

May 26, 2017

Ms. Elizabeth Fischmann
Associate General Counsel for Ethics
Designated Agency Ethics Official
U.S. Department of Health and Human Services
Room 710-E, Hubert H. Humphrey Building
200 Independence Avenue, SW
Washington, DC 20201

Dear Ms. Fischmann:

The purpose of this letter is to describe the steps that I will take to avoid any actual or apparent conflict of interest in the event that I am confirmed for the position of Assistant Secretary for Health, U.S. Department of Health and Human Services.

As required by 18 U.S.C. § 208(a), I will not participate personally and substantially in any particular matter in which I know that I have a financial interest directly and predictably affected by the matter, or in which I know that a person whose interests are imputed to me has a financial interest directly and predictably affected by the matter, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). I understand that the interests of the following persons are imputed to me: any spouse or minor child of mine; any general partner of a partnership in which I am a limited or general partner; any organization in which I serve as officer, director, trustee, general partner or employee; and any person or organization with which I am negotiating or have an arrangement concerning prospective employment.

Upon confirmation, I will resign from positions with the following entities:

Baylor College of Medicine
BioHouston
University of Michigan A. Alfred Taubman Medical Research Institute
University of Texas MD Anderson Cancer Center

For a period of one year after my resignation from each of these entities, I will not participate personally and substantially in any particular matter involving specific parties in which I know that entity is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I currently provide consulting services through Health Science and Biosecurity Partners, LLC, my single member LLC. Upon confirmation, I will cease all operations of Health Science and Biosecurity Partners, LLC, and during my appointment as Assistant Secretary, I will not perform consulting work. Also, during my appointment as Assistant Secretary, Health Science and Biosecurity Partners, LLC will remain dormant and will not advertise. I will not perform any services for this entity, except that I will comply with any requirements involving legal filings, taxes and fees that are

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necessary to maintain the entity while it is in an inactive status. As Assistant Secretary, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of Health Science and Biosecurity Partners, LLC. Any amounts owed to me by any of my clients will be fixed before I assume the duties of the position of Assistant Secretary, and I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the ability or willingness of any of these clients to pay these amounts. In addition, I will not participate personally and substantially in any particular matter involving specific parties in which I know a former client of mine is a party or represents a party, for a period of one year after I last provided service to that client, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

In October 2016, I resigned from my Special Assistant to the President position with the University of North Texas Health Science Center. For a period of one year after my resignation from this entity, I will not participate personally and substantially in any particular matter involving specific parties in which I know the University of North Texas is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Upon confirmation, I will resign my position as a member of the Scientific Advisory Board of BrainCheck, Inc. ("BrainCheck"). Through the company's Stock Option Plan for Advisors, I have acquired vested and unvested stock options in the company. I also hold additional stock in the company. I will forfeit any stock options that are unvested at the time of my resignation. Within 90 days of my confirmation, I will divest all of my stock and my vested stock options in BrainCheck. If I divest the stock options by exercising them, I will divest any resulting stock within 90 days of my confirmation. Until I have divested all of these financial interests, I will not participate personally and substantially in, any particular matter that has a direct and predictable effect on the financial interests of BrainCheck, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). Following these divestitures, for a period of one year after my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which I know BrainCheck is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Upon confirmation, I will resign my position as a Board Member of Esperance Pharmaceuticals, Inc. ("Esperance"). Through the company's Stock Option Plan for Directors, I have acquired vested and unvested stock options in the company. I will forfeit any stock options that are unvested at the time of my resignation. Within 90 days of my confirmation, I will divest all of my vested stock options in Esperance. If I divest the stock options by exercising them, I will divest any resulting stock within 90 days of my confirmation. Until I have divested all of these financial interests, I will not participate personally and substantially in, any particular matter that has a direct and predictable effect on the financial interests of Esperance, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). Following these divestitures, for a period of one year after my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which I know Esperance is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

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Upon confirmation, I will resign my position as a member of the Scientific Advisory Board of NonInvasix, Inc. ("NonInvasix"). Through the company's Stock Option Plan for Advisors, I have acquired vested and unvested stock options in the company. I will forfeit any stock options that are unvested at the time of my resignation. Within 90 days of my confirmation, I will divest all of vested stock options in NonInvasix. If I divest the stock options by exercising them, I will divest any resulting stock within 90 days of my confirmation. Until I have divested all of these financial interests, I will not participate personally and substantially in, any particular matter that has a direct and predictable effect on the financial interests of NonInvasix, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). Following these divestitures, for a period of one year after my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which I know NonInvasix is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Upon confirmation, I will resign my position as Consultant CEO of ViraCyte, LLC ("ViraCyte"). Through my position with the company, I have acquired both a vested profits interest and an unvested profits interest in the company. I will forfeit any profits interest that is unvested at the time of my resignation. Within 90 days of my confirmation, I will divest my vested profits interest in ViraCyte. Until I have divested all of these financial interests, I will not participate personally and substantially in, any particular matter that has a direct and predictable effect on the financial interests of ViraCyte, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). Following these divestitures, for a period of one year after my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which I know ViraCyte is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Following my appointment, I will divest my interests in the following entities within 90 days of my confirmation:

- Apple Inc.
- Bellicum Pharmaceuticals, Inc.
- Cognizant Technology Solution Corp.
- Essa Pharma Inc.
- Facebook
- Fidelity Select Banking Portfolio
- Fidelity Select Biotechnology Portfolio
- Fidelity Select China Region Fund
- Fidelity Select Energy Portfolio
- Fidelity Select Health Care Portfolio
- Neustar Inc.
- Oasis Petroleum Inc.
- Soligenix Inc.
- Southwest Airlines Company
- Whole Foods Market Inc.

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With regard to each of these entities, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of the entity until I have divested it, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2).

I understand that I may be eligible to request a Certificate of Divestiture for qualifying assets and that a Certificate of Divestiture is effective only if obtained prior to divestiture. Regardless of whether I receive a Certificate of Divestiture, I will ensure that all divestitures discussed in this agreement occur within the agreed upon timeframes and that all proceeds are invested in non-conflicting assets.

As a result of work performed with the University of Texas System, I am identified as the inventor on several patents, two of which (U.S. patent nos. 8,747,843 and 7,445,886), pursuant to university royalty sharing policies, may result in royalty payments to me during my appointment as Assistant Secretary for Health. For the duration of my appointment to the position of Assistant Secretary, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the commercial value of the technologies protected by the patents.

If I rely on a *de minimis* exemption under 5 C.F.R. § 2640.201(b) with regard to any of my financial interests in sector mutual funds, I will monitor the value of those interests. If the aggregate value of my interests in sector mutual funds that concentrate in any one sector exceeds \$50,000, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of any holdings of the funds that are in the specific sector in which the funds concentrate, unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2).

If I have a managed account or otherwise use the services of an investment professional during my appointment, I will ensure that the account manager or investment professional obtains my prior approval on a case-by-case basis for the purchase of any assets other than cash, cash equivalents, investment funds that qualify for the exemption at 5 C.F.R. § 2640.201(a), or obligations of the United States.

In order to avoid potential conflicts of interest during my appointment as Assistant Secretary, I, my spouse, or any minor children of mine will not acquire any direct financial interest in entities listed on the FDA prohibited holdings list or in entities involved, directly or through subsidiaries, in the following industries: (1) research, development, manufacture, distribution, or sale of pharmaceutical, biotechnology, or medical devices, equipment, preparations, treatment, or products; (2) veterinary products; (3) healthcare management or delivery; (4) health, disability, or workers compensation insurance or related services; (5) food and/or beverage production, processing or distribution; (6) communications media; (7) computer hardware, computer software, and related internet technologies; (8) wireless communications; (9) social sciences and economic research organizations; (10) energy or utilities; (11) commercial airlines, railroads, shiplines, and cargo carriers; or (12) sector mutual funds that concentrate their portfolios on one country other than the United States. In addition, we will not acquire any interests in sector mutual funds that concentrate in any of these sectors.

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I understand that as an appointee I will be required to sign the Ethics Pledge (Exec. Order No. 13770) and that I will be bound by the requirements and restrictions therein in addition to the commitments I have made in this ethics agreement.

I will meet in person with you during the first week of my service in the position of Assistant Secretary for Health in order to complete the initial ethics briefing required under 5 C.F.R. § 2638.305. Within 90 days of my confirmation, I will document my compliance with this ethics agreement by notifying you in writing when I have completed the steps described in this ethics agreement.

I have been advised that this ethics agreement will be posted publicly, consistent with 5 U.S.C. § 552, on the website of the U.S. Office of Government Ethics with ethics agreements of other Presidential nominees who file public financial disclosure reports.

Sincerely,

A handwritten signature in black ink, appearing to read "Brett P. Giroir", with a horizontal line extending from the end of the signature.

Brett P. Giroir