) (Company)



CONTACT

Rua Dr Diogo de Faria, 1036
Vila Clementino - São Paulo

Tel: (11) 5549-7032
(11) 5539-2083

fale@spdm.org.br
www.spdm.org.br