

CODE OF ETHICS

Human Technopole Foundation

Contents

| | |
|--|-----------|
| 1. Introduction..... | 1 |
| 2. General ethical principles | 3 |
| 3. Rules of conduct..... | 10 |
| 3.1. Rules of conduct in External relations | 10 |
| 3.1.1. Suppliers | 10 |
| 3.1.2. Relations with the Public Administration and in particular with the Supervisory Ministries..... | 11 |
| 3.2. Rules of conduct in Internal relations | 12 |
| 3.2.1. Rules of conduct in relations with Governance Bodies | 12 |
| 3.2.2. Rules of conduct in relations with the Board of Statutory Auditors | 13 |
| 3.2.3. Rules of conduct in relations with managers, employees, and collaborators.. | 13 |
| 3.3. Community relations | 15 |
| 3.3.1. Social responsibility | 15 |
| 4. Oversight of compliance with the Code of Ethics..... | 15 |
| 4.1.1 Monitoring and control | 15 |
| 4.1.2 Disclosure of violations and protection of whistleblowers | 16 |
| 4.1.3 Violations and penalties | 16 |

1. Introduction

Aims

In drafting this Code of Ethics (hereinafter also simply “Code”) the Human Technopole Foundation (hereinafter also simply “Foundation”) intended to identify a system of values and rules of conduct to which to refer constantly in the exercise of its activity and to which of all those working in its interest must aspire in terms of their conduct, regardless of the relationship, also of a temporary nature, that links them to the Foundation (hereinafter “Addressees”).

The Code, which is formally approved by the Advisory Board, is divided into two main sections: i) General ethical principles; ii) Rules of conduct.

The code is an integral part of the Organisation, Management and control Model pursuant to Legislative Decree 231/2001 (hereinafter “231 Model”) adopted by the

Foundation, with the intention, among other matters, of preventing: • the commission, according to the Italian legal system, of the offences regulated by Legislative Decree 231/2001;

- the adoption of conduct in conflict with the values the Foundation intends to promote.

This Code supplements, without replacing, the matters set down in the previously approved internal Policies, Rules and Procedures (“PRP”). Any amendment and/or addition hereto will be subject to the same approval process as the Code itself.

Reference context

The Foundation was incorporated by section 1 subsection 116 of law no. 232 of 11 December 2016, and it carries out scientific research activities of general interest and is publicly funded. The Foundation's headquarters are in Milan.

The purpose of the Foundation is to impart greater impetus to the development of human and long life technologies, increasing the level of public and private investment in the sectors of research focused on prevention and health, in line with the National research programme (PNR) and developing a multidisciplinary and integrated approach in the disciplines of health, genomics, nutrition, data science, and decisional science, with a special focus on the *Human Technopole* scientific and research project, also in liaison with the university system and research institutes.

Addressees

The Addressees of this Code of Ethics are:

- the members of the Foundation's governance bodies;
- the employees, collaborators, and consultants, each in compliance with the contractual nature of his/her relationship with the Foundation and in line with the level of independence of the respective offices (hereinafter “HT Staff”);
- third parties that hold contractual relations with the Foundation other than those listed above, or that anyway cooperate in any way with the pursuit of the institutional purpose of the Foundation (hereinafter “Third Party Addressees”).

The “Addressees” are required to comply with the rules of this Code in order to favour the correct functioning, reliability, and the good reputation of the Foundation, as far as within their competence, and to ensure compliance with this Code in the execution of their institutional activities, in relations with third parties and in internal relations.

Dissemination and training

The Foundation undertakes to guarantee prompt internal and external dissemination of this Code of Ethics with the following means:

- sending to all members of the governance bodies;

- display in locations accessible to all HT Staff and publication on the institutional website and on the intranet portal;
- sharing with Third Party Addressees and any other interested party that makes a request.

The Foundation also promotes and monitors periodic training initiatives on the subject of the Code of Ethics.

HT Staff can anyway contact the Supervisory Body pursuant to Legislative Decree 231/2001 at any time (by e-mail at: odv@fht.org) to request explanations and information on issues connected to the Legislative Decree in question.

2. General ethical principles

The general ethical principles of the Foundation are the underlying values that inspire the methods of accomplishment of the Foundation's institutional purpose.

Said general principles are:

Legality principle

The Foundation acts in compliance with all statutory legislation, with the 231 Model, with this Code of Ethics, and with internal procedures and generally recognised practices, applying them with rectitude and equity, favouring use of the most appropriate methodologies according to national and international best practices.

The pursuit of an interest of the Foundation cannot be considered in any way as a reason to violate the law, nor can it justify any form of dishonest conduct.

Compliance with internal procedures and the principle of responsibility

In the execution of their duties and as far as compatible with the contents of the reference contractual clauses, the Addressees undertake to observe the Foundation's By-Laws, Model 231, and its policies and internal procedures, if applicable.

All those who have work or consultancy relationships with the Foundation and the members of the institutional bodies are responsible for ensuring the correctness and effectiveness of the activities carried out based on the matters established in the contract.

Respect for delegations and the mandate

Addressees who carry out acts on behalf of the Foundation pursuant to the mandates and delegations with which they are vested, must act in respect of such mandates and delegations and within the limits they impose. Outside of said limits, the above indicated parties cannot enter into binding commitments in the name of the Foundation or infer that they can do so in the execution of their duties and functions.

Principle of integrity in case of potential conflicts of interest

The Addressees undertake to act in an independent manner in the execution of their activities, in order to avoid making decisions or performing acts in situations of conflict of interest, whether real or merely apparent. Addressee who are in a situation of conflict of interest, real or apparent, in relation to certain assessments or acts related to their activity, must inform the Foundation in accordance with the methods provided for by the internal procedures¹.

The Addressees undertake to act in order to achieve the common good and in the general interest of the right to health, and in case of conflicts of interest they undertake to award preference to the general interest above obligations of loyalty to the institution or loyalty of association.

Transparency principle

The Foundation supplies information in a clear and transparent manner, with the sole limit of the confidentiality established by the laws and regulations, by means of formal documents with assigned responsibility, concerning its situation and its economic and operating performance, without favouring any interest group or single individual.

For this purpose, the Foundation guarantees fairness, completeness, accuracy, uniformity, and timeliness in managing and disclosing information, avoiding misleading behaviours that could lead to unjust advantages.

The Addressees must inform the Foundation annually of any situations of advantage deriving from projects or actions carried out by the Foundation in which they are involved in any whatsoever respect.

Moreover, the Addressees undertake to provide complete, clear, understandable, and accurate information, so that parties holding relations with the Foundation are capable of making independent and informed decisions.

Confidentiality principle

The Foundation protects the principle of confidentiality of information, of data, and of news concerning its activity, also in relation to the data protection legislation in force (EU data protection regulation no. 679/2016 and Legislative Decree no. 196/2003 - Data protection code, as amended).

In order to safeguard know-how in the field of science and personnel management, the members of the Governance Bodies and HT Staff must not disclose any information not

¹ see Policies, rules and procedures on conflict of interest applicable to Human Technopole employees and the collaborators involved in "HT Operations" (HT/06.2019/05 Rev.2, as amended) and Policies, rules and procedures on conflict of interest applicable to the members of Human Technopole governance bodies (HT/09.2019/Rev.2, as amended)

in the public domain that has come to their attention, also accidentally, and must use information for purposes strictly connected to the exercise of their functions, without abusing said information privilege directly or indirectly, in their own interest or in the interest of third parties, and without harming the Foundation.

The confidentiality undertaking must be observed also outside working hours (or when not carrying out official duties) and during any contract suspension periods.

The Addressees guarantee confidentiality of the information in their possession and undertake to act in compliance with statutory legislation.

Diligence Principle

The Addressees undertake to act with care, precision, and fairness at all times in performing their duties, through optimal use of the Foundation's resources and in compliance with the principles of economy and effectiveness.

Protection of the integrity and empowerment of human resources

The Foundation protects and promotes the value of human resources in order to grow the skills of each manager, employee, and collaborator and promotes respect of the physical, moral, and cultural integrity of the individual.

The Foundation guarantees working conditions that are respectful of personal dignity and the applicable legislation (including, for example, conditions related to working hours, rest periods, weekly rest days, obligatory leave, holidays, and remuneration); it also awards workers proportional remuneration in respect of the quality and quantity of work carried out and anyway in line with the provisions of the applicable collective labour agreement.

The Foundation also guarantees execution of work activities in a workplace that is safe and healthy assuring also optimal working conditions, respectful of personal dignity, with the aim of enhancing and growing the level of skills possessed by each manager, employee, and collaborator. For this purpose, it is deemed to be unacceptable to perform work activities in conditions with degrading surveillance methods or in potentially dangerous workplaces.

Impartiality and non-discrimination principle

In compliance with statutory legislative provisions, the Foundation undertakes to refrain from entering into work relationships with persons without a residency permit and from performing any actions aimed at facilitating illegal immigration into Italy.

The Foundation and the Addressees undertake to act in an impartial manner with conduct that does not facilitate, directly or indirectly, any form of discrimination based, for example, on the age, ethnicity, creed, political or trade union affiliations, language, or health conditions of its counterparties. In executing their professional duties, the Addressees must not award preference to or facilitate persons or solutions other than based on purely technical – professional considerations.

Anti-racism and anti-xenophobia principle

One of the Foundation's core values is its opposition to all forms and expressions of racism and xenophobia, which it repudiates in all circumstances.

In particular, the Foundation repudiates any activity that could result in the diffusion of ideas based on racial or ethnic superiority or hatred and the commission of acts of discrimination and violence, or also the instigation of such acts, for racial or ethnic motives, based on national origin or on religious convictions.

Phenomena of racism, xenophobia, and denial of crimes against humanity, in any whatsoever form they emerge, including dissemination with printed material or on social media, are condemned in the strongest possible terms.

Principles related to execution of the scientific activity

Addressees involved in scientific research activities (including employees, collaborators, PhD students, etc.) must base their activities on principles of integrity and good faith, intellectual and scientific honesty, conducting their activities in strict compliance with the reference national, EU, and international regulatory framework at all times.

Relations with the Supervisory ministries, Public supervisory authorities, control bodies and institutions in general

Relations with the Supervisory ministries, Public supervisory authorities, any control bodies appointed within the Foundation and Institutions in general are inspired by principles of transparency, timeliness, completeness, truthfulness, and correctness of information.

Information that must be disclosed to the foregoing entities based on statutory legislation must not be withheld or distorted.

The Foundation prohibits obstruction of the aforementioned authorities and administrations in the exercise of their functions, omitted disclosure, and disclosure of untruthful claims in the documentation transmitted, or concealment of information concerning the economic and financial situation and equity of the Foundation.

Attentive management of financial resources, formation of financial statements and other corporate communications

The Foundation identifies specific methods and processes for the management of financial resources, with special reference to payments, also in order to prevent the commission of crimes.

Financial resources are managed in compliance with the aforementioned methods and in line with the operating competences and organisational responsibilities of each individual.

In the preparation and approval procedure of the annual financial statements and in the formation and dissemination of institutional communications in general, the governance

bodies guarantee respect for legislative and statutory prescriptions, traceability of decisions, appropriate filing, and correct recognition of acts and decisions made.

In executing the aforementioned activities, the Advisory Board, Management Committee, and Board of Auditors guarantee fair and transparent conduct, supplying the maximum collaboration and, in compliance with the limits imposed in law or in the by-laws, clear and accurate information, data, estimates, and calculations in order to allow the preparation of truthful and complete accounting documents, reports, and other social communications that are not intended to mislead Addressees.

Similar conduct is maintained by the governance bodies in relation to the activities of competence of the party responsible for auditing the accounts and the other parties required to provide – by law or due to a resolution of the Foundation – opinions, reports, estimates, or other judgements concerning documents, acts, or operations involving the Foundation.

Addressees of this Code are strictly prohibited from preventing or obstructing the normal execution of the activities of the Foundation's institutional bodies and of the auditors, collaborating, wherever necessary, in carrying out all forms of control and auditing required by law.

In particular, the Addressees of this Code are prohibited from engaging in behaviours that prevent or anyway obstruct execution of the control or auditing activity, also by concealing documents or using other fraudulent methods.

The Foundation also guarantees correct and transparent management of tax obligations in compliance with the reference legislation with regard to activities instrumental in drafting tax returns such as *bookkeeping, retention and custody of obligatory documentation and accounting records, management of purchases of goods, services, and works* and, more generally, *management of expenses*.

Anti-corruption and anti-money laundering

The Addressees undertake to comply with all legislative and regulatory anti-corruption and anti-money laundering provisions, whether national or international.

The Addressees must not, in any manner and under any circumstances, pay bribes, receive bribes, or accept a promise of a bribe, also in cash, or run the risk of being implicated in events related to laundering of money originating from illicit or criminal activities.

Before establishing relationships or signing contracts with suppliers or other parties in long-term institutional relationships, the Addressees must make sure of the moral integrity, reputation, and good name of the counterparty, also through acquisition of suitable information from specialised agencies.

The Foundation prohibits the Addressees from acquiring, replacing or transferring cash, goods, or other utilities of criminal origin if they are aware of their illicit source; they are also prohibited from carrying out any actions aimed at concealing their criminal origin.

The Foundation prohibits the use of cash, goods, or other utilities, in the awareness of their criminal origin, in economic or financial activities.

Repudiation of terrorism and subversion of democratic order

The Foundation insists on compliance with all laws and regulations prohibiting acts of terrorism and subversion of the democratic order, including membership in associations with aims of terrorism.

The Foundation condemns the use of its resources for financing and execution of activities aimed at performing acts terrorism or subversion of democratic order.

It is also strictly prohibited for each employee/collaborator of the Foundation, wherever they work or wherever they are located, to become involved in any procedure or other action that could be assimilated with terrorism or subversion of democratic order. In case of doubt or if the situation is equivocal, each employee/collaborator must consult his/her superior in the Foundation.

Repudiation of criminal organisations

In order to avoid manipulation of the Foundation's activity and exploitation of the activity to secure illicit advantages, all Addressees must comply with the Foundation's rules designed to assess the reliability of the various parties entertaining relations with it (staff, clients, and suppliers, ...).

Payments and other financial transactions must be made through authorised intermediaries in order to guarantee traceability based on suitable documentation.

It is prohibited for all the Addressees of this Code to submit to extortion requests of any type made by any party; if the Addressees receive extortion requests, they must inform the Supervisory Body and the Police.

Correct use of the IT system and protection of copyright

In the use of IT and ICT resources, the Addressees base their actions on the principle of diligence and correctness and comply with the internal security rules. The Addressees must use the Foundation's IT tools – e.g. personal computers, telephones and other communication instruments – in compliance with the institutional procedures and policies, avoiding any conduct that could impact negatively on the functionality and protection of the institutional IT system.

The Addressees must abstain from carrying out actions aimed at harming IT or ICT systems that are the property of the Foundation, the Italian State, or other Public Bodies or anyway of public utility and, in general, of third parties.

The Foundation undertakes to not reproduce, use, hold, or disseminate intellectual works in violation of the intellectual property rights of their legitimate owners and to abstain from all modifications or updates of operating systems or applications that involve violation of the terms of the user licence entered into with the suppliers.

The Addressees undertake to protect the Foundation's intellectual property rights deriving from the inventions it has developed, which it retains the right to use in compliance with the applicable statutory legislation.

Protection of the Foundation's resources

Each member of the governance bodies, manager, employee, and collaborator is responsible for protecting the Foundation's resources entrusted to him/her and must promptly inform his/her direct superior of any events that could potentially harm the Foundation.

All the Addressees are in charge of and responsible for the Foundation's assets (tangible and intangible) instrumental to the activity they carry out and must comply with the instructions received and the internal procedures and policies in force.

Protection of health, safety, and the environment

The Foundation protects the environment and focuses special attention on creating and managing premises and workplaces that are adequate in terms of the health and safety of workers, in compliance with the applicable laws and regulations.

The Foundation undertakes to promote, disseminate and consolidate a culture of health, safety, and environmental protection by developing awareness of risks and attitudes to responsible behaviours by all employees and collaborators, in terms of prevention, in order to guarantee the health and safety of workers and persons who access the Foundation's workplaces

In the context of the rules for the execution of their work activities, employees and collaborators undertake to comply with the conditions imposed by law and by every practice and procedure adopted by the Foundation.

Legality principle in the context of in taxation

The Foundation guarantees correct and transparent management of tax obligations in respect of the reference legislation, also with regard to the direct activity of *preparation and forwarding of the Foundation's tax returns*.

Internal controls

In order to guarantee compliance with the law and all internal procedures, the Foundation ensures internal work organisation such as to guarantee that: i) there is an adequate level of segregation of responsibilities, so the execution of each process requires the support of various Foundation functions in liaison; ii) all actions and operations carried out are adequately recorded and the decisional, authorisation, and execution process can be verified; iii) each transaction has adequate documentary support so that checks can be carried out at any time to verify the characteristics and reasons of the operation and identify the parties who authorised, carried out, recorded, and checked it; iv) all internal documentation is filed properly, completely, and promptly in compliance with the procedures adopted.

3. Rules of conduct

3.1. Rules of conduct in External relations

This Section describes the rules of conduct to be adopted in external relations, construed as relations with third parties; said principles must be a constant reference in executing activities supplied to the Foundation.

The third parties to which the principles described hereunder are to be applied, are:

- Suppliers
- Public Administration and Supervisory Ministries in particular; • Collaborators and consultants;
- Other counterparties.

3.1.1. Suppliers

Addressees who hold commercial relations with the Foundation's Suppliers must comply with the principles of this Code, the company procedures, and statutory laws in the national territory and in all Countries in which the Foundation operates.

The Foundation bases its conduct in Supplier relations on principles of transparency, equality, loyalty, and free competition. In particular, the Addressees of this Code must:

- observe statutory legislation governing public contracts and comply with the regulations included in the respective procurement contracts;
- scrupulously observe the provisions of this Code;
- apply the internal procedures related to Supplier selection and management;
- secure the collaboration of Suppliers in ensuring satisfaction of the Foundation's needs in terms of quality, cost, and delivery times of the goods or services provided;
- observe principles of transparency and completeness of information in correspondence with Suppliers;
- avoid being subject to any form of conditioning by internal parties and/or third parties extraneous to the Foundation for the assumption of decisions and/or execution of acts relating to the work activity.

The Foundation's Suppliers must provide their employees with working conditions based on respect for fundamental human rights, international conventions, and statutory laws.

In particular:

- exploitation of child labour and other forms of labour, use of illegal workers or workers without a residency permit, forced labour, physical or psychological abuses or corporal punishment are considered to be absolutely unacceptable and will lead to the immediate termination of all relationships between the Supplier and the Foundation;
- the remuneration and benefits of workers must be in conformity with statutory legislation and in line with the matters set down in the relevant international conventions;
- suppliers must guarantee that all forms of production are carried out using work processes that protect workers' health in an adequate and appropriate manner.

The addressees must avoid receiving, directly or indirectly (via members of their family, friends, and acquaintances):

- cash or other utilities or benefits from any party for the execution of an act of their office (with the exception of amounts received from the Foundation for execution of the activities of the Addressee) or any acts in conflict with their official duties;
- gifts, gratuities, hospitality, or other benefits.

Addressees who receive offers of gifts or other forms of benefits as described above must take all the appropriate steps in order to refuse any such gift or other form of benefit and inform their direct superior.

Likewise, it is not permitted to make any direct or indirect offer or contribution of cash, gifts or benefits of any type to Suppliers in order to influence them in the execution of their duties and/or secure an unjust benefit, or that could be even merely interpreted as exceeding normal commercial practices or courtesy, or anyway aimed at receiving favourable treatment in the execution of any activity associated with the Foundation, or that is designed to influence the Supplier and induce it to engage in conduct in conflict with its official duties, loyalty obligations, or anyway capable of distorting competition (e.g. promises of economic benefits, favours, or referrals).

In general, the Foundation condemns any type of behaviour carried out by the Addressees aimed at promising, offering, paying or accepting, directly or indirectly, cash or other utilities in order to secure or maintain a business affair or secure an unjust advantage in relation to the Foundation's activities

3.1.2. Relations with the Public Administration and in particular with the Supervisory Ministries

The Foundation's relations with the Public Administrations are characterised by the utmost transparency and integrity.

In particular, the Foundation holds the necessary relations with the aforementioned Public Administrations in respect of the roles and functions with which they are vested in law, in the spirit of the utmost collaboration.

Relations with officials of the aforementioned Public Administrations are limited to the internal functions of the Foundation delegated for holding such relations and expressly authorised in respect of the most stringent compliance with the related legislative and regulatory provisions. Said relations must not be conducted, under any circumstances, in a manner that could impair the integrity and good name of the Foundation.

For this purpose, the Addressees undertake to not offer, directly or through intermediaries, sums of money or other means of payment to public officials or persons in charge of public services in order to influence their activity in the execution of their duties. Likewise, the Addressees undertake to not receive, give, or promise, cash or other utilities as a price for illicit mediation in relation to a public official or a person in charge of a public service, exploiting or using relationships existing or claimed with these latter, in order to remunerate them for the exercise of their functions or powers.

These prescriptions cannot be evaded by making recourse to the use of different forms of contributions which, in the guise of sponsorships, professional offices and consultancies, advertising, or otherwise, have the same prohibited aim as stated above.

Likewise, the Addressees cannot receive gifts or favourable treatments except within the limits of normal relations of courtesy and provided they are of modest value.

The Foundation undertakes to ensure full and scrupulous compliance with the rules laid down by the Authorities for compliance with statutory legislation in the sectors connected within its activity and to not obstruct the inspection activities carried out by the competent authorities in any way.

The Foundation does not withhold, conceal, or delay any information requested by the Authorities (merely by way of example and without limitation: ANAC, Tax Authorities, Judicial Authorities, etc.) in their inspection functions and collaborates actively during any investigative procedures.

In relations with the Supervisory Ministries, the Foundation undertakes to proceed in compliance with principles of transparency, responsibility, and fairness, undertaking to comply strictly with the provisions of this Code and the Foundation's internal procedures.

3.2. Rules of conduct in Internal relations

This Section describes the rules of conduct that must be observed in relations with governance bodies, managers, employees, and collaborators.

3.2.1. Rules of conduct in relations with Governance Bodies

The Chair, Director, Advisory Board, Management Committee, Scientific Committee, Scientific Consultancy Body, Board of Statutory Auditors, and Strategic Evaluation Commission, exercise their functions with diligence and fairness and guarantee adequate disclosure to all their members in relation to the items on the agenda.

The Advisory Board and the Management Committee guarantee adequate disclosure and the necessary level of cooperation with the Board of Statutory Auditors and with the Supervisory Ministries, in compliance with legal limits and those imposed by the by-laws, insofar as of their respective competence.

The Management Committee also supervises over the operation of the Delegated Directors, also with reference to the duty of these latter to report to the Committee in relation to the exercise of the delegated functions.

The Advisory Board passes resolutions in relation to the Institution's 231 Model, in compliance with the legislative and statutory provisions in force, assuring, in particular, the necessary independence, autonomy, professionalism, and continuity of action for the Supervisory Body pursuant to Legislative Decree 231/2001, and proposing, if deemed useful or necessary, amendments to the institutional by-laws.

All members of the Advisory Board and the Management Committee are required to keep information and documents acquired in the pursuit of their functions strictly confidential.

The members of the Management Committee exercise their functions at their own discretion, dedicating the necessary time and commitment, also in relation to any delegations, and paying special attention to their awareness of the tasks and responsibilities pertaining to the office.

3.2.2. Rules of conduct in relations with the Board of Statutory Auditors

The Foundation assures independence and professionalism of the members of the Board of Statutory Auditors in compliance with the relevant legislative provisions and by-laws.

In the exercise of their functions, the Auditors proceed independently, devoting the necessary time and commitment and paying special attention to understanding the duties and responsibilities pertaining to their office. They also maintain strict confidentiality in relation to the information and documents that come to their attention during the exercise of their functions.

3.2.3. Rules of conduct in relations with managers, employees, and collaborators

The Foundation awards pre-eminence to the value of respect for the individual and his/her career development, together with the awareness that the set of relational, intellectual, organisational, and technical skills possessed by each manager, employee, and collaborator is a critical strategic resource.

In conducting their work activities, the Foundation's Staff base their conduct on compliance with the rules set down in the individual work contracts and in relation to the independent technical capacity of each person.

The Foundation prohibits all and any forms of psychological, physical, or sexual harassment in relation to any party in a relationship with the Foundation or coming into contact with it for various reasons. Harassment means any form of intimidation or threat that obstructs the serene execution of a person's functions, or abuse of a position of authority by a hierarchical superior.

All acts of retaliation, discrimination, or penalisation in relation to personnel who claim or report a violation of rules and principles (whistleblowers) are prohibited, without prejudice to the right of accused parties to protect themselves if the whistleblower is charged with criminal or civil responsibility connected to making false reports and without prejudice to legal obligations.

In line with the general principles, the heads of each of the Foundation's functions must:

- disclose the internal procedures and regulations concerning personnel and ensure they are complied with;
- carry out attentive and continuous assessment of the operational risks connected to the execution of the activities for which they are responsible, guaranteeing diligent execution of the associated controls;

- manage personnel in the optimal manner, planning activities, supplying accurate information concerning duties and responsibilities, awarding full appreciation for professional expertise, developing skills, motivation and participation in the Foundation's processes;
- abstain from requesting personal services and favours, avoid favouritism, nepotism, and cronyism and any other conduct that violates this Code;
- protect the intellectual property rights of the Foundation deriving from the inventions it has developed, which it retains the right to use in compliance with the applicable statutory legislation.

In line with the general principles, each manager, employee, and collaborator:

- must act with loyalty and in accordance with good faith, respecting the obligations assumed by signing the individual work contract and guaranteeing the services requested with adequate standards of quality and quantity;
- must exercise their duties and functions in the framework of the system of responsibilities and competences defined by the provisions of Law, by the Foundation's internal procedures, by the individual contracts, and by the applicable collective labour contract;
- must guarantee behaviours inspired by principles of fairness and respect for the dignity of each individual;
- must develop relations with Public Authorities and Public Bodies inspired by the maximum integrity, probity, and impartiality, in absolute transparency, avoiding conduct that could impair their unbiased judgement;
- must treat all information obtained in the execution of their duties, both inside and outside the Foundation, as confidential, unless disclosure is required in order to comply with their professional duties;
- must use the diligence required and necessary to protect the Foundation's resources, avoiding improper uses that could cause harm or reduce efficiency for the Foundation, or anyway that may conflict with the Foundation's interest; use of the Foundation's resources (e.g. premises and equipment) is not permitted for personal matters of any kind and the use of resources in conflict with statutory legislation and the internal procedures is prohibited, even if such use may derive from an interest or benefit in favour of the Foundation;
- must abstain from removing reserved or confidential deeds and documents from the Foundation's premises, except in the presence of authorisation from agents vested with power of attorney and/or from their hierarchical superior;
- must abstain from disclosing to the media any information that violates the rights of third parties or connected to the execution of the work activities, except in the presence of specific authorisation;

- is not obliged to comply with an order or implement a directive act if it is issued by a party that is not competent or legitimated to issue any such order or instruction. In these cases, the manager, employee, or collaborator must notify the person in charge of the organisational unit of the order or directive act received;
- must abstain from conducting their activity while under the effect of alcohol or narcotics and must not consume or distribute alcohol or narcotics during their work activities;
- must also be informed of and comply with the deontological rules set down in this Code.

In addition, on receiving adequate training, regardless of their function and/or the level of responsibility assumed, HT Staff must be familiar with and implement the matters set down with regard to environmental protection, occupational safety and hygiene, and data protection.

3.3. Community relations

3.3.1. Social responsibility

The Foundation is aware of its role in promoting the advancement of knowledge through the quality and development of its scientific research. The Foundation is committed to the advancement of knowledge for the benefit of the entire community in accordance with the principles of inclusivity and transparency, undertaking to promote activities of training and dissemination in relation to the economic and social impact of the scientific research carried out.

4. Oversight of compliance with the Code of Ethics

This Section contains a description of the actions planned by the Foundation to ensure correct implementation of the Code of Ethics.

Operating through its Supervisory Body (hereinafter also SB), the Foundation monitors compliance with the Code, using adequate tools and information, prevention and control procedures, assuring transparency of the operations and behaviours adopted, and taking corrective action whenever deemed appropriate.

4.1.1 Monitoring and control

Implementation and compliance with the Code of Ethics must be monitored continuously by the Supervisory Body which must, in particular:

- check compliance with the Code of Ethics by the Addressees;
- make observations concerning any problems of an ethical nature that may arise in the context of institutional decisions;

- provide any interested parties with clarifications and explanations concerning interpretation of the Code and the legitimacy of its own conduct or that of others;
- stimulate and coordinate updating of the Code of Ethics, also by means of its proposals for adaptation or updating;
- promote and monitor the development of the Foundation's communication and training activities on the 231 Model and, in particular, on the Code of Ethics.

4.1.2 Disclosure of violations and protection of whistleblowers

The Foundation's internal functions and all those who operate in the name and on behalf of the Foundation, who come into possession of information concerning the commission of offences or illegal conduct and illicit behaviours and practices not in line with the rules of conduct and the principles of the Code of Ethics, must inform the Supervisory Body without delay.

The Foundation has set up the most suitable channels of communication in order to allow whistleblowing disclosures to be sent to a specific e-mail address: odv@fht.org

Disclosures must be sufficiently detailed, substantiated, and attributable to a specific event and/or area. Anonymous disclosures will be taken into consideration only if adequately substantiated.

In any case, confidentiality of the identity of whistleblowers is assured and also of the contents of the disclosure, without prejudice to legal obligations and protection of the rights of the Foundation or of persons accused maliciously.

The Foundation strictly prohibits all forms of retaliatory, discriminatory, or detrimental actions in relation to any person who, in good faith, discloses a possible Code of Ethics violation, reports a presumed unethical behaviour, or discloses information related to the possible commission of offences. Making a whistleblowing disclosure can never provide just grounds for threats, harassment, discrimination, demotion, denial of recognition of any benefits, suspension, or termination of the work relationship.

The Foundation therefore guarantees that whistleblowers acting in good faith shall not be subject to retaliation, discrimination, or disadvantage for reasons connected – even indirectly – to the disclosure, without prejudice to the right of accused parties to protect themselves if the whistleblower is charged with criminal or civil responsibility connected to making false reports and without prejudice to legal obligations.

4.1.3 Violations and penalties

The Code of Ethics must be shared with all Addressees, who must confirm that they have received it, read it, and expressly accept it in every part, undertaking also to maintain conduct that is compliant with the Code and to comply with all the provisions set down herein.

If Addressees reject the Code of Ethics, the Foundation reserves the right to refrain from entering into any form of contractual relationship with them.

If Addressees violate the Code of Ethics, the Foundation reserves the right to terminate the contractual relationship in place with said Addressees.

Compliance with the provisions of the Code is an essential part of the contractual obligations and the obligations applicable to all Addressees and in particular to the Foundation staff, pursuant to the terms of section 2104 et seq. of the Civil Code. Moreover, any violation by HT Staff of the principles and standards of conduct set down in this Code of Ethics jeopardises the relationship of trust with the Foundation, which can thus promote the most appropriate disciplinary actions and demand compensation for damage, without prejudice to the provisions of the applicable collective labour agreements and any institutional regulations adopted by the Foundation.

The Foundation undertakes to issue and apply penalties, in a consistent, impartial, and uniform manner, in proportion to the seriousness and type of Code violation committed. This Code thus imposes the obligation of taking disciplinary action in case of failure to comply with the rules of conduct set down herein.

With regard to 231 Model violations of the Code of Ethics, the applicable penalties, and the procedure for claiming violations and issuing penalties, the Foundation has prepared a specific Disciplinary System, approved together with the Model, to which reference should be made.