



Penta

Child Health Research

FONDAZIONE PENTA ONLUS

Organization, Management and Control Model

ART.6 ITALIAN LEGISLATIVE DECREE NO. 231 OF 8 JUNE 2001

*“REGULATION ON THE ADMINISTRATIVE LIABILITY OF
LEGAL ENTITIES”*

B)

CODE OF ETHICS

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Fondazione Penta ETS

Corso Stati Uniti 4, 35127 Padova, Italy

Iscrizione Registro Prefettizio Padova n.30 ex D.P.R. 10.2.2000 n.361

C.F 92166930286 P.Iva 04150680280

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Glossary

At-risk areas (of activity)	The Foundation's areas of activity in which the risk of Crimes being committed is most likely.
Bodies/Entities	Foundations, Companies, Associations, Consortia etc. relevant under the Decree.
CCNL	Italy's national collective bargaining agreement.
Code of Ethics or Code	Code of Ethics adopted by the Foundation.
Contractors	Any person who acts in the name of and/or on behalf of the Foundation by virtue of a relevant contract or other contractual obligation or power of attorney, and who performs — directly or indirectly — activities connected to or affecting the Foundation's activity (e.g. consultants, independent professionals).
Crimes or Crime	Relevant Crimes according to the Decree.
Decree	Italian legislative decree (D. Lgs.) no. 231/01 and its amendments.
Director(s)	Members of the Board of Directors
Disciplinary Wrongdoing	Conduct by the Employee in breach of the standards of conduct set forth in the Organisational Model.
Employees	All workers employed by the Foundation.
Foundation	Fondazione Penta Onlus, having its registered office at Corso Stati Uniti n. 4, Padova (PD), Italy, tax number 92166930286.
Foundation's Corporate Bodies	The Chairperson, the Deputy Chairperson, the Board of Directors, the supervisory body, the Foundation's statutory auditing body, the Founding Body.
Function/Area	The Foundation's organizational structure.



Guidelines	Guidelines for the construction of organisation, management and control models set out in the Decree approved by the Confederation of Italian Industry (Confindustria) in the version updated from time to time and in force.
Suppliers	Any party, regardless of whether it is an individual or a legal entity, that the Foundation receives services of any kind from.
Notices	Communications submitted to 231SB listed in Chapter 3 section 3.10 of the Organisational Model.
(Organisational) Model	Organisation and management model adopted by the Foundation pursuant to art. 6 of the Decree.
Partner(s)	Parties with whom the Foundation is in a partnership or has a mutual collaborative relationship, namely parties who play a role in the Foundation's projects, studies, research and activities, the Foundation's business or operational partners where they are contractually bound thereto and play a role in projects and operations.
Penta	Fondazione Penta Onlus, having its registered office at Corso Stati Uniti n. 4, Padova (PD), Italy, tax number. 92166930286.
Policy or POL(s)	The Foundation's internal work instructions
Public Administration (or PA)	Any Public Administration, including relevant representatives in their capacity as Public Officials or Public Service Officers, in title and in fact, as well as members of EU Bodies and Officials of the European Community and Foreign Countries.
Recipients	Any person who is due to receive a copy of the Organisational Model, more specifically the Foundation's Corporate Bodies, Employees, Contractors, Suppliers and Partners.
Reports	Reports of wrongdoing that is relevant under the Decree and of violations of the Model as defined in Chapter 4, section 4.1 of the Model.



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Sensitive Activities	Activities that may lead to the committing of crimes as laid out in the Decree.
Standard Operating Procedure(s) or SOP(s)	Procedures adopted by the Foundation.
231SB or Surveillance Body	The Surveillance Body appointed pursuant to the Decree.
Whistleblowing procedure	The Procedure adopted pursuant to art. 6, sections 2 <i>bis</i> , <i>ter</i> and <i>quater</i> , of the Decree (D. Lgs. 231/2001) as also given in chapter 4 of the Model.



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CODE OF ETHICS

FOREWORD

Established in 2004, **Penta** pursues exclusively, and **on a non-profit basis, civic, solidaristic and socially relevant purposes as well as scientific research, of special social interest** towards the needs of the disadvantaged, as sufferers or potential sufferers of paediatric diseases, by developing related biomedical research.

It is a leading organization in the field of paediatric health and, through its own activities and that of its Partners, its primary objective is to considerably reduce the frequency and consequences of infections contracted by paediatric patients.

Credibility and reputation hold inestimable value for Penta, which works in heterogeneous economic, political, social and cultural settings and which, over time, has built a worldwide network of excellence to achieve improved treatment and prevention solutions for children and pregnant women.

From its initial focus on HIV to the broader area of infectious children's diseases, paediatric vaccinations, antimicrobial resistance, etc., Penta has **grown** enormously over the years, **without ever losing sight of its values.**

Aware of its benchmark role in the field, the Foundation has thus decided to adopt this Code of Ethics to **formally define, clarify and share its set of recognized, accepted and shared values, as well as its rights, duties and responsibilities** towards all parties with whom Penta has dealings in the pursuit of its mission.

The aim of this Code of Ethics is also to **provide precise conduct guidelines** that will be effective in promoting a culture marked by values of integrity and responsibility — hallmark values of the Foundation — as well as to **indicate the principles that should inform the conduct of all Recipients**, in order to clearly and transparently define the values that Penta aspires to in the performance of its activities.

This Code of Ethics is an integral part of the Model adopted by the Foundation and is one of the Foundation's official documents.

Fondazione Penta ETS

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The knowledge and observance of the Code of Ethics by all persons working or collaborating with Penta in any way, without distinction and without exception, is a determining factor in guaranteeing efficiency, reliability and excellence in the Foundation's activities.

Consequently, as Recipients, we are all required to commit to promote and comply with the principles of this Code of Ethics and ensure others' compliance.

To uphold its image and protect its resources, Penta will not engage in dealings of any kind with parties who do not intend to operate in strict compliance with the regulations in force and/or who refuse to conform to the ethical principles and rules of conduct set forth in this Code of Ethics.

ARTICLE 1. RECIPIENTS

1.1 Recipients

The Code's standards apply **to anyone working or collaborating with the Foundation for any reason, whether in Italy or abroad.**

The principles and provisions of the Code of Ethics **are binding on all Recipients** and constitute specifications given by way of examples of the general duties of care, fairness and loyalty that must inform the performance of their respective activities. The Foundation's Boards and Penta Employees are also required, within their respective areas of competence and responsibility, to ensure third parties collaborating with the Foundation adhere to the principles of this Code of Ethics and relevant standards of conduct.

Compliance with the standards herein should be seen as an essential part of the contractual obligations of Penta Employees and Contractors pursuant to the provisions of the Italian Civil Code under art. 2104 and subsequent articles.

All Recipients are also required to refrain from committing or participating in any conduct that, whether considered individually or collectively, may result in an act or omission that contributes to the execution of a crime of any kind.

It is the Surveillance Body's responsibility to ensure compliance with the standards and principles given in this Code of Ethics and carry out checks and monitoring on the application thereof, where appropriate proposing the application of suitable measures involving sanctions (see art. 20).



1.2 Knowledge of the Code and its promotion

Each Recipient has a duty to:

- **know** the standards contained in the Code;
- **refrain** from **behaving in a manner contrary** to the provisions of the Code;
- **report** any information relating to violations of the Code to the relevant parties, in accordance with the Whistleblowing standards, to their superiors and/or to the Surveillance Body;
- **collaborate** with structures and/or parties tasked with monitoring compliance with the Code;
- **not** undertake any **initiative that is contrary** to the contents of the Code.

Everyone Penta has dealings with, whether inside or outside the Foundation and its operating structure, is acquainted with the Code of Ethics, with every effort made to help people understand and implement it.

The Code can be accessed and downloaded from the website [Compliance | Penta \(penta-id.org\)](https://penta-id.org).

ARTICLE 2. THE FOUNDATION'S VALUES

2.1. Mission, values and responsibility

The Foundation's mission is to identify — through studies and research — and develop — through its network of Partners — effective procedures for the prevention, diagnosis and treatment of paediatric infectious diseases.

The Foundation's cornerstone **values** are:

- ◇ **inclusivity**
- ◇ **team spirit**
- ◇ **responsibility**
- ◇ **transparency**

which express its mission and inform the actions of everyone who works for the Foundation through:

- respect for and centrality of the human person as a key value and focus of each activity;
- clear and plain information around its actions and decisions concerning all Partners, Contractors and Suppliers;



- the development of human resources and all contractors who help achieve the Foundation's objectives;
- compliance with the laws of Italy and EU Regulations and Directives, especially regulations surrounding scientific research and experimentation, as well as Good Clinical Practice — an international ethical and scientific quality standard for designing and conducting clinical trials that involve humans;
- the development, growth and pursuit of excellence in the performance of its activities in order to achieve its mission.

Penta has set itself the following objectives:

- 1) **to promote good health, improvement in quality of life, and optimal development of the potential of children who are sufferers or potential sufferers of infectious diseases**, as well as all paediatric diseases, establishing itself as a centre for the coordination of the various healthcare providers in the field of diseases in children;
- 2) **to develop, promote and support socially relevant scientific research** in the field of study of infectious diseases in children, as well as paediatric diseases in general, establishing itself in this arena:
 - a) as a body promoting, funding and taking direct responsibility for clinical trials in accordance with the provisions of relevant European Directives;
 - b) as a project manager for research projects;
 - c) as a collection, study, research and dissemination centre, which also involves publishing Italian and international literature on care in the field of paediatric infectious diseases, as well as correlated diseases. The Foundation may also promote and develop research into pathologies linked to adulthood;
- 3) to promote **postgraduate training** and **ongoing** training, as well as **scientific dissemination** and the promotion of a social culture that **defends the rights of children, mothers and their families**.

How does Penta strive to achieve its goals?

Penta engages in all useful and opportune activities in the pursuit of its non-profit goals of providing a benefit for individuals and the community, *inter alia*:

- arranging research programmes both domestically and internationally;
- coordinating clinical drug trials in accordance with Good Clinical Practice guidelines;
- studying and promoting the welfare aspects of projects to benefit the disabled, through research projects, conferences, seminars, academic courses;
- helping bring together medicine and convergent welfare needs, promoting the engagement of academic bodies, cultural institutions, local bodies and other public and private institutions in Italy and abroad;



- promoting research, seminars and meetings between researchers in order to foster exchange on ethical, social and welfare issues and, more generally, on any other issue concerning study and care in the area of paediatric diseases;
- allowing operators, researchers and anyone else working in scientific research and in welfare to draw on the Foundation's cultural heritage;
- promoting refresher and training initiatives aimed at operators involved — as part of the Foundation's activities — in providing care for all paediatric diseases and carrying out research and study activities, including on behalf of other Italian or foreign bodies or institutions;
- setting up awards and scholarships;
- initiating fundraising activities.

Penta encourages and supports the sharing and exchange of ideas, innovation, data and proposals within the network and we make the most of each and every contribution.

In this regard, Employees are encouraged to gain a more thorough understanding of the subject by also going through the "Code of Conduct" adopted by the Foundation, which is available for viewing/downloading on the internal electronic archiving system.

2.2. Quality management system

The Foundation has put a quality management system in place in order to ensure that its activities are carried out in accordance with international standards and in compliance with the relevant regulations in force governing said activities.

The internal quality management system — which also consists in SOPs and POLs — that Penta has put in place also aims to improve the management of Penta's activities, in order to keep the organization running efficiently, as well as to uphold the Foundation's reputation and image.

2.3. Social commitment

The Foundation sees meeting social responsibility requirements as one of the success factors of its activity. More specifically, the **Foundation develops human resources** and abides by the following principles:

- not using or supporting the use of child labour;
- not encouraging or supporting "forced labour";
- ensuring a safe and healthy workplace;
- respecting the rights of workers to join trade unions;
- not discriminating in any way, shape or form;



- not using or supporting disciplinary practices such as corporal punishment, physical or mental coercion, or verbal abuse;
- bringing working hours in line with the requirements of current code and national and local agreements;
- paying Employees properly for their work and recognizing its value, complying with Italy's national collective agreement and the supplementary company agreement.

The Foundation, by employing best practice, is committed to protecting the wellbeing of its human resources, attempting to strike the best possible work/life balance.

2.4. Promotion of respect for human dignity and gender equality

Penta promotes and **respects people's fundamental rights**, protecting their moral integrity and ensuring they have equal opportunities, rejecting any form of abuse, mistreatment or violence towards children, teenagers, women, men or vulnerable people, and promoting all measures to remove and prevent at-risk environmental and social conditions.

When dealing with people either within or outside the Foundation, **no conduct shall be tolerated that is discriminatory** against human dignity, private life or personal rights and freedoms on the grounds of political opinions, union affiliation, religion, gender, ethnicity, nationality, sexual orientation, state of health and, more generally, any person's private trait.

The Foundation has adopted a Gender Equality Plan, which applies to all Employees, the Board Chairperson and the Directors, to the extent that it concerns each. This Plan is available for

2.5. Transparency, honesty and fairness in dealings with Public Administration and third parties

The Foundation recognizes the proper handling of **dealings with Public Administration and third parties** as one of its priorities and, consequently, puts policies, **programmes and procedures in place to ensure it carries out activities transparently**, fairly and in compliance with the relevant regulatory requirements — whether domestic or foreign — as well as the principles of honesty and care.

In this regard, Employees, the Board Chairperson and Directors are encouraged to gain a more thorough understanding of the subject by also going through the internal POLs: POL 04 "Fraud Prevention, Anti Bribery and Anti Corruption", which is available for viewing/downloading on the internal electronic archiving system.



ARTICLE 3. CONDUCT PRINCIPLES

3.1 General criteria

All actions, operations and transactions effected in the interests and for the benefit of the Foundation must be informed by the utmost **fairness, completeness** and **transparency** of information, legitimacy at a formal and substantive level, and clarity and truthfulness in auditing of accounts, according to the regulations in force and abiding by the set procedures, and shall be subject to checks where required by supervisory bodies.

To this end, Recipients are required to carry out their assigned duties in conformity with the provisions set forth in this Code of Ethics and in strict compliance with all applicable laws and regulations, including in all dealings with third parties.

Each Recipient undertakes to duly gain the required familiarity with the legal requirements and regulations that are applicable to the performance of their functions, which may come into effect from time to time, and is required to abide by all provisions that govern their conduct, and to submit any doubts or queries regarding the legitimacy of any conduct affecting the Foundation to 231SB.

In dealings with Partners, Contractors and Suppliers, there will be **no tolerance for fraudulent practices and conduct, acts of corruption, favouritism and, more generally, any conduct that is contrary to the law, industry standards, internal regulations or this Code of Ethics**. Said conduct is prohibited and will be sanctioned regardless of whether it is actually engaged in or just attempted, either directly or through a third party, whether for personal gain or for the gain of a third party or the Foundation.

The action of establishing and handling partnership, contractor or supplier relationships must be carried out in compliance with fair business principles and in fair competition with competitors, and consistently complying with applicable legal and regulatory requirements.

3.2 Conflicts of interest

3.2.1 General rules

There is a **conflict of interest** whenever an individual has a direct or indirect financial, economic or other personal interest (*actual, perceived or potential*) — that may be perceived as a threat to said individual's impartiality and independence with respect to the role or duty carried out — that conflicts with those of the Foundation.

Said conflict is **also created** when the interests of a party outside Penta are favoured over the interests of Penta itself.



The above-mentioned **interest**, which may not be merely economic in nature, **can concern: a)** the immediate interest of the person who is a member of the Foundation; **b)** the interest of a family member, de facto partner or other non-blood relative of a Foundation member, namely a family member within the second degree or non-blood relative within the second degree; **c)** the interest of bodies or legal entities over which the Foundation member has control or in whose management they play a significant role; **d)** the interest of a third party, where the Foundation member may knowingly benefit from it¹.

Any situation that may constitute or result in a conflict of interest must be **reported without delay** to your hierarchical superior (if any) for suitable assessment and for relevant instructions on how to proceed.

All Recipients are prohibited from holding positions, taking on roles, performing functions or engaging in conduct that may be in a conflict of interest with the values, principles, objectives and decisions of Penta.

Any individual who in a given operation or circumstance has interests that conflict with those of the Foundation is required to notify their hierarchical superior (if any) thereof immediately, and also refrain from making any decisions.

Anyone who becomes aware of an unreported conflict of interest is required to advise 231SB.

In this regard, Employees, the Board Chairperson and Directors are encouraged to gain a more thorough understanding of the subject by also going through the internal POLs: POL 03 "Conflict of Interest", which is available for viewing/downloading on the internal electronic

3.2.2 Relationships

Every decision concerning the Foundation's operations (*supply agreements, partnerships, selection of personnel, etc.*) must be taken in consideration of the Foundation's opportunities; it must therefore be **based on sound assessments and never dictated by personal interests or gains, whether direct or indirect**. Situations like those given below, by way of example only, will be closely assessed: **(i)** engaging in dealings or initiating business negotiations with stakeholders who employ or are under the control of family members or close friends; **(ii)** holding, whether

¹ By way of example but not limited to: (i) holding a senior or managerial role in a company and having personal economic interests shared with partners and suppliers; (ii) accepting money or favours from people or companies that have or intend to have dealings with Penta; (iii) having personal or family interests of a sentimental nature that may affect impartial judgment in deciding what is in the best interests of Penta and the best way to pursue it; (iv) obtaining personal gain, through family members, colleagues or other intermediaries, from business opportunities associated with the performance of their duties or in connection with the work performed on behalf of Penta; (v) a member of Penta and/or their family members who work for partners and/or suppliers.



directly or indirectly, shares other than merely symbolic shares in companies that have or intend to have business dealings with Penta or with parties operating in the same sector.

3.2.3 Outside employment

Employees are not permitted to engage in any activity that is nonetheless contrary to or incompatible with their official duties or with the Foundation's purposes and image.

ARTICLE 4. HUMAN RESOURCE MANAGEMENT

In **selecting and managing relations with Employees and Contractors**, Recipients are required to comply strictly with the regulations in force and the Foundation's own policies. More specifically, when recruiting and employing foreign workers, checks must be in place to ensure that they have a valid residence permit, continue to hold the permit, and that it is never allowed to expire (without being renewed), or revoked or cancelled.

The Foundation has a continuing commitment to promoting the **ongoing development of the skills and competencies of the management, Employees and Contractors**, so that individuals are in a position to fully express and realize their creativity.

In order for the skills and competencies of each Employee/Contractor to be developed and for each Employee/Contractor to be able to express their potential, the functions and/or individuals tasked with managing Human Resources within the Foundation are required to:

- make any decision concerning Employees and Contractors on the grounds of merit and professional competence;
- select, recruit, train, pay and manage Employees and Contractors without any discrimination whatsoever, ensuring that they enjoy fair and equal treatment without regard to gender, age, nationality, religion, ethnicity, political, philosophical or sexual orientation, state of health, and with reference to all aspects of the employment/contract relationship (including, by way of example but not limited to, professional accolades, salaries, refresher and professional training courses, etc.);
- recognize the value of the work of Employees and Contractors, requesting services that are in line with their assigned activities;
- promote the engagement of Employees and Contractors, ensuring that they play an active part in the Foundation's mission and in achieving said mission;
- create a work environment in which personal traits or orientations cannot give rise to discrimination;



- ensure equal opportunities across all aspects of professional life;
- offer all Employees the same personal growth opportunities.

The functions and/or individuals tasked with the process of recruiting the Foundation's personnel, in line with the Foundation's policies, carefully assess: the recruitment of individuals who have, or have had, direct or indirect relationships with Public Administration, whether domestic or international; job applications from relatives of Government employees, or former Government employees and their relatives, who actively and personally take part or have taken part in activities or operations concerning the Foundation; similar care must be taken around individuals who help or have helped back applications submitted by the Foundation to a Public Administration.

When the employment/contract relationship is formed, each Employee and Contractor receives the necessary information:

- on the functions and tasks that they are required to perform;
- on the regulatory and pay-related elements applicable to the type of employment agreement/work contract created;
- on the procedures and standards to be adopted to ensure that the work is carried out in the safest way possible.

It is prohibited for anyone to ask subordinates for personal favours or for them to act in any way that would constitute a violation of this Code of Ethics.

In line, furthermore, with the Conventions of the International Labour Organization and the Foundation's commitment to respect and promote respect for fundamental human rights, as well as to prevent the exploitation of children and to not use forced, involuntary or slave labour, **it is also prohibited** to:

- place or keep in a state of subjugation (by using violence, threats, deceit, abuse of authority, taking advantage of a state of physical or mental inferiority, or necessity, or by promising or giving sums of money or other advantages to anyone who has authority over the individual) in work relations either internal and external;
- initiate harassment, such as creating a work environment that is hostile to individual workers or groups of workers, unjustified interference with other people's work, and the creation of obstacles or impediments to others' career prospects, including sexual harassment (where the term is used to indicate the act of making professional growth opportunities or other advantages contingent on the performance of sexual favours, or sexual advances that, by virtue of the fact that they are unwelcome to the person in question, put said person in an uncomfortable position).



Any form of violence or sexual harassment or harassment based on personal or cultural differences is prohibited, and hence **it is prohibited**:

- to make any decision that has a significant effect on the work life of the Recipient contingent on the Recipient's acceptance of sexual favours or on personal or cultural traits;
- to leverage the influence of your role to persuade Employees or Contractors to perform sexual favours;
- to make sexual advances despite it being expressly stated or reasonably clear that such an advance is unwelcome;
- to allude to physical or mental disabilities or impairments, as well as to forms of diversity in culture, religion or sexual orientation.

Should an Employee feel that they have been a victim of harassment or bullying in the workplace, they shall be entitled to report said situation to the head of the *People, Communications & Culture* area or to the Directors. The recipient of the complaint shall handle the complaint in an entirely confidential manner and shall verify — within the limits of the powers granted by law — whether the complaint in question is founded, providing a response within 15 working days and, where necessary, taking appropriate measures.

Reports may be submitted according to the instructions given in article 20.3 below.

ARTICLE 5. DEALINGS WITH THIRD PARTIES

In the pursuit of its mission and objectives, the Foundation also engages third parties, with whom relationships are founded based on the utmost transparency and fairness.

The quality of services offered by Penta to third parties — always with the non-profit purpose of serving the social good, together with professionalism and with the goal of collective wellbeing — is a key factor in the pursuit of the Foundation's objectives.

To this end, **Recipients are required** to:

- communicate with third parties (e.g. for the purpose of dissemination, organizing events or fundraising) clearly and transparently, informing them correctly and constantly on the characteristics of their activities, using plain, easy-to-understand language;
- provide high-quality services (e.g. refresher and training courses) that meet the third parties' reasonable expectations, upholding the Foundation's reputation and image;
- know and comply with the Foundation's Code of Ethics;
- report without delay to their relevant contact person or to the Surveillance Body their observations or information around possible actual or proposed violations of the Code;



- collaborate with the Surveillance Body in verifying possible violations;
- promptly adopt immediate corrective measures where the situation so requires.

The Foundation expressly **prohibits** all Employees or Contractors from receiving or accepting gifts or other forms of benefit (e.g. hospitality) from anyone who has, or intends to have, dealings with the Foundation in order to — amongst other things — cement an image of the Foundation that is true to the values of integrity, transparency, fairness and loyalty.

The above provisions do not apply to entertainment, day-to-day and reasonable expenses, or to inexpensive gifts that are recognized as normal custom, provided that they are not in violation of legal requirements or the Foundation's own Policies or SOPs.

The Foundation is **also forbidden from** accepting money or other favours from third parties for advice or services rendered in connection with their dealings with the Foundation.

Under no circumstances can money be accepted from people or companies who have or intend to have dealings with the Foundation.

Anyone who receives an offer of money, gifts or special treatment or hospitality is nonetheless required to immediately advise their hierarchical superior (if any) or the Chairperson of the incident.

It is strictly **prohibited** to have gifts or other complimentary items sent to your private address.

The person who receives the gift or other form of benefit, where not directly attributable to a normal act of courtesy between the parties, must take every appropriate initiative to decline said offer or, in any case, advise their hierarchical superior (if any) thereof immediately.

In this regard, Employees, the Board Chairperson and Directors are encouraged to gain a more thorough understanding of the subject by also going through the internal POLs: [POL 04 "Fraud Prevention, Anti Bribery and Anti Corruption"](#), which is available for viewing/downloading on the internal electronic archiving system.

ARTICLE 6. DEALINGS WITH PARTNERS AND SUPPLIERS

When selecting and dealing with Partners and Suppliers, Penta is driven by the principles of transparency, equality, loyalty and free competition. More specifically, when it comes to selecting Suppliers, the Foundation makes sure its decisions are informed mainly by objective parameters of social responsibility, ethics, sustainability, quality, value for money, price, ability and efficiency, so that the resulting relationship will be one of trust. The Foundation does not engage in dealings with parties who conduct their business in defiance of the ethical principles



recognized by the Foundation or any of its rules of conduct. Penta may even make the validity of any dealings conditional on compliance with the above-mentioned principles and rules with the addition of specific clauses to the contract.

The Foundation is required to:

- comply strictly with the regulations in force and internal procedures relating to the selection of Partners and Suppliers, as well as the handling of dealings therewith;
- adopt objective and transparent assessment criteria in the selection of companies and partner bodies, as well as supplier companies, who meet the set requirements;
- demand application of the conditions set out in the contract;
- operate within the limits of the regulations in force and require that they be complied with to the letter;
- be driven by principles of fairness and good faith in all correspondence and dialogue with Partners and Suppliers;
- not take advantage of its position in order to obtain any personal gain whatsoever;
- not receive payments, gifts or hospitality, in any form, either directly or indirectly, unless they are inexpensive gifts or benefits (customary gifts);
- not be pressured by third parties outside the Foundation to make decisions and/or take actions relating to its work or professional activity.

Partners and Suppliers are required to:

- adhere to and comply with the applicable legal provisions and conditions set out in the supply agreements;
- comply with Penta's Code of Ethics;
- not give payments, gifts or hospitality, in any form, either directly or indirectly, unless they are inexpensive gifts or benefits (customary gifts).

In agreements entered into by Penta, third parties must be advised of the fact that Penta adopts a Code of Ethics, which all stakeholders are expected to comply with. The goods and services procurement procedure defines the procedures for requesting that suppliers comply with ethical standards.

ARTICLE 7. DEALINGS WITH CONTRACTORS

In order to put the above-mentioned principles into practice, each Recipient, with respect to their functions, shall make every effort to:



- comply strictly with the internal procedures relating to the selection of Contractors and the handling of dealings therewith;
- refrain from behaving in any manner contrary to the principles indicated in this Code, as well as those contained in the POLs and SOPS, where applicable;
- carefully select people and bodies, choosing from those with a good reputation and suitable qualifications;
- duly advise third parties (professionals and bodies) entering into dealings with the Foundation regarding the provisions of this Code, expecting them to know and comply fully therewith;
- report any violation of the Code without delay and take the prescribed measures;
- report without delay to their relevant contact person or to the Surveillance Body their observations or information around possible actual or proposed violations of the Code;
- collaborate with the Surveillance Body in verifying possible violations;
- not initiate or continue, on behalf of the Foundation, any dealings with anyone who demonstrates that they do not intend to adhere to the principles set forth in this Code of Ethics.

ARTICLE 8. DEALINGS WITH FINANCIAL BACKERS

The Foundation draws on public and private funds in the implementation of its activities, in Italy and abroad.

Dealings with financial backers are marked by the utmost fairness and transparency. Transfers must be made to accounts in the Foundation's name. Payments into accounts in the name of individuals are not permitted.

In dealings with public financial backers, it is prohibited to give, offer or promise money or other benefits or favours that might reasonably be construed as exceeding normal acts of courtesy. It is similarly prohibited to coerce public officials, public service officers, government senior management, civil servants or other government employees, whether working for Italian or foreign governments or EU or international public bodies, or their relatives or de facto partners.

When submitting tender applications to secure donations, grants or funding from national, EU or international public bodies, the Employees and Directors — each according to the areas within their competence, responsibility and powers — are required to compile, examine and submit authentic and truthful declarations and/or documents.

All applications for donations, grants, funding or allowances being offered by public, national or foreign public bodies must be submitted in compliance with applicable standards and abiding



by the principle of separation of tasks, registration and documentation; once disbursed, the benefits must be used solely for the purposes for which they were originally intended.

Dealings and the related management of financial resources relating to Penta's activity with public officials, public service officers, bodies providing a public service under government contract, public surveillance authorities or other independent authorities must, in all cases, be initiated and handled in strict compliance with the laws and regulations in force, as well as with the principles laid down by this Code of Ethics, by the Foundation's internal procedures, and by the anti-corruption rules in force, so as not to compromise the integrity or reputation of either party.

Penta requires any private companies planning to take part in research and training projects — which includes taking part through the supply of goods or services — to respect human rights, the rights of workers and the environment.

The Organization declines donations, whether of materials or money, from companies that produce or deal in weaponry, pornographic material and any other item that is detrimental to humans and the environment.

ARTICLE 9. DEALINGS WITH PUBLIC ADMINISTRATION

9.1 General principles

Dealings with Public Administration, or dealings that in any way involve public bodies, in which Recipients engage must be informed by the strictest compliance with applicable legal and regulatory provisions and shall not in any way compromise the Foundation's integrity or reputation.

More specifically:

- all dealings involving the Foundation's functions — including those engaged in through independent Contractors — with Public Administration, whether domestic or foreign, must conform to the principles of care, transparency and honesty, as well as the utmost fairness and integrity;
- only duly authorized designated functions are to undertake commitments and handle dealings, of any kind, with Public Administration and/or dealings involving public bodies;
- in the event the Foundation employs the services of a consultant or a third party to represent it in its dealings with Public Administration, the same directions issued to the Foundation's Employees (e.g. operating and control procedures) apply to said consultant or third party;



- the Foundation shall not have third parties represent it in dealings with Public Administration where this may give rise to conflicts of interest.

9.2 Obligations and prohibitions in dealings with Public Administration — whether domestic or foreign

Generally speaking, in dealings with Public Administration — whether domestic or foreign — the **Foundation denounces and sanctions any conduct that involves extortion, corruption or unduly induces the giving or promising of money or other benefits.**

In addition, the following behaviour is **strictly prohibited**:

- payments or commissions, in whatever form, offered, promised or made, whether directly or through a private individual or legal entity, to government senior management, civil servants or other government employees or their relatives, whether Italian or from other countries;
- offering, promising, accepting or granting any goods, service or favour of value in order to obtain more favourable treatment in respect of any dealing engaged in with Public Administration;
- granting other advantages of any nature to state employees or public officials or public service officers and, whatever the case, engaging, whether directly or indirectly, in any conduct that would compromise the independence and impartiality of the public stakeholder, with it being prohibited to offer the stakeholder payment of any kind, or any employment and/or business opportunities;
- falsifying, altering or omitting data and/or information in order to obtain an undue advantage or any other benefit for the Foundation;
- presenting untrue declarations to national or EU public bodies in order to procure public donations, grants or subsidized loans, or to procure concessions, permits, licences or other administrative acts;
- appropriating sums received from national or EU Public Administration by way of donations, grants or funding for any purpose other than those for which they were granted and/or assigned.

Should any of the Foundation's Directors, Employees or Contractors receive explicit or implicit requests for benefits of any kind from Public Administration, or from any private individual or legal entity acting under or on behalf of said Public Administration, then they must immediately suspend all dealings and report the incident to the Surveillance Body.

These provisions also apply in the event coercion is exercised in the course of dealings with any private individual or legal entity acting under or on behalf of Public Administration.



The above-mentioned provisions do not apply to inexpensive gifts and "customary" gifts or gifts offered as a matter of "protocol" or inexpensive benefits that are recognized as normal custom, and provided that they are not in violation of legal requirements and that they comply with the Foundation's policies.

It is prohibited to circumvent the provisions of this Code of Ethics by resorting to different forms of aid or grants (including in the form of sponsorships, contracts, consultancy, advertising) that have the same purposes that are prohibited under the Code of Ethics.

When dealing with Public Administration, the Foundation shall not attempt to unduly influence the decisions of the institution in question.

In all cases, in its dealings with Public Administration (national or foreign), the Foundation undertakes:

- not to offer employment opportunities to Public Administration's personnel involved in the dealings, or to their family members or other non-blood relatives;
- not to offer gifts;
- not to solicit or obtain privileged information that would compromise its integrity or reputation.

With specific reference to Public Administration's IT and online systems, it is also **prohibited to**:

- alter the operation of a Public Administration's IT or online system in any way, procuring unfair profit for the Foundation to the detriment of the state or European Union;
- gain unauthorized access, in any way, to data/information or software contained on the Public Administration's IT or online system;
- exceed the access privilege limits that may have been granted to access said systems/programs appertaining to Public Administration;
- gain unauthorized access to IT or online systems concerning the military or relating to public order or public safety or healthcare or civil defence or pertaining to the public in any way;
- take actions intended to destroy, deteriorate, erase, alter or suppress information, data or computer programs used by the state or by another public body or pertaining to them or otherwise in the public interest;
- take actions intended to destroy, damage or take out of action, wholly or in part, public IT or online systems, or to severely hinder their operation;
- howsoever alter or falsify declarations or communications submitted to Public Administration — including by online means — which must be truthful;
- pressure state employees into altering data and/or information contained in the state archives to benefit the Foundation.



Where criminal proceedings or investigations concern or involve Penta's activity, indirectly or otherwise, each Recipient must collaborate to the fullest extent with the courts, **providing all documentation and information that can help the investigators and departments with their inquiries.**

ARTICLE 10. DEALINGS WITH THIRD-PARTY ORGANIZATIONS

Grants to political, trade union or industry organizations must be disbursed in strict compliance with the laws and provisions in force. Said grants must be suitably documented.

In addition, the Foundation does not disburse grants to organizations with which a conflict of interest may arise.

Lastly, again in compliance with internal procedures, the Foundation is particularly thorough and careful in its assessment of any disbursement of grants to parties, movements, committees and organizations with political and/or trade-union affiliations.

ARTICLE 11. DEALINGS WITH SUPERVISORY AUTHORITIES

The Foundation adheres fully and strictly with Supervisory Authorities, whether local, national or international, and conforms to the relevant laws.

The Foundation undertakes to provide the Authorities appointed with the government and control of the services delivered with all the information requested in a comprehensive, correct, suitable and timely manner.

ARTICLE 12. DEALINGS WITH THE MEDIA AND COMMUNICATIONS

The Foundation's reputation also depends on relationships established with the media. An open, permanent, transparent and constructive dialogue with communities and individuals is the cornerstone on which the organization's mission is based and also involves the use of social media.

In light of the echoing effects and impact that information spread by the media can have, the Foundation makes sure it exercises the utmost care in assessing the content and material to be circulated and advises all those concerned to do the same.



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Generally, only the specifically designated functions shall handle dealings between the Foundation and mass media and said dealings must be handled in compliance with the Foundation's principles.

The Foundation's communications with the outside world must be true, accurate, complete and verifiable, non-aggressive, transparent and consistent, respectful of the rights and dignity of the individual, and also checked by the relevant designated company functions.

Recipients are **forbidden from** providing information to members of the mass media unless authorized by the relevant designated functions and/or individuals.

Employees are required to attain similar permission to take part, in the name of or representing the Foundation, in committees, associations, conferences, congresses or seminars, as well as prior to writing articles, essays or publications in general.

It is also prohibited to use the organization's systems in violation of legal requirements, in a way harmful to human freedom, integrity and dignity, or that might result in undue intrusions or damage to IT systems.

Copyrighted images, videos or other property contained in material intended for communication purposes must be used strictly with respect for the third parties' intellectual property rights, and the use thereof is subject to specific regulations. It is prohibited to use images that can be considered — even completely abstractly or remotely — as pornographic or paedo-pornographic or in any other way whatsoever harmful to human dignity.

The use of logotypes that are the property of third parties must always be authorized by said third parties beforehand.

ARTICLE 13. PROTECTION OF HEALTH AND SAFETY

13.1 General principles

Penta sees protecting the health and safety of its Employees as a priority, aiming not only to meet the requirements of the specific relevant standards, but also take constant measures to continually improve working conditions in order to prevent any risk to worker health and safety, as well as to the health of work environments.

The Foundation thus conforms to the occupational health and safety regulations in force by developing an efficient system of practices to prevent risks.



The Foundation keenly monitors activities conducted by operators to ensure they are in conformity with agreements and international standards, and with the laws, regulations, administrative practices and national policies of the countries in which it operates.

It has a special focus on occupational health and safety.

Anyone who is tasked with putting into effect, at various levels, the adopted occupational health and safety standards (internal and otherwise) is required — by way of example but not limited to, and within the area of their respective duties — to:

- promote and carry out any reasonable initiative that may minimize risks to the health and safety of Employees and third parties who perform services at the Foundation's premises;
- promptly and constantly bring internal procedures in line with current health and safety legislation;
- create and maintain a constructive and collaborative relationship with Public Institutions for the supervision of occupational health and safety matters;
- promote and develop training and information programmes specifically targeted at Recipients;
- check at regular intervals that the occupational health and safety procedures adopted are actually being applied;
- when handling activities outsourced to third parties, ensure cooperation and coordination between the Foundation's own activity and that of the contractor.

Each Recipient is required to carry out their individual activities with the utmost care, strictly complying with all occupational health and safety measures established and provided by Penta for the workplace, for work outside the office and for travel, in order to avoid any possible risk.

All parties are required to comply with all requirements set out in the relevant Italian Safety legislation (D.lgs. no. 81/2008 and its amendments), as well as any other legal requirements applicable to the Foundation.

Penta also asks that each Recipient:

- abide by the policies, instructions and directives provided in order to meet safety-related obligations;
- actively engage in the process of preventing risks, safeguarding public safety and protecting individual and collective health and safety, which includes attending the training programmes organized by the Foundation;
- use work equipment and safety devices correctly;
- report any issues with work equipment, vehicles and devices to the employer, manager or relevant person in charge immediately, as well as any hazardous condition that they become aware of;
- not remove or make changes to safety, warning or control devices without prior permission;



- not take it upon themselves to perform any operations that lie outside their area of competence or that might compromise their safety or that of other workers.

13.2 Smoking

It is prohibited to smoke in workplaces.

Please understand that the no-smoking rule extends to work "breaks", where said breaks are taken outside the designated areas.

13.3 Alcohol and drug abuse

It is prohibited to perform duties under the influence of alcohol or drugs, or substances that have similar effects.

It is also prohibited to use said substances in the course of performing any work.

Chronic alcohol or drug addiction will be treated on a par with the above cases where it has a negative effect on work and can affect the normal performance of said duties.

13.4 Other prohibitions

It is prohibited to use the Foundation's premises — or any other place that can nonetheless be associated with the Foundation — to encourage howsoever the circulation and possession of drugs either domestically or internationally.

ARTICLE 14. PROTECTION OF THE FOUNDATION'S PROPERTY AND ASSETS

Each Recipient is required to act with the requisite diligence required to protect the Foundation's resources, avoiding improper use that may result in them becoming damaged or less efficient, or nonetheless conflicting with the interests of the Foundation or driven by professional motives unconnected with their relationship with the Foundation.

Likewise, it is the responsibility of Recipients not just to protect said assets, but also to prevent their fraudulent use or misuse.

No person covered under this Code is allowed to remove, destroy or eliminate any resource belonging to the Foundation without the Foundation's prior permission.

Each person is responsible for and charged with the safekeeping of the Foundation's assets assigned to them (both tangible and intangible), used in the performance of their respective duties; no Employee or Contractor shall misuse, or allow others to misuse, the assigned assets and resources of the Foundation.



By way of example, the Foundation's resources, to which the above-mentioned principle of care applies, include but are not limited to:

- all assets that by virtue of the Foundation's activity qualify as property of the Foundation, for whatever reason;
- instrumental assets and consumables belonging to the Foundation;
- assets that have been leased, loaned for use or granted for use by Public or private institutions;
- computer applications and IT devices;
- telephone applications and devices.

ARTICLE 15. USE OF IT SYSTEMS

Penta uses IT resources (servers, network devices, software, mobile devices, etc.) designated exclusively for the performance of its activity, in full compliance with regulations on the use and management of IT systems.

Under no circumstances shall IT resources be used for purposes contrary to legal requirements, public order or good practice, or nonetheless with the intention of showing racial intolerance, inciting violence or the violation of human rights, or committing or inducing the commission of crimes, damaging or altering IT systems or the information of private or public third parties, or illegally obtaining information of a privileged nature.

It is prohibited to use for illegal purposes the various IT and online systems and tools (for example: computers, email, internet access, laptops, smartphones) to which Employees, Contactors and Directors are given access for the performance of their work duties.

Said tools must also be used in conformity with the regulations in force (including the Italian Privacy Act D. Lgs 30 June 2003 no. 196 and its amendments, and EU Regulation 679/2016) and with the policies adopted by the Foundation.

All mobile devices used outside the Foundation's facilities (while travelling, during visits, etc.) must always be looked after carefully and personally by the assignee, checking that the safety measures adopted are permanently in place (more specifically, username and password protection). Each application or software used by Penta personnel for reasons associated with their duties must be in compliance with the user licence. **It is prohibited to download unauthorized software from the internet. Any new installation must be expressly authorized beforehand.**



Penta remains vigilant to ensure the IT tools issued to its personnel are used in compliance with the regulations in force, adopting specific procedures for checking conformity of the software installed on devices and on individual workstations.

ARTICLE 16. PROTECTION OF THE FOUNDATION'S CONFIDENTIAL INFORMATION

The term *confidential information* is used to mean all information regarding:

- the Foundation that is not in the public domain;
- Penta's activity that comes into the knowledge of Recipients in the performance of their functions or otherwise in the course of their employment or professional relationship;
- third parties, of a confidential nature that, if disclosed in an unauthorized or involuntary manner, might be harmful to said third parties.

By way of example only, any of the below is deemed privileged information: knowledge of projects, technical information relating to processes, studies, research and/or to the Foundation's organization in a broad sense, a proposal, an initiative, an event, a negotiation, an arrangement, a commitment, an agreement, a fact or an act — even an uncertain and/or future act — connected to Penta's sphere of activity, where is it not in the public domain.

Penta, in conformity with legal provisions, ensures the confidentiality of privileged information in its possession and requires all Recipients to use said information only for the purpose of performing their work connected with the Foundation.

Employees and Contractors shall read and handle only the documents and data that they have been authorized to access, with access only granted to authorized people in conformity with office instructions.

All persons are required to keep confidential any privileged and/or confidential information that comes into their knowledge in the performance of their work duties.

Recipients shall exercise every care to avoid said privileged information being unduly circulated and must not use or allow the use of information that is not in the public domain, relating to the Foundation, to their activities or business, or relating to parties that have dealings with it, for the purpose of promoting or advancing their own interests or those of third parties.

If an Employee or Contractor deems it appropriate or legally necessary to disclose or use privileged information outside the Foundation, before proceeding they must seek relevant permission from the Chairperson or from the Board of Directors, and allow the required time for suitable security measures to be put in place.



In the event the Foundation has signed a confidentiality agreement covering the privileged information revealed by third parties to the Foundation in question, Recipients receiving said information must abide by the terms of the above-mentioned agreement.

The duty of confidentiality remains in effect even once the employment or contractor relationship ends.

ARTICLE 17. PROTECTION OF THE ENVIRONMENT

The Foundation is environmentally conscious and committed to protecting the environment. To this end, its decisions are informed by a drive to ensure compatibility between its initiatives and environmental requirements, also taking into consideration the promotion of scientific and technological development aimed at preserving resources and the environment, as well as the relevant regulations in force.

Penta has a continuing commitment to promoting and cementing a culture of environmental protection and pollution prevention, developing awareness of risks and promoting responsible behaviour. Hence all Employees are expected to engage in conduct aimed at reducing waste and saving energy.

ARTICLE 18. BUSINESS AND FINANCIAL MANAGEMENT AND TAX OBLIGATIONS

The Foundation pursues transparency in its accounting and bookkeeping in accordance with the principles of truth, completeness, clarity, precision, accuracy and conformity with the regulations in force, both as the fundamental prerequisite for effective auditing and for the purpose of communicating company matters correctly.

Every operation must be supported by suitable documentary evidence; documentation must be kept to support every accounting and tax operation to allow for its easy recording as well as to allow the operation to be reconstructed and identify any roles responsible.

Administrative and accounting documentation must be easy to retrieve and be filed according to suitable criteria that allow it to be easily accessed for reference both by internal personnel and independent auditing bodies.

The relevant designated functions and Employees are required to collaborate to ensure every business activity is entered in the books correctly and in a timely manner.



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No Employee or Contractor can make payments in the interests of or on behalf of the Foundation without suitable supporting documentation and formal authorization.

Any Recipient who becomes aware of omissions, fiddling or negligence in the management of accounts is required to report it to the Chairperson or to the Surveillance Body.

The Foundation complies with all tax regulations in force, both in Italy and in the foreign countries in which it operates.

Penta ensures that audit bodies are given complete and open access to any information that said bodies deem useful for the performance of their functions and has a continuing commitment to maintaining transparent and trustworthy conduct, which includes dealings with the Foundation's creditors. It is prohibited to in any way impede the audit functions, whether internal or external.

Penta remains vigilant to ensure its activity does not become an instrument for fostering, or even potentially fostering, illegal activities or criminal or terrorist organizations, checking that the operations that it takes part in do not present, even if it is just potentially, the risk of promoting the receipt, substitution or use of money or goods originating from criminal activities.

ARTICLE 19. THE FOUNDATION'S GOVERNANCE

The members of the Foundation's Board are required to:

- maintain transparent conduct consistent with formal and substantive compliance with the regulations in force and with the articles of association;
- maintain, for the duration of their position in the role, conduct informed by autonomy, integrity, loyalty and a sense of ownership towards the Foundation;
- keep an eye on the system of organizing and attributing powers and functions to ensure it is appropriate;
- use information that comes into their knowledge by virtue of their positions in a confidential manner;
- resign from their role where their continuance in the role could have a negative impact on Penta's image or activity on personal, professional or objective grounds.

The following qualify as sources of incompatibility with the position and thus, depending on the specific case, result in the Directors' ineligibility or forfeiture; (i) conduct that is not compatible with the purposes, regulations and activity of the Foundation or (ii) conviction by final judgment for malicious offences falling within the scope of Italian legislative decree d.lgs. 231/2001.



ARTICLE 20. SANCTIONS AND SUPERVISION

20.1 Sanctions

Through the relevant designated bodies and functions, Penta shall — with consistency, impartiality and uniformity — impose sanctions that are proportionate to the respective violations of this Code of Ethics, and also consistent with the employment regulation requirements in force.

Compliance with the standards and principles contained in this Code of Ethics is to be considered an essential part of the contractual obligations of Employees, as well as of Recipients in connection with any other relationship however governed by law or by contract.

Recipients are required to strictly meet the obligations imposed on them by the law and by regulations and, each within the area of their respective position, to adhere to the specific provisions set forth in this Code of Ethics. More specifically, Recipients are also required to commit to complying with the Whistleblowing legal provisions in force, putting into practice the relevant provisions in the Model and in this Code.

Specific sanctions will be imposed on any Recipients who violate this Code according to the disciplinary system set out in the Model.

20.2 Internal control

Responsibility for the internal control and risk management system lies with the Board of Directors, who set its policies and check its suitability and actual operation.

The Foundation's internal control system is structured so as to ensure correct reporting and suitable control coverage across all the Foundation's activities, focusing above all on areas regarded as potentially at risk, and is geared towards the adoption of tools and methods aimed at:

- fighting potential risks of crime;
- protecting the Foundation's assets, which may also involve preventive action;
- establishing reasonable assurance of compliance not just with laws, but also with internal provisions and procedures.



The internal control system is, first and foremost, a management tool as it is useful and necessary to the Board of Directors and individual Directors for them to perform their assigned duties correctly and effectively. In this regard, the internal control system allows for monitoring of compliance with the rules and procedures that govern the management of Penta's activity, objectives and all the multiple aspects of its mission.

The Foundation's internal control system has been developed as a process intended to pursue the values of substantive and procedural fairness, transparency and accountability, by ensuring: (i) efficiency, knowability and verifiability of operations and, more generally, management-related activities, (ii) reliability of accounting and operating data and of financial information, (iii) compliance with laws and regulations and (iv) upholding of the Foundation's integrity, including for the purpose of preventing fraud against the Foundation.

The Foundation is run in compliance with the most appropriate corporate governance principles to ensure the best performance of activities, while also being consistent with the provisions of the Code.

20.3 Reporting of breaches

The Foundation expects all Recipients to comply strictly with the provisions of this Code.

The **Surveillance Body** is **tasked with monitoring** the implementation of and compliance with this Code of Ethics and has powers of independent initiative and control.

In order to facilitate the surveillance task, Recipients are obliged to report to 231SB, via the specific detailed "*reporting*" and "*information*" mechanisms.

Disciplinary sanctions may also be imposed for:

- ◇ **failure to fulfil the duty to report;**
- ◇ **abuse of the duty to report**, in the event of Reports made in bad faith, acting with intent or gross negligence, purely out of retaliation.

Should any Recipient learn — in the performance of their work duties or through their dealings with the Foundation — of situations that are even only potentially illegal or contrary to the principles given in this Code, or of wrongdoing giving rise to crimes, they are required to report them immediately to 231SB using the following communication channels posted on the Foundation's website at the link below [Compliance | Penta \(penta-id.org\)](#):

- ◇ *by emailing:* odvfpenta@gmail.com



- ◇ *by regular mail* sent to the 231SB's address posted on the Foundation's website at the link below [Compliance | Penta \(penta-id.org\)](https://penta-id.org)
- ◇ *verbally* to the Surveillance Body.

Reporting is to be done in accordance with the Whistleblowing procedure, which features dedicated channels for reporting any wrongdoing that a person may learn of in the workplace, without fear of repercussions, with the assurance that specific sanctions will be imposed — should they be needed — both on individuals who violate the measures in place to protect the whistleblower, and on individuals who, acting with intent or gross negligence, report breaches that then prove unfounded.

The Reports received are promptly examined and dealt with by the Surveillance Body alone, or delegate thereof, in the utmost confidentiality, in all cases ensuring the anonymity of the whistleblower.

In this regard, Penta ensures that Reports will remain confidential and will be dealt with in complete confidentiality, secrecy and anonymity in compliance with the Whistleblowing procedure, which ensures — as mentioned earlier — confidentiality even once the report has been closed, **eliminating any risk of retaliation and/or discrimination and/or penalization — whether direct or indirect — against/of the whistleblower for reasons linked — directly or indirectly — to the report.**

Without prejudice to legal obligations and the protection of the rights of Penta or persons accused wrongly or in bad faith.

The Surveillance Body:

- assesses the Reports received
- where deemed necessary, initiates the investigation stage, listening — separately where appropriate — to what the whistleblower and/or the person responsible for the alleged breach has to say;
- states the grounds for its decisions in writing;
- keeps the Reports received in a special file that only the Surveillance Body has access to.

Any sanctions are imposed based on the disciplinary system as laid down by the Organisational Model.

ARTICLE 21. CODE OF ETHICS: EFFECTIVE DATE, UPDATES AND CHANGES



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This Code is adopted by resolution of the Foundation's Board of Directors, with immediate effect, and any update, change or amendment to/of this Code must be approved by the Foundation's Board of Directors.

The Code of Ethics and its updates will be available in electronic format, as well as on the Foundation's internal server, in the relevant dedicated section, as well as on the Foundation's website, so that all Recipients and third parties have the opportunity to become familiar with it.

The Code of Ethics does not replace any of the Foundation's current or future internal POLs or SOPs, which remain in effect to the extent that they do not conflict with the Code.

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