

CODE OF ETHICS

Fondazione Human Technopole

Document adopted by the Consiglio di Sorveglianza with a resolution dated July 29th, 2020
Code of Ethics

Summary

1. Introduction	2
2. General ethical principles	3
3. Rules of conduct	10
3.1. Rules of conduct in external relationships	10
3.1.1 Suppliers	10
3.1.2 Relations with the Public Administration and especially with the supervising Ministries.....	11
3.2 Rules of conduct in internal relationships	12
3.2.1 Principles of conduct in relations with the Governance Bodies	12
3.2.2 Principles of conduct in relations with the Board of Auditors.....	13
3.2.3 Principles of conduct in relations with top managers, employees and collaborators	13
3.3 Community relations	15
3.3.1 Social responsibility.....	15
4. Supervision of compliance with the Code of Ethics	15
4.1.1 Monitoring and control.....	16
4.1.2 Whistleblowing and protection of whistleblowers	16
4.1.3 Violations and penalties	17

1. Introduction

Purpose

By issuing this Code of Ethics (“Code”) the Fondazione Human Technopole (“Foundation”), has affirmed the importance of defining a system of values and rules of conduct to serve as a constant guide in the operation of its activities. This Code shall be followed by everyone working on behalf of the Foundation, regardless of the specific temporary or permanent relationship established between them (hereinafter, the “Recipients”) and the Foundation.

The Code, which has been formally approved by the “Consiglio di Sorveglianza”, is divided into two main sections: i) General Ethical Principles; ii) Rules of Conduct.

The Code is an integral part of the Organisational, Management and Control Model pursuant to Legislative Decree 231/2001 (hereinafter, “Model 231”) adopted by the Foundation, with the intention, *inter alia*, to prevent:

- the commission, pursuant to Italian law, of the offences envisaged in Legislative Decree 231/2001;
- the commission of acts conflicting with the values promoted by the Foundation.

This Code complements and does not supplant the provisions of previously approved internal policies and rules (“PRP’s”), and any change or addition to it shall follow the same procedures applicable to its approval.

Reference framework

The Foundation was established pursuant to Article 1, paragraph 116, of Law 232 dated December 11th, to execute scientific research activities, and is funded by the Italian Government. Its head office is in Milan.

The purpose of the Fondazione Human Technopole is to impart greater stimulus to the development of human technologies and long life, by increasing public and private investment in those sectors of research focused on disease prevention and health, following the National Research Programme (“Programma Nazionale per la Ricerca” – PNR) and by developing an integrated, multidisciplinary approach to health, genomics, nutrition, and data and decision-making science, particularly concerning the Human Technopole scientific and research project, also in connection with the university and research institution system.

Recipients of the Code

The Recipients of the present Code are:

- the members of the Governance Bodies of the Foundation;
- the employees, collaborators and consultants, with each being treated according to the contractual nature of their relationship with the Foundation and consistently with the

level of independence of their respective duties (hereinafter, "HT Staff");

- the third parties who have contractual relationships with the Foundation that are different from what listed hereinabove, or otherwise cooperate in any way in pursuit of its institutional purpose (hereinafter, "Third Parties Recipients").

The Recipients shall comply with the provisions of this Code in support of the smooth operation, reliability and reputation of the Foundation, to the extent of their responsibilities, and to enforce compliance with this Code in the performance of institutional activities, relations with third parties and in internal relations.

Dissemination and training

The Foundation is committed to guaranteeing timely internal and external dissemination of this Code of Ethics through:

- its distribution to all members of the *Governance Bodies* and all employees;
- its posting in a place accessible to all employees and publication on the institutional intranet and its institutional website;
- its distribution to other Recipients of the Code and any other interlocutor.

Moreover, the Foundation promotes and monitors the implementation of periodic training sessions on the Code of Ethics.

However, the employees may contact the ¹OdV pursuant to Legislative Decree 231/2001, (via e-mail to: odv@fht.org), to request clarifications and information concerning issues connected with Legislative Decree 231/2001.

2. General ethical principles

The general ethical principles of the Foundation constitute the core values of the operational procedures designed to realise its institutional purpose.

These general principles are:

The Principle of Legality

The Foundation acts in compliance with all applicable laws and regulations, the Organisational, Management and Control Model, the present Code of Ethics, and the generally accepted institutional procedures and practices, applying them with probity and fairness while favouring the use of the most appropriate methods based on best national and international experience.

The pursuit of any Foundation's interest cannot be considered an excuse to fail to comply with the law, and cannot justify dishonest conduct.

Compliance with institutional procedures

¹ OdV: Organismo di Vigilanza

The Recipients of the Code undertake to comply with the Articles of the By-laws, the internal regulations, and the Organisational, Management and Control Model pursuant to Legislative Decree 231/01 in the course of performing their duties and as compatible with the provisions of the applicable clauses of the contract.

The Recipients of the Code assume responsibility for the fairness and efficiency of the performed activities and declare their willingness to account for the results achieved by subjecting the activities to measurable evaluation processes.

Compliance with the system of power of attorney and the mandate

The Recipients of the Code who perform acts on behalf of the Foundation in accordance with the mandates or powers of attorney granted to them shall act within the limits of and in compliance with them. Outside of those limits, the subjects mentioned above are forbidden to commit or lead others to believe that they can engage the Foundation in binding agreements in the performance of their duties and functions.

Principle of fairness in the event of potential conflicts of interest

The Recipients of the Code shall promise to act independently in the performance of their activity to avoid taking decisions or committing acts where they have a real or only apparent conflict of interest. A Recipient of the Code who does have a real or apparent conflict of interest with specific evaluations or acts concerning his/her activities shall notify this to the Foundation in accordance with internal procedures².

The Recipients of the Code promise to act in the realisation of the common good and in the general interest of the right to health. If conflicts of interest do exist, they undertake to privilege the general interest over obligations based on institutional or association loyalty.

Principle of transparency

The Foundation provides clear and transparent information, limited only by the confidentiality imposed by laws and regulations, through formal documents with responsibility assigned without favouring any interest group or a single individual in relation with its situation and its economic and operating performance.

Accordingly, the Foundation guarantees fairness, thoroughness, accuracy, uniformity and promptness in the management and communication of institutional information, avoiding deceptive conduct that could give it an unfair advantage.

The Recipients of the Code promise to inform the Foundation annually about any

² v. Policy, rules and procedures on conflict of interest applicable to HT employees and collaborators involved in "HT Operations" (HT/06.2019/05 Rev.2 and subsequent updated) e Policy, rules and procedures applicable to the members of HT's Governance Bodies (HT/09.2019/Rev.2 and subsequent updates)



beneficial situation deriving from projects or actions under the responsibility of the Foundation in which they have any involvement.

Moreover, the Recipients of the Code promise to provide complete, precise, understandable and accurate information, so that the individuals and entities that entertain relations with the Foundation may make independent and informed decisions.

Principle of privacy

The Foundation defends the principle of privacy of information, data and news relating to its work activity, *inter alia* in relation to applicable personal data processing laws and regulations (Regulation [EU] No. 679/2016 – the General Data Protection Regulation – and Legislative Decree No. 196/2003 – Personal Data Processing Code), as amended.

In addition to protecting its scientific know-how and human resources management, the members of the Governance Bodies and Employees are required not to disclose information that is not in the public domain and which they learn about, either deliberately or accidentally, and to use it for purposes strictly related to the exercise of their functions, without directly or indirectly abusing that disclosure privilege in their interest or in the interest of third parties and without harming the Foundation.

The obligation to maintain confidentiality shall be upheld all the time, during and outside working hours and during any suspension of the contract.

The Recipients of the Code assure the confidentiality of the information in their possession and undertake to act in compliance with the law.

Principle of Diligence

The Recipients of the Code promise always to act with care, accuracy and fairness in fulfilment of their duties, through optimal use of foundation resources and following the principles of economy and efficiency.

Protection of the integrity and development of human resources

The Foundation protects and develops the value of its human resources, undertaking to enhance the expertise of each Top Manager, employee and collaborator and to promote respect for individual physical health and moral and cultural integrity, which are the recognised premises for the establishment of rules and ethical principles.

The Foundation guarantees work conditions respecting individual dignity and complying with applicable laws and regulations (including, for example, work schedules, rest periods, weekly days off, mandatory leave, vacations and compensation). It also pays its workers compensation in proportion to the quality and quantity of work performed, and otherwise in line with the provisions of applicable collective bargaining agreements.

The Foundation also guarantees safe and healthy working environments and optimal working conditions in respect of human dignity, to improve and enhance the expertise of each Top Manager, employee and collaborator. Therefore, the existence of dangerous or potentially hazardous working conditions, surveillance methods or housing accommodations is deemed unacceptable.

Principle of Impartiality and non-discrimination

In compliance with applicable laws and regulations, the Foundation undertakes not to establish any working relationship with persons without a residence permit ("permesso di soggiorno") and not to perform any activity that facilitates the unlawful entry of illegal migrants in Italy.

The Foundation and the Recipients of the Code undertake to act impartially, or not to encourage with their conduct, either directly or indirectly, any forms of illegal discrimination based, for example, on age, race, religion, political and trade union affiliations, language or health status of their interlocutors. While performing their professional duties, the Recipients of the Code shall also avoid giving preference or support to individuals or solutions that are not based on technical and professional qualifications.

Principle of opposition to racism and xenophobia

An absolute value of the Foundation is its opposition to all forms and expressions of racism and xenophobia and its rejection of all forms of it.

In particular, the Foundation rejects any activity whatsoever that might promote ideas based on racial or ethnic superiority or hatred, the commission of discriminatory or violent acts, or even the mere instigation to commit such acts for racial, ethnic, national or religious reasons.

Phenomena like racism, xenophobia and the denial of crimes against humanity are absolutely condemned, irrespective of the form in which they are expressed, including their spread through the press or social media.

Principles applying to the performance of scientific activities

The Recipients of the Code who are involved in scientific research (employees, collaborators, doctoral students, etc.) shall adhere to the principles of fairness and good faith, intellectual and scientific honesty in the course of performing research activities, and always do so in compliance with the applicable domestic, European Union and international legal and regulatory framework.

Relationships with Supervising Ministries, Public Supervisory Authorities, Control Bodies and Public Institutions in general

The relationships with Supervising Ministries, Public Supervisory Authorities, any Control Bodies that might be established within the Foundation, and institutions in general are based on the principles of transparent, timely, complete, truthful and fair information.

Information that by law shall be reported to the entities mentioned above may not be withheld or distorted.

The Foundation prohibits obstruction of the functions of those Authorities, omissions, affirmation of untrue facts in communications and transmitted documents, or concealment of facts concerning its capital, financial position or operating results.

Careful management of the financial resources, preparation of the financial statements and other institutional communications

The Foundation determines specific procedures for the management of its financial resources, especially concerning payment processes, *inter alia* to prevent the commission of crimes.

Its financial resources are managed in compliance with the procedures mentioned above and following the operating duties and organisational responsibilities of each individual.

The Governance Bodies assure compliance with legislative and statutory provisions and the documentation and fair recognition of acts and decisions in the preparation and approval process of the annual financial statements and the formation and publication of institutional communications in general.

The Consiglio di Sorveglianza, Management Committee and Board of Auditors guarantee fair and transparent conduct in the course of the aforementioned activities, undertaking to provide their maximum collaboration and, in compliance with the limits imposed by law or by the Foundation's By-laws, to provide accurate and clear information, data, estimates and elaborations for the preparation of true and complete accounting documents, reports or other institutional communications that cannot mislead the Recipients of the Code.

The Governance Bodies also behave accordingly in their relations with the auditor of the Foundation accounts and the other parties that – by law or pursuant to a decision taken by the Foundation – have to issue opinions, reports, estimates or other assessments of documents, acts or transactions involving the Foundation itself.

It is prohibited to impede or obstruct the regular performance of activities by Foundation bodies or the auditors, while cooperating, when required, with the performance of all forms of control and audit as required by law.

In particular, it is prohibited to impede or obstruct the performance of control or audit activities by concealing documents or by other fraudulent means.

Moreover, the Foundation guarantees fair and transparent management of tax obligations in compliance with applicable laws and regulations concerning activities instrumental to the preparation of tax returns, such as *bookkeeping, maintaining and archiving mandatory documentation and accounting records, the management of purchases of goods, services and work, and expense management* in general.

Anti-corruption and anti-money laundering compliance

The Recipients of the Code undertake to comply with all domestic and international anti-corruption and anti-money laundering laws, regulations and provisions.

The Recipients of the Code shall not, in any way and under any circumstances, make, receive or accept promises of cash payments or run the risk of being implicated in matters related to the laundering of money from unlawful or criminal activities.

Before establishing relations or making agreements with suppliers or other individuals or entities in long-term business relationships, the Recipients of the Code shall verify the counterparty's moral integrity, reputation and good name, *inter alia* through the acquisition of adequate information from specialised firms.

The Foundation prohibits all Recipients of the Code from acquiring, replacing or transferring money, assets or other benefits if they are aware of their criminal origin, or from executing other transactions with them in such a way as to obstruct identification of their criminal origin.

The Foundation prohibits the use of cash, assets or other benefits in economic or financial activities with knowledge of their criminal origin.

Repudiation of terrorism and subversion of the democratic system

The Foundation demands compliance with all laws and regulations that prohibit the performance of acts of terrorism and subversion of the democratic system. Therefore, it also prohibits simple membership in associations having those aims.

The Foundation condemns the use of its resources for the financing and execution of any activity to further the ends of terrorism or subversion of the democratic system.

Moreover, every employee/collaborator of the Foundation, regardless of where they work or are located, is expressly prohibited from participating in any practice or other act that can contribute to terrorism or subversion of the system. If they have any doubts or if a situation appears ambiguous, every employee/collaborator shall contact his/her supervisor at the Foundation.

Repudiation of criminal organisations

To avoid conditioning the activity of the Foundation by exploiting it to realise illegal benefits, all Recipients of the Code shall comply with the rules imposed by the Foundation to assess the reliability of the various parties that have relationships with it (employees, customers and suppliers...).

Payments and other financial transactions shall be made through authorised intermediaries, to guarantee that they can be traced based on adequate documentation.

All Recipients of the Code are prohibited from submitting to extortion demands of any kind made by anyone. Every Recipient of the Code shall report such demands to the OdV and the Police in all cases.

Proper use of the information system and copyright protection

The Recipients of the Code act following the principle of diligence and fairness and comply with internal security rules when using information technology and computer network tools. The Recipients of the Code shall use institutional information technology

tools – i.e. personal computers, telephone equipment and other communication tools – in compliance with institutional procedures and policies, avoiding any conduct that might compromise the functionality and protection of the institutional information system.

The Recipients of the Code shall refrain from any activities that intended to cause unlawful damage to an online system or computer network of the Foundation, other companies, the Government or another public entity or utility.

The Foundation undertakes not to reproduce, use, possess or disseminate intellectual property that would infringe on the legitimate owners' intellectual property rights, and rejects all modifications or updates to operating systems of applications that infringe the user licenses contractually agreed with the suppliers.

The Recipients of the Code promise to protect the intellectual property rights of the Foundation deriving from inventions developed by it, which retains the right to use them in compliance with applicable laws and regulations.

Protection of institutional assets

Every member of the Governance Bodies, Top Managers, Employees and Collaborators is responsible for protecting the institutional resources assigned to him/her and has the duty of promptly informing their direct superiors of events that are potentially harmful to the Foundation.

Every Recipient of the Code shall feel that he/she is the custodian and person responsible for the property, plant, equipment and intangible assets of the Foundation and which are instrumental to its activity, and shall comply with the instructions he/she receives and any applicable institutional regulations/guidelines.

Health, safety, and environmental protection

The Foundation protects the environment and dedicates special attention to the creation and management of adequately safe and healthy work environments and workplaces, under applicable laws and regulations.

The Foundation is committed to promoting, disseminating and consolidating the health, safety and environment culture by developing all employees' awareness of risks and commitment to responsible behaviour for the preservation of workers' health and safety.

In the application of the rules governing their duties, the employees and collaborators undertake to comply with the conditions imposed by the law and all practices and procedures implemented by the Foundation.

Principle of tax compliance

The Foundation guarantees proper management and transparent management of its tax obligations in compliance with applicable laws and regulations, *inter alia* in the activities involving the *preparation and submission of its tax returns*.

Internal controls

To guarantee compliance with the law and all internal procedures, the Foundation shall provide for the internal organisation of work such as to guarantee: i) adequate separation of responsibilities, through which the execution of every single process entails the joint support of different institutional functions; ii) adequate record-keeping of all actions and transactions and the possibility of auditing the decision-making, authorisation and execution process; iii) adequate record-keeping for every transaction so that audits can be performed at any time, attesting to the characteristics and reasons of the transaction and identifying the persons who authorised, executed, recorded and audited the transaction itself; iv) accurate, complete and timely record-keeping in compliance with procedures.

3. Rules of conduct

3.1. Rules of conduct in external relationships

The rules of conduct applying to external relationships construed as relationships with third parties are described in this section. These principles shall be referred to constantly when performing activities on behalf of the Foundation.

The principles described hereunder apply to the following third parties:

- Suppliers;
- Public Administration and, in particular, supervising Ministries;
- collaborators and consultants;
- other interlocutors.

3.1.1 Suppliers

The Recipients of the Code that have commercial relationships with Suppliers to the Foundation shall comply with the principles of this Code, institutional procedures and laws in force in Italy and in all countries where the Foundation operates.

The Foundation bases its conduct in relationships with suppliers on the principles of transparency, equality, fidelity and free competition.

In particular, the Recipients of the Code shall:

- comply with applicable public procurement contract laws and regulations and comply with the regulations contained in the relevant contracts;
- comply scrupulously with the provisions of this Code;
- apply the relevant internal procedures to the selection and management of relationships with suppliers;
- obtain suppliers' cooperation in guaranteeing the fulfilment of quality, cost and delivery time requirements for the goods or services;
- comply with the principle of providing transparent and complete information in the correspondence with suppliers;
- avoid submission to any form of influence by third parties outside the Foundation in taking decisions or performing acts related to their work activity.

The suppliers of the Foundation shall guarantee that the working conditions of their employees are based on compliance with fundamental human rights, international Conventions and applicable laws. In particular:

- the exploitation of child and adult labour, the use of undeclared workers or workers without a residence permit, forced labour, physical or mental abuse or corporal punishment are considered absolutely unacceptable and will entail the immediate interruption of any and all relationships between the supplier and the Foundation;
- employee compensation and benefits shall comply with local regulations, laws and the provisions of applicable international conventions;
- the suppliers shall guarantee that all forms of production are executed by means of processes that appropriately and adequately protect worker health under all circumstances.

Complimentary gifts, donations

The Recipients of the Code shall avoid receiving directly or indirectly (through members of their immediate family, friends and acquaintances):

- money or other goods or benefits from anyone other than the Foundation to perform one of their official acts or acts in conflict with their official duties;
- presents, complimentary gifts, hospitality or other benefits.

A Recipient of the Code who receives complimentary gifts or other forms of benefits not in compliance with the foregoing shall take all appropriate measures to refuse that complimentary gift or another form of benefit and inform his direct superior about this.

Likewise, it is prohibited to make any direct or indirect offer, or distribution of money, gifts or benefits of any kind to suppliers to influence them in the performance of their duties or to realise undue benefits, or that might even be merely interpreted as exceeding normal commercial practices or courtesy, or be otherwise aimed at acquiring favourable treatment in the performance of any activity that might be connected with the Foundation, or that is aimed at influencing the beneficiary and spurring the latter to take actions in conflict with his/her official duties, fidelity obligations or otherwise capable of distorting competition (i.e. promises of economic benefits, favours and recommendations).

In general, the Foundation condemns any conduct by the Recipients of the Code aimed at promising, offering, paying or accepting money or other benefits directly or indirectly for the purpose of obtaining or maintaining a business arrangement or obtaining an unfair advantage related to business activities.

3.1.2 Relations with the Public Administration and especially with the supervising Ministries

The Foundation's relationships with the Public Administration are based on utmost transparency and fairness.

In particular, the Foundation maintains relations as necessary, in accordance with the roles and functions assigned to it under the law, and in the spirit of maximum collaboration with Public Administrations.

Its relations with officials from public institutions are limited to the delegated institutional functions that are duly authorised in compliance with the strictest possible application of the law and regulations and cannot compromise the integrity and reputation of the Foundation in any way.

Accordingly, the Foundation undertakes not to offer, either directly or through intermediaries, any sums of money or other means of payment to public officials or public service providers to influence their activity in the performance of their duties. Likewise, it undertakes not to receive, or give or promise money or other benefits as the price for illegal mediation with a public official or a public service provider, by exploiting or claiming existing or alleged relations with the latter or to compensate them for the exercise of their functions or powers.

These rules may not be avoided through recourse to different forms of contributions that, under the guise of sponsorships, engagements and consultancy contracts, advertising, etc., have the same purposes as those prohibited hereinabove.

Likewise, the Recipients of the Code may not receive complimentary gifts or favourable treatment, except for those within the limits of normal relationships based on courtesy and provided that they are of modest value.

The Foundation promises full and scrupulous compliance with the rules imposed by the Authorities in compliance with applicable laws and regulations in the sectors associated with its activity and not to obstruct inspections by the competent Authorities in any way.

The Foundation shall not deny, conceal or delay any information requested by the Authorities (for example but not limited to ANAC, Agenzia delle Entrate, the judicial authorities, etc.) during the course of their inspections and shall collaborate actively in the investigation procedures.

In its relations with Supervising Ministries, the Foundation promises to operate in accordance with the principles of transparency, trustworthiness, responsibility and quality, promising to comply scrupulously with the provisions of this Code and institutional procedures and policies.

3.2 Rules of conduct in internal relationships

This section presents the principles of conduct to be followed in relations with the Governance Bodies, Top Managers, employees and collaborators.

3.2.1 Principles of conduct in relations with the Governance Bodies

The President, the Director, the Consiglio di Sorveglianza, the Management Committee and the Scientific Committee, the Scientific Advisory Board, the Board of Auditors and the Commission for Strategic Evaluation diligently and fairly perform their functions and guarantee adequate information for all their members concerning the matters on the agenda.

In compliance with the limits imposed by law and the Foundation's By-laws, the Consiglio

di Sorveglianza and the Management Committee guarantee adequate information for and cooperation as necessary with the Board of Auditors and the Supervising Ministries to the extent of their respective responsibilities.

The Management Committee also monitors the activities of the Managing Directors, *inter alia* with regard to their duty to report to the Board about the exercise of their delegated functions.

The Consiglio di Sorveglianza deliberates on the Organisational Model 231 of the Company, in accordance with applicable provisions of law and the Foundation's By-laws, while guaranteeing that the OdV pursuant to Legislative Decree 231/2001 has the necessary independence, autonomy, professionalism and continuity of action as necessary while proposing any statutory amendments if deemed useful or necessary.

All members of the Consiglio di Sorveglianza and Management Committee are required to maintain the confidentiality of any information and documents they acquire in the course of performing their functions.

The members of the Management Committee perform their functions at their discretion, dedicating the necessary time and commitment, *inter alia* in relation to any delegations of authority, and devoting special attention to their familiarity with the duties and responsibilities associated with their position.

3.2.2 Principles of conduct in relations with the Board of Auditors

The Foundation ensures the independence and professionalism of the members of the Board of Auditors, in compliance with the provisions of law and the Articles of Association.

The Auditors shall act autonomously and independently in the exercise of their functions, dedicating the necessary time and commitment and devoting special attention to their familiarity with the duties and responsibilities associated with their position. Moreover, they shall maintain the confidentiality of any information and documents they acquire in the course of performing their functions.

3.2.3 Principles of conduct in relations with top managers, employees and collaborators

Respect for individuals and their professional development is considered to be a value of paramount importance to the Foundation, together with the awareness that the set of interpersonal, intellectual, organisational and technical abilities of every Top Manager, employee and collaborator represents a strategic resource for it.

Foundation staff shall base their conduct on compliance with the rules contained in the contracts when performing their services according to the technical independence that each individual possesses.

The Foundation prohibits any and all forms of abuse – psychological, physical, sexual – towards Top Managers, employees, collaborators, suppliers or visitors. Abuse means

any form of intimidation or threat that impedes the undisturbed performance of their functions or abuse by a hierarchical superior of his/her position of authority.

Any act of reprisal, discrimination or penalisation of a Top Manager, employee or collaborator who complains about or reports a violation of rules and principles is prohibited, without prejudice to the victims' right to protect themselves if the reporting individual is found to have criminal or civil liability due to the falseness of their reports and without prejudice to statutory obligations.

In accordance with the general principles, the Heads of Department are required to:

- publish and enforce compliance with internal procedures and regulations by staff;
- perform a careful and constant assessment of the operating risks associated with the performance of the activities pertaining to the function itself, while ensuring the diligent execution of controls;
- manage staff optimally, planning activities, providing accurate information on the duties to be performed and responsibilities, improving existing professional skills and developing skills, motivation and participation in institutional processes;
- refrain from requesting personal services or favours, avoid forms of favouritism, nepotism and cronyism or any conduct in violation of this Code;
- protect the intellectual property rights of the Foundation deriving from inventions developed by it, which retains the right to use them in compliance with applicable laws and regulations.

In accordance with the general principles, every top manager, employee and collaborator:

- shall act fairly and in good faith, respecting the obligations signed in the employment agreement and providing the requested services with adequate quality and quantity standards;
- shall perform his/her duties and functions within the framework of the system of responsibilities and competencies defined by law, Foundation rules and contracts;
- shall ensure conduct based on fairness and respect of each individual's dignity at workplaces;
- shall develop relationships with authorities and public entities based on the utmost fairness, probity and impartiality, and absolute transparency, avoiding conduct that might negatively impact their calm judgement;
- shall consider any information obtained in the course of performing their professional duties, both inside and outside the Foundation, to be confidential unless it has to be reported in compliance with their professional duties;
- shall act with the requisite and necessary diligence to protect Foundation

resources, avoiding improper uses that might damage or reduce the efficiency of the Foundation, or conflict with the institutional interest. The use of Foundation resources (i.e. premises and equipment) for personal purposes and interests of any sort is not allowed, and any use of Foundation resources in a conflict with current laws and Foundation policies and procedures is prohibited, even if the Foundation could hypothetically derive interest or benefit from such use;

- shall refrain from taking privileged or confidential documents off Foundation premises without authorisation from the attorneys-in-fact or their supervisor;
- shall refrain from disclosing news connected with the performance of their professional activities to the media without specific authorisation, or information damaging the rights of others;
- do not have to execute an order or carry out a directive issued by a person who does not have responsibility or authority to do so. In those cases, the Top Manager, employee and collaborator shall immediately inform the head of the organisational unit about the order or directive;
- shall refrain from working under the effect of alcohol or narcotics and from consuming, sharing or selling narcotics during his/her work;
- shall also know and comply with the professional rules of conduct contained in this Code.

Moreover, regardless of the function they perform or assumed level of responsibility, Foundation staff shall be familiar with and implement, after training, the environmental protection, occupational health and safety, and privacy protection rules.

3.3 Community relations

3.3.1 Social responsibility

The Foundation is aware of its role in promoting the progress of knowledge through the quality and development of scientific research. The Foundation is committed to the advancement of knowledge for the benefit of all of society in an inclusive and transparent way, undertaking to promote training and educational activities on the economic and social impact of the scientific research it performs.

4. Supervision of compliance with the Code of Ethics

This section describes the actions prescribed by the Foundation to guarantee proper implementation of the Code of Ethics.

Acting through its Organismo di Vigilanza (hereinafter "OdV"), the Foundation supervises Code compliance by preparing adequate information, prevention and control tools and procedures, assuring the transparency of its operations and acts and intervening, if necessary, with corrective measures.

4.1.1 Monitoring and control

Implementation and compliance with the Code of Ethics shall be monitored continuously by the OdV. In particular, it must:

- verify compliance with the Code of Ethics by the Recipients;
- make its observations concerning the ethical problems that might arise during the Foundation decision-making process;
- on request, provide the interested parties with explanations and clarifications concerning the interpretation of the Code or the legitimacy of its conduct or that of others;
- stimulate and coordinate updates to the Code of Ethics, *inter alia* through by proposing amendments to it;
- promote and monitor the development of communication and training activities concerning the Organisational Model 231 and, in particular, the Code of Ethics of the Foundation.

4.1.2 Whistleblowing and protection of whistleblowers

Foundation departments and offices and everyone who acts in the name and on behalf of the Foundation and obtains information about the commission of crimes or unlawful conduct and practices in conflict with the rules of conduct and the principles of the Code of Ethics are required to inform the OdV promptly.

The Foundation has implemented the most appropriate communication channels to permit the submission of whistleblowing reports via a dedicated e-mail address: odv@fht.org.

The reports shall be sufficiently precise and documented, and it shall be possible to link them to a specific event or area. Anonymous whistleblowing reports can only be considered if they are adequately documented.

In any case, the confidentiality of the whistleblower's identity and of the information in all contexts after the report itself is guaranteed, without prejudice to legal obligations and protection of the rights of the Foundation or the individuals who are falsely accused.

The Foundation severely prohibits any reprisals, discrimination or punishment against anyone who reports in good faith any violation of the Code of Ethics, reports improper conduct, or information about the commission of crimes or acts of corruption. The submission of a whistleblowing report cannot ever justify threats, abuse, discrimination, demotion, denial of payment of any benefits, suspension or termination of the employment relationship.

Therefore, the Foundation guarantees protection for whistleblowers who act in good faith against any form of reprisal, discrimination or punishment for reasons tied – either directly or indirectly – to the whistleblowing report, without prejudice to the right of those

charged to defend themselves if the whistleblower is found to have criminal or civil liability due to the falseness of their reports and without prejudice to statutory obligations.

4.1.3 Violations and penalties

The Code of Ethics shall be explicitly accepted by all Recipients of the Code, who shall declare that they have received, read and accepted all parts thereof, while also promising to comport themselves in a manner consistent with the Code of Ethics and comply with all provisions contained in it.

If the Recipients of the Code do not issue that declaration, it might not be possible to establish a contractual relationship with them or trigger termination of their existing contract.

Compliance with the provisions of the Code shall be considered an essential part of the contractual obligations and duties applying to all Recipients of the Code, and especially for Foundation employees, pursuant to and following Articles 2104 et seq. Italian Civil Code.

Moreover, any violation of the principles and rules of conduct set out in this Code of Ethics prejudice the trust-based relationship with the Foundation, which may take all appropriate disciplinary actions and request compensation for damage, without prejudice to the provisions of applicable collective bargaining contracts and any institutional regulations implemented by the Foundation.

The Foundation undertakes to provide for and impose penalties in proportion to the various violations of the Code, and to do so consistently, impartially and uniformly. Therefore, it is mandatory under this Code to take disciplinary action if the rules of conduct contained in it are violated.

The Foundation has set up a special Disciplinary System, approved together with the Organisational Model 231, to which it refers, concerning violations of the Code of Ethics triggering application of the Organisational Model 231, the applicable penalties, and the procedure for charging violations and the imposition of penalties.