

CODE OF ETHICS AND CONDUCT



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FOREWORD

Following the enforcement of Legislative Decree 231 of 8 June 2001 that explicitly introduced in the Italian law the notion of corporate liability for administrative offences, UPMC Italy and its associated and subsidiary companies, including all divisions established within the scope of the UPMC Hillman Cancer Center network (hereinafter “Company”), adopted this Code of Conduct thus implementing its Organization, Management, and Control Model (hereinafter “Model 231”). Compliance with this Code of Conduct is of fundamental importance for correct operations and for the reliability and reputation of the Company, and to avoid its employees from being involved in behaviours that represent offences under the criminal code.

Furthermore, following the enforcement of Law 190/2012 and in compliance with the US Foreign Corrupt Practices Act (“FCPA”), to which the Company is subject by reason of its connection with the UPMC Group in the U.S.A., within the scope of its legal nature and organisation, the Company voluntarily decided to introduce additional measures aimed at preventing any type of corruption understood as “all circumstances in which, regardless of the criminal dimension, a maladministration of the Company is revealed due to the use for private purposes of attributed functions, that is the pollution of the action of the Company ab externo, whether the action is successful or remains an attempt.”

Accordingly, the Company supplemented this Code of Conduct incorporating ethical principles, rules of conduct, and obligations that the Subjects, as defined below, are required to observe scrupulously also to prevent corruption, waste and generally maladministration of the Company. In this respect, the revision of the Code of Conduct has taken into account, in so far as compatible, the mandatory general practices provided for in Presidential Decree 62/2013 and in ANAC Resolution 358 of 29 March 2017 on “Guidelines for the adoption of the Code of Conduct for businesses operating in the Italian National Health Service” (*Linee Guida per l’adozione dei Codici di comportamento negli enti del Servizio Sanitario Nazionale*).

Chapter I. PURPOSE

The purpose of this Code of Ethics and Conduct (hereinafter “Code”) is to identify the principles guiding the Company and its entities (or acting in any capacity on behalf and in the interest of the Company) when carrying out institutional activities.

The Company intends to ensure that its employees, including managers and any other person acting on behalf and in the interest of the Company, do not engage in any type of conduct that could: **(i)** discredit the image of the Company; **(ii)** result in crimes to the detriment of the Company or waste of resources, inefficiencies or in any case maladministration; **(iii)** constitute alleged crimes requiring the enforcement of one of the financial and/or interdictive sanctions provided under Legislative decree 231/2001, should these be carried out for the benefit or for the interest of the Company, or under the FCPA in the event of illegal payments as defined by the above-mentioned legislation or in breach of rules aimed at ensuring the transparency of the account books and control over the management of cash flows.

The Code is an essential part of the Governance System adopted by the Company through the Model 231, supplemented by anti-corruption measures. Compliance with the latter is ensured in accordance with the following Article 2.

Without prejudice to the criminal, civil, and administrative liability of the infringer, the Code is a source of disciplinary liability and, for anyone other than employees of the Company, a source of contractual liability for non-compliance.

Article 1. ORGANISATIONAL VALUES AND ETHICS

Values are the fundamental link between what you believe in and what you do.

Values should not be understood as abstract concepts but should lead and influence our goals and daily activity.

The Company’s values, on the basis of which the following principles have been established and its policies, are:

- **QUALITY AND SAFETY:** We create a safe environment where quality is our guiding principle.
- **DIGNITY AND RESPECT:** We treat all people with dignity and respect.
- **CARING AND LISTENING:** We listen to and care for our patients, health plan members, fellow staff, doctors, and for the people in our community.
 - There must be no aggressive behaviours when performing our activity; effective communication, verbal and written, with colleagues, patients and families must be maintained, and patient needs to be met appropriately. We must ensure the appropriateness, quality, and safety of our services, according to the principles of humanisation of care.
 - Communication between physicians, patients and family members is of paramount importance. Information provided to patients must be easily understandable terms when describing a disease, the treatments, and potential risks of the procedure, in order to obtain a conscious informed consent.

- **RESPONSIBILITY AND INTEGRITY:** We perform our work with the highest levels of responsibility and integrity.

- Compliance with the law, honesty, integrity, good faith, independence, impartiality, transparency, fairness, efficiency and respect for the rights of third parties, employees, stakeholders and of anyone involved in the business of our Company are the founding values of our organisation.
- The mere assumption of acting to the benefit of the Company shall not justify enforcing behaviours that contrast with these principles, with the following ethical rules or with the policies and procedures regulating all operations of the Company.
- Any personal advantage, interest or benefit will never come before nor affect the business of the Company.

- **EXCELLENCE AND INNOVATION:** We think creatively and aim at excellence in everything that we do.

It is an essential part of the work, and must be pursued through continuous improvement of quality, efficiency and effectiveness, rationalisation, and optimisation of resources without lowering quality standards. Clinical research is an integral part of the Company's business and must be carried out in an objective and independent manner.

For these reasons,

- patient care services are described in our service charter and patient information material in a clear and comprehensive manner.
- Policies on patient admission, transfer, and discharge and management of waiting lists must be written in a clear and transparent manner.
- Our services must be properly invoiced to the Region and to our paying patients.
- Data on the organisation's performance are transparent.
- There are mechanisms through which health care providers report clinical errors and raise ethical issues through the Director of Health Care Activities, and organisational critical issues and/or errors that can potentially create situations of risk to the safety of patients and staff ("Incident Reports") or administrative offences provided for in Model 231 to the Supervisory Body, or breaches of the Patient Security Code to the Director of Health Care Activities.

Chapter II. GENERAL PROVISIONS AND PRINCIPLES

Article 2. SCOPE OF APPLICATION AND SUBJECTS

This Code was approved by the Board of Directors and is an official document of the Company.

The principles and provisions of this Code illustrate general obligations of integrity, diligence, fairness, impartiality, good conduct, transparency, good faith, objectivity, proportionality, fairness, effectiveness, appropriateness, quality, safety of rendered services, and humanisation of care. These principles define the fulfilment of all professional tasks and behaviours in the workplace.

The principles and provisions of the Code are binding for Directors, for anyone currently in an employment relationship with the Company (hereinafter “Employees”), and for anybody operating in the interest of the Company regardless of his or her relationship, even temporary, with the Company. This includes seconded staff, doctors in training, trainees, and volunteers (hereinafter “Collaborators”).

The Code is also brought to the attention of all third parties acting on behalf of the Company in any capacity and under any type of contract (hereinafter “Third parties”). To the extent compatible, compliance with the principles and rules of conduct set forth in this Code shall be extended to Third parties. During negotiations with Third parties (e.g., contracts, agreements, assignments, etc.) and in the relevant notices, specific clauses and provisions shall refer to the legal termination of the relationship in case of violation of rules and ethical principles to which the provisions of Legislative decree 231/2001 and the anti-corruption legislation are based.

Directors, Employees, Collaborators and Third parties are hereinafter jointly referred to as “Subjects”.

Article 3. DISCLOSURE AND IMPLEMENTATION MECHANISMS OF THE CODE

The Company shall ensure all Subjects are informed of the provisions and execution of the Code and that these are observed.

In particular, the Company shall:

- disseminate the Code making it available on its official website.
- Provide interpretation and clarification of the provisions of the Code through the Supervisory Body.
- Verify the effective compliance with the Code.
- Update the provisions of the Code with regard to the needs arising from time to time, taking into account disciplinary actions enforced following a breach of the Code.

In respect of the Employees, upon establishing employment contracts, requests a statement of acceptance of this Code, filed by the manager of the Personnel and General Affairs Office.

With regard to its Collaborators and Third parties, the Company shall:

- inform them of commitments and obligations under the Code, available on the official website, and commit them to the principles and rules of conduct contained in the Code.
- Require that, whether natural or legal persons, they comply with the ethical principles contained in the Code.

- Adopt the contractual termination *ipso iure* in respect of Third parties who, in the performance of their tasks, fail to comply with the rules and ethical principles underlying the legislation referred to in Legislative Decree 231/2001, and the anti-corruption legislation.

Any concern related to the Code shall be promptly addressed to and discussed with the Supervisory Body.

Article 4. **RESPONSIBILITY**

Each Subject carries out his or her tasks in compliance with the principles set forth in Article 1 the Code, making the best use of the tools and time available and assuming responsibilities in terms of compliance with current legislation, policies and tasks established by the Company.

Subjects, even in compliance with the current legislation, shall refrain from any conduct contrary to the provisions of the Code.

It is the responsibility of managers of offices, departments, and services of the Company to make their staff and collaborators aware of the importance of complying with the provisions of the Code directing them to the necessary observance and implementation.

This Code is part of the orientation program for all new recruits, volunteers, and trainees.

Each Subject shall report wrongdoings and conducts in breach of this Code to the Supervisory Body that shall ensure confidentiality and anonymity of whistleblowers.

Article 5. **CORRECTNESS**

All actions, measures and conduct of the Subjects during the performance of their tasks and day-to-day actions are based on formal and substantive legitimacy, in accordance with the internal policies and procedures adopted by the Company, and on fairness, cooperation, loyalty and mutual respect.

The Subjects shall avoid conduct apt to impede the appropriate performance of the Company's tasks and objectives and/or that could harm the interests and image of the Company. In particular, Employees will not unjustifiably delay their tasks or engage in behaviours that may cause other colleagues to carry out their tasks.

While carrying out their tasks the Subjects, except if specific service requirements or order of priority are required, will respect the chronological order, and ensure compliance with quality standards.

The Employee shall respect his or her working hours and use his or her periods of leave of absence in accordance with provisions of law.

Subjects shall not use for personal purposes any information, property, or equipment available for business reasons and/or to perform their duties and tasks.

When dealing with coworkers, the Subjects will ensure full cooperation in respect of each other's positions and avoid behaviours disturbing the workplace.

In relations with users (e.g., patients, family members) and third parties, Subjects will ensure full equality of treatment and refrain from any discriminating actions on the grounds of sex, sexual orientation, nationality, ethnic origin or minority status, language, religion, socioeconomic or health conditions.

Subjects will not abuse their position, prerogatives and/or powers. These powers must be exercised exclusively for the institutional purposes for which they were conferred.

The Subjects will refrain from carrying out activities of competition with those of the Company, comply with the Company's rules and with this Code, also under Article 2104 of the [Italian] Civil Code.¹

Each Subject makes no commitment, issues no indication, promise or reassurance regarding matters within the Company's competence that conflict with Company's policies and procedures.

Each Subject, even in non-employment relationships, shall not use his or her position in the Company to obtain benefits or advantages that would otherwise not be due to him or her.

Each Subject, directly or indirectly, whether in relationships with colleagues or with Third parties, will not accept nor make, for him/herself or others, any pressure, recommendation, or referral which may harm the Company or any undue benefit to himself or herself, the Company or any third party. No Subject shall solicit, reject, or make undue promises and/or offers of money or other benefits, unless these are of small value, occasional, and unrelated to claims of any kind.

If the Subject receives an offer or a request for benefits from a third party or other colleague, except for gifts of commercial use or of low value ² he or she will not accept the offer or comply with such request, and immediately inform his or her direct supervisor.

Subjects shall not use the Company's images/logos on personal pages of social networks (if not previously authorised).

Article 6. COMPLIANCE WITH LAWS, REGULATIONS, AND PROCEDURES AND TRANSPARENCY

Subjects are required to comply with all applicable laws in all countries in which the Company operates, the Code and internal policies and procedures. Under no circumstances may the pursuit of personal interests and/or interests of the Company justify dishonest behaviours not complying with applicable laws, ethical principles and values on which the Company is based, and with this Code.

Subjects are required to comply with the corporate policies and procedures.

Every Employee shall operate transparently; all decision-making processes must be tracked. Each Employee must support the fulfilment of transparency obligations in compliance with the relevant legislation.

Article 7. CONFLICT OF INTEREST

The Company requires strict compliance with the rules governing conflicts of interest under the current laws and regulations. The Company provides information on its governance on its institutional website and in the Charter of Services, also any potential conflict of interest.

¹ **Article 2104 of the Civil Code – Diligence of the employer:** *The employer will enforce the diligence required by the nature of the service provided, in the interest of the company and in the higher interest of national production. He or she must also comply with the provisions on the performance and discipline of work laid down by employees and consultants.*

²Low value is defined as a level of expenditure appropriate to traditional use and practice and in any case not exceeding € 150 (see ANAC Code of Conduct and DPR 62/2013).

The Subjects carrying out their tasks and assignments shall pursue the general objectives and interests of the Company, in compliance with current legislation and with this Code.

The Subjects shall immediately inform their direct supervisor or reference person taking into account circumstances, situations or activities during which they have or might have interests conflicting with those of the Company (personally or with regard to their spouse, partner,³ subject to a civil union,⁴ relative and/or similar within the second degree), and in any other case if there are relevant reasons of convenience (habitual attendance, credit-debit relationships, associative, agency, representation relationships, severe enmity, *etc.*). When assessing any potential conflict of interest, the direct supervisor may request support from the Supervisory Board.

The Subjects shall refrain from performing tasks that may involve their own interests or those of their family members (spouse, partner, relative and/or similar purposes at second instance, subject to civil union), and respect the decisions taken in this respect by the Company following a thorough assessment of the situation. Should a conflict be deemed to exist that would prevent the proper conduct of business, the manager of the office/unit/department shall take appropriate action replacing the person concerned or not authorising the activity. The direct supervisor and the Supervisory Body must be notified of any actions enforced.

In particular, each director is obliged to disclose to the other directors and to the board of auditors any interest, whether on his or her own account or on behalf of third parties, he/she has in a particular transaction of the Company on which he/she is to decide. This information will be precise and specify the nature, terms, origin, and extent of the interest. The Board of Directors shall assess its conflict with the interests of the Company.

Article 8. **ASSIGNMENTS TO EMPLOYEES AND THIRD PARTIES EMPLOYED BY PUBLIC ADMINISTRATIONS**

Without prejudice to the assessment of individual cases by the direct supervisor in agreement with the Personnel and General Affairs Office to verify potential conflicts of interest and/or incompatibility, the assignment by third parties of tasks (paid or free of charge) to Employees is only permitted if expressly authorised by the Company and the Employer. It is understood that authorised assignments cannot interfere with work activities.

Employees failing to comply with the authorisation processes described above shall be held accountable for disciplinary liability.

Employees may enrol in professional registers without requiring authorisation, if the discipline of the individual professions allows it.

Without prejudice to the provisions of Article 53(16)-*ter* of Legislative decree 165/2001, no assignment may be made to public administration employees without express authorisation of the sending entity and in absence of any conflict of interest with respect to the assignment. Managers responsible for entering these contracts and/or

³Reference are **de facto relationships** regulated by Law 76 of May 20, 2016 entered according to which a de facto relationship is considered a stable cohabitation of two adults, also not of the same sex, united by ties of affection and mutual moral and economic assistance.

⁴Reference are **civil partnerships** regulated by Law 76 of May 20, 2016, entered into force on June 5, 2016, and defining civil partnership as a relationship between two persons of the same sex, of legal age, united by ties of affection, formalized by means of a declaration made in front of a civil registrar and in the presence of two witnesses.

conferring such tasks must acquire the aforementioned authorisation and the statement of absence of conflict of interest pursuant to Presidential Decree 445/2000. These persons shall submit to the Supervisory Body by **January 31** each year a report containing the type and purpose of the tasks assigned in respect of the previous calendar year.

Article 9. **CONFIDENTIALITY**

The Subjects shall ensure the utmost confidentiality with regard to news and information constituting assets of the Company or relating to the Company's business, in accordance with the provisions of law, applicable regulations, this Code and internal policies. Subjects shall refrain from disseminating, communicating, or otherwise using, for personal or private purposes, any information obtained for reasons related to their professional tasks.

The Company is committed to protecting information on its Employees, Directors, all those working for the Company, and third parties (patients, vendors, etc.), generated or acquired within the corporate structure and/or while managing business relations, and to avoid any misuse of such information.

Chapter III. SPECIFIC PROVISIONS

Article 10. GENERAL RULES OF CONDUCT FOR HEALTH CARE PROVIDERS

All clinical staff (doctors, nurses, and health care professionals) must comply with scientific knowledge and be guided by ethical values in the exercise of their profession, assuming as principle the respect for life and freedom, the dignity of the person, the safety of patients and humanisation of care, and not be subject to interests, impositions and suggestions of any kind.

Every healthcare provider shall perform all clinical services in accordance with the levels of professional diligence required by the Company.

Degrading, intimidating, threatening or any abusive behaviour toward patients and coworkers or any other third party is not permitted. Offensive language and harassment (verbal and physical or psychological) by any means (electronic, paper, *etc.*) are prohibited.

Healthcare providers must undergo ongoing training to ensure their knowledge and skills align with the clinical and scientific progress.

Each healthcare provider must carry out his or her tasks with the utmost care, devoting the necessary time to maximise the quality of patient care.

When issuing a diagnostic and therapeutic order, clear and documented terms must be used to provide all information and verifying, as much as possible, its correct performance. Within the limits and under the conditions of law, the trade name of the prescribed or recommended medicinal products cannot be included in drug prescriptions.

Healthcare providers undertake to comply with the rules adopted by the Company regarding access of pharmaceutical sales representatives and vendors.

The use of websites, blogs, Facebook profiles or other social media with content relevant to the Company's business shall not be permitted, except for sharing information already disclosed by the Company in accordance with the format approved by the Company.

Healthcare providers shall ensure compliance with the rules of the Code of Ethics and with the principles of independence and professional dignity.

Healthcare providers must ensure the confidentiality of personal data and documentation in their possession in accordance with the Company's policies.

The content of the medical record must be clear, punctual, and accurate in compliance with the principles of good clinical practice and include any diagnostic and therapeutic activity performed.

No conduct or action that may compromise the quality and safety of patient care shall be permitted such as, by way of example and by no way of limitation:

- Failure to comply with hand hygiene standards.
- Failure to comply with infection prevention and control measures.

- Failure to identify the patient prior to administering drugs, blood and blood products, or conduct procedures and treatments.
- Failure to perform security checks under the Company's policies.
- Failure of the entire team to identify the patient prior to surgery in the OR and interventional areas according to the "Time Out" policy.
- Use of verbal orders in non-emergency situations.
- Failure to obtain the informed consent.
- Failure to release the report to the patient (outpatients or discharged inpatients).
- Failure to comply with waiting lists.
- Use of medical electromedical equipment and devices in a manner that does not comply with safety procedures and eligible uses.
- Incautious, risky and/or substance abuse behaviours.

Failure to comply with the provisions of this article must be immediately reported to direct supervisors who, having assessed the extent of the reported event, will immediately inform the Director of Health Care Activities. The Director of Health Care Activities will request a written report from the reporting Employee and initiate the process for disciplinary action, if necessary. The Director of Health Care Activities shall also report to the Supervisory Body in compliance with this article.

Article 11. OPERATIONS AND TRANSACTIONS

Any operation and/or transaction, in its broadest sense, must be legitimate, authorised, consistent, appropriate, documented, recorded, and verifiable over a period of 10 years.

The policies shall allow for checks to be carried out on the transaction, on the motivations that allowed for their execution, and on any authorization and execution of the transaction.

Any person performing operations and/or transactions that involve money, goods or other economically valuable assets belonging to the Company must act upon authorisation and provide valid evidence when requested for purpose of verification.

Each staff member is responsible for the truthfulness, authenticity and originality of the documentation and information provided while performing his or her tasks.

The Subjects, and in general, any person purchasing goods and/or services, including external advice, on behalf of the Company, must act in compliance with the principles of fairness, cost-effectiveness, quality and lawfulness and operate with due diligence.

Employees and Collaborators performing tasks in any way related to the Company must behave in the interest of the Company and, particularly in relations with the public administration institutions, regardless of the competitiveness of the market or the relevance of the business underway, refraining from engaging in, legitimising, accepting or favouring any conduct not strictly compliant with the current legislation and with the principles of fairness, diligence and loyalty set out in this Code.

Article 12. **HUMAN RESOURCES**

The Company recognises human resources as a critical factor in the growth of its business organisation. The management of human resources is based on respect for the personality and professionalism of each member in the general framework of current legislation.

It is the responsibility of the Company to promote and develop every Employee's skill and competency.

The Company is aware that the high professionalism achieved by its Employees and their dedication are essential and decisive for the pursuit and achievement of its values.

The Company focuses on the organisational well-being and promotes relations based on respect and professionalism. The Company take initiatives to train and update its staff.

Employees must behave in a decent and polite manner with users, colleagues, and managers.

Article 13. **STAFF SELECTIONS**

Staff selections are carried out based on the correspondence of the candidates' profiles and specific competences with business expectations and needs outlined in the request submitted by the requesting party, and always with due regard for equal opportunities for all interested parties.

Any information requested during a selection is strictly related to the need to verify aspects provided for in the job description, always respecting the private life and personal sphere of the candidate.

The Recruitment and Retention manager shall, within the limits of available information, adopts all possible and appropriate measures to avoid any form of favouritism, nepotism, or patronage.

By way of example, no Employee may anticipate the contents or result of a test administered during a selection before the latter is completed and the outcomes communicated to all candidates in accordance with internal policies.

The manager of the Recruitment and Retention Office will take all necessary steps during the selection procedure to verify compliance with the prohibition laid down in Article 53 para. 16-ter of Legislative decree 165/2001 according to which "*employees who, during the last three years of service, have exercised authoritative or negotiating powers on behalf of the public authorities referred to in Article 1.2), may not within three years of the termination of their employment contract, engage in employment or professional activity with private entities to which the activity of the public administration carried out through those powers is addressed. Contracts concluded and tasks assigned in violation of the provisions of this paragraph shall be null and void, and private subjects who entered or bestowed them are prohibited from negotiating with public administrations for the following three years, with the repayment obligation of all fees received.*"

Article 14. **PERFORMANCE EVALUATION**

The Company undertakes to ensure that in its corporate organization the pre-established annual objectives, both general and individual, of personnel, are such as not to lead to unlawful conduct and are, instead, focused on a possible, specific, concrete outcomes, measurable and related to the time expected for their achievement.

Article 15. VENDORS

Vendors are selected based on the regulations in force applicable to public law bodies and with the Company's policies.

In selecting the Vendor, the Company adopts objective and transparent criteria established by current legislation, regulations and internal reference provisions and does not preclude any supplier company, in possession of the required requisites, from the possibility of competing.

The procurement of goods and services is based on compliance with the relevant legislation and in particular with the principles of cost-effectiveness, efficacy, impartiality, equal treatment, transparency, proportionality, publicity, environmental protection and energy efficiency.

All tasks performed to enter a contract and/or negotiation are also based on pre-contractual and contractual conduct, with a view to indispensable and reciprocal loyalty, transparency and cooperation.

In any case, the selection of vendors and conditions shall be based on objective parameters such as quality, convenience, price, capacity, efficiency, ethics, compliance with the law, including compliance with all obligations regarding safety and social security contributions and taxes, in the context of supply and procurement relationships.

More generally in the selection of vendors the Company considers the following:

- professionalism of the other party;
- documented availability of resources, including financial, structure, project capabilities and resources, know-how, *etc.*;
- existence and effective implementation of quality, safety and environmental management systems;
- maintaining an environmentally friendly conduct. In this regard, with a view to bringing the procurement of goods and services into line with the ethical-environmental principles of reference, the Company may request, for particular supplies, social and/or environmental requirements. In consideration of this, specific clauses may be set up in individual contracts.

In acts of negotiation with Third parties (e.g., contracts, agreements, assignments) and in the relevant notices, specific clauses and provisions must be inserted aimed at the legal termination of the relationship in case of violation of rules and ethical principles to which the provisions of Legislative decree 231/2001 and the anti-corruption legislation are based.

Any contract entered with a vendor will be based on clear relations avoiding, where possible, forms of dependence. In particular, at all stages relating to entering and managing a contract or any other act of negotiation content, the Subjects shall:

- act with impartiality, transparency, integrity, correctness, good faith, without abusing their position or powers;
- not engage in conducts that could harm the interest and image of the Company;
- maintain confidentiality during the tender procedure or contractor selection process; the contents or outcome of a tender shall not be disclosed before the relative proceedings have been concluded and formal publication has been given in accordance with the law;

- follow efficiency and cost-effectiveness principles aimed at avoiding waste of resources without prejudice to the quality of results;
- avoid situations of conflict of interest, abstaining if necessary from carrying out any activity and notifying the hierarchical superior;
- promptly report to their supervisor any proposals from the tenderer, contractor and, in general, counterpart from which personal advantages, offers of money or gifts to the Subjects or their relatives or similar may arise up to the second grade, to their spouse, for the cohabitant or for the person in a civil union.

Article 16. HEALTH AND SAFETY IN THE WORKPLACE AND ENVIRONMENTAL PROTECTION

The Company considers any environmental and safety issues to be of high importance.

In the context of current legislation on the protection of health and safety in the workplace (pursuant to Legislative decree 81/2008), the Company undertakes to adopt all necessary measures to protect the physical and moral integrity of its workers.

In particular, the Company commits to:

- ensure compliance with current legislation on safety, hygiene and health of workers;
- ensure risks for workers are avoided as far as possible and guaranteed by the best available practice, selecting the most appropriate and least dangerous materials and equipment and such as to mitigate the risks at source;
- ensure unavoidable risks are assessed and mitigated through appropriate collective and individual safety measures;
- ensure workers are informed and trained, and that training is updated and specific with regard to the task performed;
- consult workers on health and safety issues in the workplace;
- ensure all safety needs or non-conformities that emerge during work activities or during checks and inspections are dealt with quickly and effectively;
- ensure the organisation of work and its operational aspects are carried out in such a way as to safeguard the health of workers, third parties and the community in which the Company operates.

The Company allocates organisational, instrumental and economic resources to the pursuit of the aforementioned purposes, with the aim of guaranteeing full compliance with the accident-prevention regulations in force and the continuous improvement of the health and safety of workers in the workplace and prevention.

Employees, each to the extent of their competence, are required to ensure full compliance with the law, the principles of this Code and company procedures and any other internal provision envisaged to guarantee the protection of health and safety in the workplace.

Furthermore, within the current legislation on environmental protection (Legislative decree 152 of 3 April 2006), the Company undertakes to adopt the following actions:

- define environmentally friendly operational plans and programs in all company activities;
- assess, control and, where possible, minimise the impact of processes and products, continuously improving the results and company performance;
- adopt an environmental management system to prevent, control and reduce the impact of activities, identifying responsibilities, training people, and defining concrete and measurable objectives;
- manage systems through an efficient use of energy, materials and natural resources, aiming at the reduction of the environmental impact, waste and, where possible, the use of renewable sources,
- promote channels of communication and interactions with all stakeholders, and in particular with the relevant institutions, providing information on environmental results.

The Company, in order to achieve an effective and efficient organisation to guarantee the quality of the services provided in the scope of its continuous improvement shall pursue the following objectives:

- Prevention of all forms of air pollution, water pollution, *etc.*;
- Use substances that respect the environment as much as possible;
- Raising awareness among staff on environmental issues;
- Constant updating on the relevant environmental regulations.

Article 17. **RELATIONS WITH PUBLIC INSTITUTIONS**

The relations of the Company and its Subjects with national, community and international public institutions (“Institutions”), and public officials or bodies, representatives, agents and representatives, members, employees, consultants, persons in charge of public functions or services, public institutions, public administrations, public bodies, including economic ones, of public entities or companies of a local, national or international character (“Public officials”) shall be managed by the Subjects in accordance with applicable law and on the basis of the general principles of fairness and loyalty, integrity and impartiality.

Contacts with Institutions and Public officials are limited to those who are specifically and formally appointed by the Company to deal or have contact with such administrations, public officials, bodies, organisations and/or institutions.

In the relations with Institutions and Public officials, illicit payments or promises of payment, the payment or promise of any benefit or advantage and in general any behaviour aimed at obtaining illicit benefits for oneself and/or in the interest of the Company.

The Company expressly prohibits practices of corruption, favouritism, collusive behaviour, direct and/or indirect solicitations also through promises of personal benefits, towards any person belonging to the Public Administration.

In particular, the following behaviours are not permitted and are expressly prohibited:

- pay or offer, directly or indirectly, material and/or personal payments and benefits of any entity to public officials or public servants in order to influence or compensate an act of their office and/or the admission of an act of their office;

- offer gifts or other donations that may constitute forms of payment to officials or employees of the Public Administration;
- collect and therefore fulfil requests for money, favours, utilities from subjects, natural or legal persons who intend to enter into business relations with the Company as well as from any object belonging to the Public Administration.

Acts of courtesy such as gifts and contributions are permitted when of modest value and in any case such as not to compromise the integrity or reputation of one of the parties and cannot be interpreted by an impartial observer, as aimed at acquiring benefits improperly.

The Company also prohibits relationships between private individuals, practices of corruption, favouritism, collusive behaviour, direct and/or indirect solicitations also through promises of personal benefits.

The Company shall never be represented in its dealings with institutions or with public officials by Directors, Employees or Collaborators in respect of whom conflicts of interest may arise.

In this regard, the Company prohibits the appointment as its representatives of persons:

- engaged in corruption;
- charged with unlawful conduct in business;
- in conflict of interest or with family or other relationships, of which we have knowledge, such as to be able to unlawfully influence the decisions of any person belonging to the Public Administration.

In order to avoid or in any case drastically limit the risk relating to the conduct described above, each employee, due to their powers and functions, must promptly report to their supervisor and to the Supervisory Body any doubts regarding possible violations of the Code by external collaborators.

In the specific case of a tender with a public administration, the Company and the Subjects shall operate in compliance with the law and correct commercial practice.

Without prejudice to all obligations imposed by the relevant legislation in force, the Subjects in the course of business negotiations, requests or business dealings with the institutions or with public officials, shall refrain from taking the following actions (directly or indirectly):

- examine or propose employment and/or commercial opportunities that may personally benefit employees of the Institutions or Public officials;
- offer or in any way provide, accept or encourage gifts, favours or commercial or behavioural practices that are not based on the most open transparency, correctness and loyalty and, in any case, that do not comply with applicable legislation in force;
- solicit or obtain confidential information that could compromise the integrity or reputation of both parties or that in any case violate equal treatment and public disclosure procedures activated by Institutions or Public officials.

The Company condemns any behaviour aimed at obtaining, from the Government, the European Communities or other public bodies, any type of grant, loan, subsidized loan or other disbursement of the same type, by means of altered or falsified declarations and/or documents, or through the omission of due information or, more

generally, through artifices or deceptions, including those carried out by means of a computer or electronic system, aimed at misleading the supplying body.

The Company guarantees compliance with the restriction on the destination of contributions, subsidies or loans aimed at promoting any initiative, obtained from the Government or other public body or from the European Community, even of modest value and/or amount.

Article 18. CONTROL AND ACCOUNTING TRANSPARENCY

The Subjects, in accordance with their respective functions and duties, undertake to ensure that facts relating to the management of the Company are properly and truthfully represented in the Company's accounts.

All actions and operations carried out by the Company are inspired by the following principles:

- maximum management correctness;
- completeness and transparency of information;
- legal and substantive legality;
- clarity and truthfulness of the accounting records according to the regulations in force and the company operating procedures/internal regulations.

The Company expects from all its employees full cooperation to ensure operations are duly managed and represented in the accounts.

Each accounting operation must therefore be supported by suitable documentation certifying the activity carried out so as to allow:

- easy accounting registration;
- identification of the origin and/or formation of documents;
- accounting and mathematical reconstruction of operations.

It is the duty of each Employee involved in the preparation of the Company's financial statements, also for the purposes of the consolidated financial statements and the explanatory notes, to ensure that the accounting documents comply with the aforementioned principles and are easily traceable and sorted according to logical criteria.

Especially in the case of items included in the financial statements and in the explanatory notes that require estimates (so-called valuations), it is essential that all persons involved (including consultants) in the process of forming these items comply with the accounting standards.

The Company requires that the inclusion in the financial statements of all items, such as receivables, inventories, equity investments, provisions for risks and charges, arises from unconditional compliance with all current regulations about preparation and assessment of financial statements.

In particular, the employees responsible for drawing up the end-of-year accounting balances are required to monitor or promote the monitoring of all accounting operations leading up to the production of such balances, also in order to reduce the possibility of misinterpretation.

The documents certifying the accounting entry activity must be able to allow the rapid reconstruction of the accounting transaction, the identification of any error, as well as the degree of responsibility within the single operating process.

It is the duty of the Subjects, in the context of their respective functions and duties, to check the correctness and veracity of the accounting records and to disclose to those responsible any error, omission and/or falsification of those records.

Article 19. RELATIONS WITH THE COMPANY'S SUPERVISORY BODIES

The Company expects all its staff to maintain a correct and transparent conduct in the performance of their duties, especially in relation to any request made by the shareholders, board of auditors, and other corporate bodies in the exercise of their respective institutional functions.

Article 20. INFLUENCE ON MANAGEMENT BODIES AND SHAREHOLDERS' MEETINGS

The Company condemns any act, simulated or fraudulent, aimed at influencing the will of the Director of the Institute, of the members of the Board of Directors and Shareholders to obtain a will, majority and/or resolution other than what would have otherwise been reached.

Article 21. SAFEGUARDING THE RIGHTS OF THE COMPANY'S CREDITORS

The Company expressly forbids its employees to carry out any operation to the detriment of creditors.

The Company continues, as an ethical principle, to protect the interests of creditors not to see their credit guarantees reduced.

Directors are therefore prohibited from reducing share capital or merging with other companies or making divisions in order to cause damage to creditors.

Article 22. DISSEMINATING INFORMATION OR PERFORMING TRANSACTIONS ON FINANCIAL INSTRUMENTS

It is forbidden to disseminate false information inside and outside the Company, concerning the Company itself, its employees, collaborators and third parties.

All transactions involving company securities or financial instruments must be managed exclusively by the corporate functions formally responsible for this.

All information concerning securities or financial instruments released outside the Company must be sent and/or notified in writing exclusively by the corporate functions formally responsible for this and, in any case, always be authorized by the Director of Institute.

The purchase and/or sale of shares and/or own securities and/or securities issued by other entities or companies must always be authorized by the Director of Institute.

The Director of Institute periodically drafts a summary document of all transactions on securities and financial instruments carried out by the Company and shares this document with the Supervisory Body.

Article 23. USE OF BILLS, CREDIT CARDS, STAMP VALUES

The Company, sensitive to the need to ensure fairness and transparency in the conduct of business, requires that Subjects comply with the current legislation on the use and circulation of money, public credit cards and stamp values, and will therefore severely penalize any conduct involving the misuse and falsification of credit cards, stamp values, and money.

Article 24. ACTS AIMED AT TERRORISM AND SUBVERSION OF THE DEMOCRATIC ORDER

The Company requires compliance with all laws and regulations that prohibit carrying out terrorist acts or subverting the democratic order. The Company also prohibits the mere membership of associations with these purposes.

The Company condemns the use of its resources to finance and carry out any activity intended to achieve terrorist objectives or subvert the democratic order.

It is also expressly forbidden for any Employee of the Company, wherever working or stationed, to engage in any practice or action supporting any terrorist or law-abiding conduct. In case of doubt or if a situation appears equivocal, Employees must contact their manager or the Company lawyer.

Article 25. PROTECTION OF INDIVIDUAL PERSONALITY

The Company condemns any possible behaviour aimed at committing crimes against the individual.

Article 26. TRANSNATIONAL OFFENSES

The Company condemns any conduct by staff members which may even only indirectly facilitate the commission of criminal offenses such as criminal conspiracy, Mafia association and obstruction of justice. To this end, the Company undertakes to activate all preventive and subsequent control methods necessary for the purpose.

Article 27. ANTI-MONEY LAUNDERING

The Company condemns any behaviour by staff members which may even only indirectly facilitate the commission of criminal offenses such as receiving, laundering or using money, goods or other utilities of illicit origin. To this end, the Company undertakes to activate all preventive and subsequent control methods necessary for the purpose.

Article 28. MANAGEMENT OF INFORMATION SYSTEMS

The Company condemns any behaviour aimed at altering the functioning of an IT or computer system or unlawfully accessing data, information or programs contained therein, with a view to obtaining a personal advantage to the detriment of the Company or with a view to obtaining an unfair profit.

The Company condemns any behaviour by staff members which may even only indirectly facilitate the implementation of the so-called computer crimes. To this end, the Company undertakes to activate all preventive and subsequent control methods necessary for the purpose.

Article 29. **INTERNAL EXTERNAL AUDITS**

The Company promotes among its employees the dissemination at all levels of a culture informed of the existence of internal and external audits and characterized by the awareness, on the part of each Employee, of the contribution of these audits to improving the efficiency of its operations.

Internal audits include all tools provided by the Company to direct, manage, and verify its operations with the aim to:

- promote compliance with laws, regulations and internal policies;
- effectively manage these activities;
- provide accurate and complete financial accounting data;
- exchange correct and truthful information.

External audits include: controls legally attributed to shareholders or other corporate bodies or auditing firms, and to all public supervisory authorities, in which case the Company requires that directors, auditors, liquidators, and all employees involved in verifications and inspections conduct communications with the said public and supervisory authorities in a manner that is fair and transparent, providing complete, truthful and timely information, avoiding general and misleading wording.

In particular, the Subjects must not in any way prevent or hinder the control and auditing activities legally attributed to shareholders, other corporate bodies or to the auditing firm itself.

As an example, some specific requirements for all Subjects of the Company are listed:

- each Subject, also through his or her staff, shall be obliged to adopt transparent conduct in relation to the requests of the board of auditors, individual shareholders and auditors and any other supervisory authority;
- each Subject shall be obliged to avoid any conduct of omission or commission aimed at preventing, even if only through a transfer of attention, control by the board of auditors or shareholders or auditing firm or other competent authority.

During audits and inspections by competent public authorities, the corporate bodies and their members, employees, consultants, collaborators and third parties acting on behalf of the Company must maintain an attitude of collaboration towards inspectors and auditing bodies.

Chapter IV. AUDITING BODIES AND MECHANISMS

Article 30. SUPERVISORY BOARD AND DIRECTOR OF HEALTH CARE ACTIVITIES

The Supervisory Body is an internal body of the Company responsible for monitoring and updating the 231 Model and the Code as well as the supplementary anti-corruption measures monitoring compliance with obligations on transparency which form an integral part of the 231 Model and of this Code.

The Director of Health Care Activities is the person responsible for verification and audits referred to in Article 10 of this Code.

The Supervisory Body and the Director of Health Care Activities have free access to corporate data and information useful for the performance of their activities.

The Supervisory Body is responsible for verifying compliance with objectives relating to transparency, as well as those relating to the prevention of corruption in general. It is also the task of the Supervisory Body to proceed, in compliance with the time frame established by the relevant legislation, with the certification of fulfilment of the publication obligations.

Subjects and Third parties acting on behalf of the Company shall cooperate as closely as possible to facilitate the tasks of the Supervisory Body.

Article 31. INTERNAL REPORTING

Any person becoming aware of breaches of the principles of this Code and/or operating procedures included in Model 231 or any other event likely to alter its value and effectiveness, must report it promptly to the Supervisory Body and to the Director of Health Care Activities with regard to the breach of Article 10.

The Subjects shall promptly report the following information to the Supervisory Body and to the Director of Health Care Activities:

- Any notice of a breach, or possible breach, of the provisions of the Code;
- Any request for breach of the Code that has been made to them.

Article 32. SANCTIONS

Compliance with the provisions of the Code must be considered an essential part of the contractual obligations of the employees pursuant to and by effect of Article 2104 of the Civil Code, referred to above. Any breach of the provisions of the Code may constitute a breach of the primary obligations of the employment relationship or a disciplinary offense, in compliance with the procedures set out in Article 7 of the Workers' Bill of Rights, with all legal consequences, also with regard to the preservation of the employment relationship and may result in compensation for damages arising therefrom.

The criminal, civil and administrative liabilities of the person responsible for the breach of this Code remain unaffected.

Compliance with the Code must be considered an essential part of the contractual obligations assumed by Collaborators and/or third parties having business relations with the company. The breach of the provisions of the Code may constitute a breach of the contractual obligations, with all legal consequences, also in relation to the termination of the contract and/or the assignment and may lead to compensation for damages deriving therefrom.

Chapter V. FINAL PROVISIONS

Article 33. NON-DEROGATION OF THE CODE

No senior manager, and even more so no employee has the authority to approve exceptions to the rules contained in this Code.

In no way can the conviction of acting for the benefit of the Company justify the adoption of conduct in contrast with all the principles set out herein.

For all of the above, the Company will sanction any breach to the principles and rules contained in Model 231 and all its parts (Code of Conduct, policies and procedures, *etc.*), which have determined the behaviours described above, or which are even abstractly capable of determining it, by imposing disciplinary sanctions.

Article 34. MODIFICATION AND AMENDMENTS

This Code is approved by the Board of Directors. Any change and/or addition of/to the latter shall be approved, upon proposal of the Supervisory Body, by the Board of Directors and promptly shared with the Subjects.

Article 35. CONFLICT WITH THE CODE

In the event that even one of the provisions of this Code should be in conflict with the provisions set out in the internal regulations or in the Company's policies, the Code will prevail over any such provisions.