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Child Health Research

FONDAZIONE PENTA

- for the treatment and care of children with HIV and related diseases - ONLUS (non-profit organization)

Organization, Management and Control Model

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

“REGULATION ON THE ADMINISTRATIVE LIABILITY OF LEGAL ENTITIES”

16/9/2019	Approved by the Board of Directors of the Penta Foundation - for the treatment and care of children with HIV and related diseases - ONLUS (non-profit organization)
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Fondazione Penta Onlus

Torre di Ricerca Pediatrica, Corso Stati Uniti 4, 35127 Padova, Italy

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

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Organization, Management and Control Model

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CODE OF ETHICS



Glossary

At-risk (activity) areas	The Foundation's areas of activity in which the risk of committing the Offences is more substantial.
CCNL	National collective bargaining agreement.
Code of Ethics ("Code")	The Code of Ethics adopted by the Foundation.
Contractors	Those people who act in the name and/or on behalf of the Foundation under a mandate or other contractual commitment.
Decree	Legislative Decree 231/01, as amended and supplemented.
Recipients	All the recipients of the Model and, more specifically, Directors, Employees, Contractors, Suppliers and Partners.
Employees	All the workers employed by the Foundation.
Entities	Firms, associations, consortia, etc. that are relevant for the purposes of the Decree.
Fondazione Penta Onlus ("Foundation")	Fondazione Penta Onlus (non-profit organization) with registered office in Corso Stati Uniti 4, Padova (PD), Italy, tax identification number 92166930286.
Suppliers	All persons, whether individuals or legal entities, from whom/which the Foundation receives any kind of service.
Function/Area	The Foundation's organizational structure.
Disciplinary offence	Conduct by an Employee that violates the rules of conduct laid down by the Organizational Model.
Notices	Communications to the Supervisory Body listed in Chapter 3, section 3.10 of the Model.



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Guidelines	The Guidelines for the construction of organization, management and control models laid down by the Decree and approved by Confindustria in the latest current version.
(Organizational) Model	The organization and management model adopted by the Foundation pursuant to and for the purposes of Art. 6 of the Decree.
Corporate Bodies	The Foundation's Board of Directors, the Scientific Committee and the Board of Statutory Auditors.
Supervisory Body or Body	The Supervisory Body appointed pursuant to the Decree.
Partner(s)	The Foundation's commercial or operational partners who are contractually bound to the Foundation and who have a role in projects and operations.
Chairman	Chairman of the Board of Directors and the Foundation's legal representative.
Whistleblowing procedure	The Procedure adopted under Art. 6, para. 2- <i>bis</i> , 2- <i>ter</i> and 2- <i>quater</i> , of Legislative Decree 231/2001 and contained in Chapter 4 of the Model.
Public Administration (or PA)	Any Public Administration, including representatives in their capacity as Public Officials or Public Servants, whether de facto or otherwise, as well as the members of the Bodies of the European Communities and Functionaries of the European Communities and of Foreign States.
Sensitive processes	Internal processes that may lead to the commission of the offences referred to in the Decree being committed.
Offences or Offence	The offences referred to in the Decree.
Whistleblowing Reports	Reports of unlawful conduct that are relevant for the purposes of the Decree and violations of the Model as defined in Chapter 4, section 4.1 of the same Model.



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Secretary General	Persons elected by the Board of Directors as being responsible for keeping the accounts and performing other tasks to support the work of the Chairman (pursuant to Art. 12 of the Foundation's Articles of Association).
Persons in senior positions	Persons who carry out representative, administrative or managerial functions within the Foundation as well as persons who, de facto or otherwise, exert management and control over the Foundation.
Persons in subordinate positions	Persons subject to the direction or supervision of a person or persons in a senior position.
Standard Operating Procedures (SOPs)	Procedure(s) adopted by the Foundation.



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CODE OF ETHICS

PREAMBLE

The PENTA Foundation - for the treatment and care of children with HIV (and related diseases) - ONLUS (non-profit organization) was founded in 2004 and pursues only social solidarity purposes towards people who are disadvantaged because they are carriers or potential carriers of HIV/AIDS or other diseases associated with poverty (malaria, TB, etc.) and all paediatric pathologies, developing the related biomedical research.

The Foundation is aware that it is a reference point in its sector and has decided to adopt this Code of Ethics to provide precise Guidelines on Conduct in order to promote a culture within the Foundation that is characterized by the values of Integrity and Responsibility, which are part of the Foundation's mission.

ARTICLE 1. RECIPIENTS

This Code of Ethics forms an integral part of the Organization and Management Model described in Art. 6 of Legislative Decree no. 231 of 8 June 2001, adopted by the Foundation, to which the same Model expressly refers (Part B).

The Code rules apply to anyone who works or cooperates, under any form, with the Foundation, namely all the Recipients, and in particular to:

- *Persons in senior positions*, namely persons who carry out representative, administrative or managerial functions within the Foundation or within one of its organizational units with financial and functional independence, as well as persons who, de facto or otherwise, exert management and control over the Foundation itself.
- *Persons in subordinate positions*, namely persons who, within the Foundation's organization, are subject to the direction or supervision of a person or persons in a senior position (e.g. Employees);
- *External Contractors*, namely external persons who act in the name and/or on behalf of the Foundation under a mandate or other contractual commitment or power of attorney and who, whether directly or indirectly, carry out activities that are related to or concerning the Foundation's activity (e.g. external consultants, professionals);

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- *Suppliers and Partners*, namely parties under contract with the Foundation - except for Contractors - whether individuals or legal entities, and in general all persons from whom the Foundation receives any kind of service, or persons with whom the Foundation has partnership relationship or one of reciprocal cooperation or persons who have a role in the Foundation's projects, studies, research and activities.

Each Recipient has the duty to:

- be aware of the rules contained in the Code;
- refrain from engaging in any conduct that is contrary to the Code;
- report to the competent bodies, also in compliance with the rules regarding whistleblowing, to their own line manager and/or to the Supervisory Body any information regarding violations of the Code;
- cooperate with the functions and/or persons in charge of verifying compliance with this Code;
- not undertake any initiative that is contrary to the contents of the Code.

ARTICLE 2. THE FOUNDATION'S VALUES

2.1. Mission and responsibilities

The Foundation's mission is to identify, using studies and research, and develop, using its own network of partners, effective procedures for the prevention, diagnosis and treatment of paediatric pathologies. Penta is a leading organization in the field of paediatric health and, thanks to its own work and that of its partners, its primary aim is to reduce considerably the frequency and consequences of infections contracted by children.

The Foundation recognizes that study, research and cooperation between partners play a central role in scientific development and progress in the field of medicine. Penta pursues its objectives only for social solidarity purposes towards people who are disadvantaged because they are carriers or potential carriers of HIV/AIDS or other diseases associated with poverty (malaria, TB, etc.) and all paediatric pathologies.

The values on which the Foundation's operation are founded, in particular, are:

- respect for and focus on the human being as the fundamental and central value of each activity;
- transparency in its actions and choices as well as respect for all its Partners, Contractors and Suppliers;
- increasing the value of human resources and all the contractors who contribute to the achievement of the Foundation's objectives;



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- respect for national laws and EU Regulations and Directives, particularly with regard to the rules on scientific research and experimentation, as well as General Clinical Practice - the international standard for ethics and scientific quality in designing and conducting clinical studies on human beings;
- development, growth and research of excellence in carrying out the activities to achieve its mission.

The Foundation has an internal system of procedures and operating instructions to improve management of its activities to safeguard the efficiency of the organization as well as the Foundation's reputation and image.

2.2. Social commitment

The Foundation pursues only social solidarity objectives and sees compliance with the social responsibility requirements as a success factor for its business. In particular, the Foundation values human resources and adheres to the following principles:

- not to use or support the use of child labour;
- not to facilitate or support forced labour;
- to guarantee a workplace that is safe and healthy;
- to respect the rights of workers to belong to trade unions;
- not to discriminate in any way;
- not to use or support disciplinary practices such as corporal punishment, physical or mental coercion or verbal abuse;
- to align working hours to those laid down by the legislation in force and by national and local agreements;
- to pay Employees in compliance with the national collective bargaining agreement and the supplementary company agreement.

2.3. Transparency, honesty and fairness in relations with the Public Administration and with third parties

The Foundation recognizes that managing relations with the Public Administration and with third parties is one of its priorities and it therefore lays down the policies, programmes and procedures for carrying out its activities in a transparent and fair way and in compliance with legal provisions - both national and foreign - and with the principles of honesty and diligence.

ARTICLE 3. PRINCIPLES OF CONDUCT



3.1 General criteria

All the actions, operations and transactions put into place in the interest or to the benefit of the Foundation must be based on maximum fairness, on the completeness and transparency of information, on lawfulness in formal and substantial terms and on the clarity and truthfulness of the accounting records, in accordance with the rules in force and the procedures laid down, and must be subject to audit by the control bodies.

To this end, Recipients are required to perform the duties assigned to them while observing the provisions described in this Code of Ethics and in strict compliance with applicable laws and regulations, including in their relations with third parties.

The Recipients are required to observe all the provisions governing their conduct and to refer any doubts or queries regarding the lawfulness of any conduct concerning the Foundation to Management.

In relations with Partners, Contractors and Suppliers, engaging in fraudulent conduct and practices, acts of corruption, favouritism and, more generally, any conduct that is contrary to the law, to industry regulations, to internal regulations and this Code of Ethics is prohibited. Such conduct is prohibited and can be punished regardless of whether or not it was carried out or attempted directly or through third parties in order to obtain a personal benefit or benefit for third parties or for the Foundation itself.

Establishing and managing partnership, cooperation or supply relationships must be done in compliance with proper economic principles and in fair competition with competitors, while constantly observing applicable legal and regulatory provisions.

3.2 Conflicts of interest

All the decisions and strategic investment choices or research made on behalf of the Foundation must reflect the best interest of the same Foundation.

Therefore, any situations that could even only appear to be a conflict of interest, namely any situation in which a person could pursue a personal interest using his or her own professional position within the Penta organization, must be avoided or at least reported to the line manager (where applicable) and, in the most serious cases, be reported to the Supervisory Body.

For example, but without limitation, the following situations may cause a conflict of interest:

- holding a senior or managerial role in an organizational unit and having common personal economic interests with Partners and Suppliers;
- accepting money or favours from people or companies that are in or intend to enter into a relationship with the Foundation;
- having personal or familial emotional interests that may affect independence of judgement in deciding what is in the best interest of the Foundation and the most appropriate way of pursuing it;



- benefiting personally, through family members, colleagues or other intermediary, from business opportunities associated with carrying out one's duties or in relation to work carried out on behalf of the Foundation;
- the Employee and/or his or her family members carrying out work activities at Partners and/or Suppliers.

Employees must not possess, either directly or indirectly, significant financial interests in any company or entity that has or intends to establish relations with the Foundation, unless they have obtained the prior written approval of the Foundation's Board of Directors.

"Significant financial interests" means, for the purposes of applying this Code, an Employee and/or a family member of that Employee owning over 1% of the share capital of the company or entity mentioned above.

ARTICLE 4. RELATIONS WITH THIRD PARTIES

The Foundation pursues its mission by managing, in particular, the following activities:

- a) social and social-health assistance;
- b) scientific research of particular social interest;
- c) training.

These services are offered by the Foundation for social utility and non-profit making purposes, in compliance with all the rules in force and in order to ensure the development and progress of scientific research. The quality of services offered, professionalism and the well-being of the community are of primary importance for the pursuit of the Foundation's objectives.

To this end, Recipients are obliged to:

- communicate with third parties (e.g. for disclosure activities, organization of events or fundraising) clearly and transparently, informing them accurately and constantly on the characteristics of their work using simple and comprehensible language;
- provide high quality services (e.g. refresher courses and training) that meet the reasonable expectations of third parties, protecting the Foundation's reputation and image.

The Foundation expressly prohibits all Employees or Contractors from receiving or accepting gifts or any other form of benefit (e.g. hospitality) from anyone who has or intends to establish relations with the Foundation in order, among other things, to consolidate an image of the Foundation as faithful to the values of transparency, fairness and integrity.

The previous provisions, therefore, do not apply to ordinary and reasonable entertainment expenses or to gifts of a modest value, which are in line with normal practice, provided that they do not breach any rules of law and that they comply with the Foundation's policy.



In any case, accepting money from people or companies who have or intend to establish relations with the Foundation is prohibited.

Anyone who receives offers of money, gifts or special favours or hospitality must immediately inform their line manager and the Chairman.

It is absolutely forbidden for Recipients to receive gifts or other gratuities at their private address.

ARTICLE 5. RELATIONS WITH PARTNERS AND SUPPLIERS

In the selection and management of relations with Partners and Suppliers, the Recipients must:

- scrupulously comply with the legislation in force and with the internal procedures for selecting Partners and Suppliers as well as management of relations with them;
- adopt objective and transparent assessment criteria in the selection of partner companies and entities, as well as suppliers, who possess the necessary requisites;
- comply with and observe the applicable provisions of law and the contractual conditions governing supply relationships;
- be guided by the principles of fairness and good faith in their correspondence and dialogue with Partners.

Recipients are prohibited from:

- profiting from their position in order to obtain any personal benefit;
- giving or receiving, in any form, whether directly or indirectly, monies, presents, gifts or hospitality, unless they are of a modest value or usefulness (courtesy gifts);
- being influenced by third parties outside of the Foundation in making decisions and/or performing acts related to the Recipient's professional and/or work duties.

Recipients who are offered gifts or other forms of benefit, not attributable to routine courtesy, must take all appropriate steps to refuse the offer and inform their line manager.

In any case, accepting money from people or companies who have or intend to establish relations with the Foundation is prohibited.

It is absolutely forbidden for Recipients to receive gifts or other gratuities at their private address.

ARTICLE 6. MANAGEMENT OF HUMAN RESOURCES

In the selection and management of relations with Employees and Contractors, the Recipients must scrupulously comply with the legislation in force and with the Foundation's policies. In



particular, when hiring foreign workers, special attention must be paid to checking that the worker has a valid resident permit and that it has not been revoked or cancelled.

The Foundation undertakes to encourage the constant development of skills and expertise of management, Employees and Contractors so as to ensure that each individual's creativity is fully expressed and realized.

To ensure that the skills and expertise of each employee/contractor can be enhanced and each employee/contractor can express their own potential, the functions and/or persons in charge of managing Human Resources within the Foundation must:

- apply criteria based on merit and professional competence when making any decision about Employees and Contractors;
- select, hire, train, pay and manage Employees and Contractors without any form of discrimination, ensuring that they are treated fairly and equitably, regardless of their sex, age, nationality, religion, ethnicity, political or philosophical beliefs, sexual orientation and with regard to all aspects of the employment relationship (including, but not limited to, professional achievements, pay, refresher and training courses, etc.);
- value the work of Employees and Contractors by requiring performance that is in line with the duties assigned to them;
- promote the involvement of Employees and Contractors, making them share in the Foundation's mission and its achievement;
- create a working environment in which personal characteristics or orientations cannot give rise to discrimination;
- guarantee equal opportunities in all aspects of work life.

The functions and/or people in charge of the Foundation's personnel hiring process, in compliance with the Foundation's policies, carefully and strictly assess the hiring of people who have, or have had, direct or indirect relations with the Public Administration, whether national or international, the candidatures of relations of Public Administration employees, or former employees of the Public Administration and their relations, who participate or have participated actively and personally in activities or operations that have concerned the Foundation. Similar caution must be taken with people who participate or have participated in endorsing the requests made by the Foundation to the Public Administration.

It is also prohibited to ask personal favours of subordinate persons or to request any conduct that could violate this Code of Ethics.

In compliance with the Conventions of the International Labour Organization and the Foundation's commitment to respect and promote respect of fundamental human rights, as well



as preventing child labour and not using forced, bonded or indentured labour, it is also prohibited to:

- reduce or keep others, in both internal and external work relations, in a state of subjection (through violence, threats, deception, abuse of authority, by profiting from a situation of physical or psychological disadvantage or situations of need or through promises or by giving money or other advantages to people with authority over the person);
- harass people, for example by creating a hostile working environment for individual workers or groups of workers, unjustifiable interference with the work of others or the creation of obstacles and hindrances to the career prospects of others, including sexual harassment (understood as making career opportunities or other advantage dependent on the performance of sexual favours or suggestions of private interpersonal relationships that, due to the fact of their being unwanted, could upset the recipient's equanimity).

All forms of violence or harassment, whether sexual in nature or referring to personal and/or cultural differences, are prohibited. It is therefore prohibited to:

- make any important decision for the recipient's working life dependent on the performance of sexual favours or on personal and/or cultural characteristics;
- pressure Employees and/or Contractors to give sexual favours using the influence of one's position;
- suggest private interpersonal relationships even though it is reasonably evident or expressly indicated that the suggestion is unwanted;
- allude to physical or mental disabilities or impairments or to cultural or religious differences or sexual orientation.

Should an Employee consider that they have been a victim of harassment or bullying, they can report the situation to the Administration Director or to members of the Foundation's Board of Directors. The person receiving such a report will treat it with the utmost confidentiality and will verify, within in the limits of the powers granted under the law, the grounds for the report itself, providing a response within 15 working days and adopting, where necessary, the appropriate measures.

The reports may be forwarded as laid down in article 17.3 below.

ARTICLE 7. RELATIONS WITH CONTRACTORS

Each Recipient, in relation to their duties, will ensure, in order to implement the principles listed above, that they:

- scrupulously comply with the internal procedures for selecting Contractors (who are not employees) as well as management of relations with them;



- carefully select people and entities from among those of good reputation and who are qualified;
- appropriately inform third parties (professionals and entities) who enter into a relationship with the Foundation about the provisions contained in this Code and require them to observe it;
- promptly report any violations of the Code and adopt the actions envisaged.
- not to initiate or pursue, on behalf of the Foundation, any relationship with those who indicate that they do not want to abide by the principles contained in this Code of Ethics.

ARTICLE 8. RELATIONS WITH THE PUBLIC ADMINISTRATION

8.1 General principles

In any relationships that they may have with the Public Administration, or in any case regarding public sector relationships, Recipients must be guided by the strictest compliance with the applicable provisions of law and regulations and may not compromise the integrity and/or reputation of the Foundation in any way.

In particular:

- all relationships involving the Foundation's functions, including via external Contractors, with the Public Administration - whether national or foreign - must comply with the principles of diligence, transparency and honesty, as well as utmost fairness and integrity;
- only those functions appointed and authorized to do so may undertake commitments and manage relationships, of any kind, with the Public Administration and/or public sector relationships;
- in the event that the Foundation uses a consultant or third party to represent it before the Public Administration, the same instructions given to the Foundation's Employees (e.g. operating and control procedures) shall apply to this consultant or third party;
- the Foundation must not be represented by third parties in its relations with the Public Administration if this could constitute a conflict of interest.

8.2 Obligations and prohibitions in relations with the Public Administration - national or foreign.

As a general principle, in relations with the Public Administration, whether national or foreign, the Foundation rejects and punishes any conduct of an extortionary or corruptive nature or undue incitement to give or promise money or other benefit: furthermore and in particular, the following is specified.



Payments or emoluments, in whatever form, offered, promised or made, whether directly or through an individual or legal entity, to Public Administration managers, officials or employees or their relations, whether Italian or of other countries are absolutely prohibited.

It is prohibited to offer or accept any item, service, performance or favour of value in order to obtain more favourable treatment in any relationship with the Public Administration.

Should a director, employee or contractor of the Foundation receive explicit or implicit requests for benefits of any kind from the Public Administration, namely from individual or legal entities who act as employed by or on behalf of the same Public Administration, they must immediately suspend all relations and inform the Supervisory Body.

These provisions also apply in the event of unlawful pressure received during relations with individuals or legal entities who act as employed by or on behalf of the Public Administration.

The above provisions do not apply to “courtesy” or “customary” gifts or gratuities of a modest value, which are in line with normal practice, and always provided that they do not breach any rules of law and that they comply with the Foundation’s policies.

Evading the provisions contained in this Code of Ethics by resorting to other forms of aid or contributions (including sponsorships, appointments, consultancy, advertising) that have the same purposes as those forbidden by the Code of Ethics is prohibited.

With regard to grants and contributions:

- submitting false declarations to national or EU public bodies in order to obtain public grants, contributions or subsidized loans, or to obtain concessions, authorizations, licences or other administrative benefits is not permitted;
- allocating amounts received from national or EU public bodies as grants, contributions or loans to purposes other than those for which they were awarded is prohibited.

In its relations with the Public Administration, the Foundation must not attempt to improperly influence the decisions of the institution concerned.

In any case, during the relationship with the Public Administration (whether national or foreign) the Foundation undertakes:

- not to offer jobs to employees of the Public Administration involved in the relationship or to their relatives;
- not to offer gifts;
- not to solicit or obtain confidential information that could compromise integrity or reputation.

Specifically concerning the Public Administration’s IT and telecommunication systems, it is prohibited to:



- alter, in any way, the functioning of the Public Administration's IT or telecommunication system so that the Foundation can profit unjustly to the detriment of the State or the European Union;
- access in any way data/information or software contained in the Public Administration's IT or telecommunication system without the proper authorization;
- exceed the limits of any authorization granted to access such systems/programmes of the Public Administration;
- access the IT or telecommunication systems of the military or those relating to public order or public safety or health or civil protection or in any case concerning public interest without the proper authorization;
- commit acts aimed at destroying, damaging, cancelling, altering or removing information, data or IT programmes used by the State or any other public body or relating to them or in any case used for public utility;
- commit acts aimed at destroying, damaging, making IT or telecommunication systems of public utility wholly or partially useless or at seriously hindering their functioning;
- make any form of alteration or falsification of declarations and communications sent to the Public Administration, including those sent electronically, which must be truthful;
- exert pressure on public employees to alter the data and/or information contained in public archives for the benefit of the Foundation.

ARTICLE 9. RELATIONS WITH THIRD PARTY ORGANIZATIONS

Contributions to political organizations, trade unions and trade associations, paid out based on specific regulations, must be paid out in strict compliance with the law and provisions in force. Such contributions must be appropriately documented.

Furthermore, the Foundation does not make contributions to organizations with which a conflict of interest might be found.

Lastly, the Foundation, in compliance with company procedures, very carefully assesses any pay out of contributions to political parties, movements, committees and organizations or trade unions.

ARTICLE 10. RELATIONS WITH SUPERVISORY AUTHORITIES

The Foundation is committed to fully and scrupulously complying with the provisions issued by the supervisory authorities, whether local, national or international, and conforming with the case law on this issue.

The Foundation undertakes to provide all the information requested by the Authorities in charge of regulating and controlling the services provided and such information will be thorough, accurate, adequate and timely.



ARTICLE 11. RELATIONS WITH THE MEDIA

Relations between the Foundation and the mass media in general are carried out solely by the functions authorized to do so and they must be maintained in compliance with the policies defined by the Foundation.

Recipients are prohibited from providing information to the mass media without the authorization of the functions and/or people in charge of such duties.

A similar authorization is necessary for employees to participate, in the name of or representing the Foundation, in committees, associations, conferences, congresses or seminars and for employees to write articles, papers or publications in general.

If authorization is granted, the information and communications intended for use outside the Foundation must be accurate, truthful, comprehensive, transparent and uniform and checked by the functions authorized to do so.

ARTICLE 12. PROTECTING HEALTH AND SAFETY

12.1 General principles

All those who are responsible for implementing, at various levels, the rules (whether internal or not) adopted regarding health and safety at work must, each within the scope of their duties, for example but without limitation:

- promote and implement any reasonable measures to minimize the risks to the health and safety of Employees and third parties who perform work at the Foundation;
- promptly and constantly update the internal procedures in line with the Health and Safety legislation;
- create and maintain a constructive and cooperative relationship with the Public Institutions responsible for supervising Health and Safety at work;
- promote and develop specific training and awareness raising programmes for the Recipients;
- carry out routine checks that the procedures adopted regarding health and safety at work are effectively implemented;
- in managing the activities contracted out to third parties, ensure cooperation and coordination between the activities of the Foundation and those of the contractor.

12.2 Smoking



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The Foundation undertakes to ensure the health and safety of its Employees as well as the salubrity of the working environments, it being understood that smoking in the workplace is prohibited.

The prohibition on smoking must be understood as extended to break times during work, where such breaks are taken outside the areas indicated specifically as smoking areas.

12.3 Alcohol and drug abuse

Performing your work under the effect of alcohol or drugs, or other substances that induce similar effects, is prohibited.

It is also forbidden to consume such substances while working.

Chronic alcoholism or drug addiction, where it affects work performance and may hinder normal performance, will be considered on an equal footing with the above cases.

12.4 Other prohibitions

It is prohibited to use the Foundation's premises to facilitate, in any way and at national or international level - the traffic of drugs or to store them on the Foundation's premises or in any place that can be attributed to the Foundation.

It is also prohibited to use the Foundation's premises to facilitate, in any way and at national or international level - the traffic of pornographic material or to store such material on the Foundation's premises or in any place that can be attributed to the Foundation.

More generally, it is forbidden to facilitate organized crime, whether national or transnational, in any form whatsoever.

ARTICLE 13. SAFEGUARDING THE FOUNDATION'S PROPERTY AND ASSETS

Each Recipient must work with the diligence required which is necessary in order to protect the Foundation's resources, avoiding improper use that may cause damage or a reduction in efficiency, or in any case conflicting with the interests of the Foundation or dictated by professional motives that have nothing to do with the relationship with the Foundation. Similarly, Recipients must not only just protect such assets, but also hinder fraudulent or improper use.

No resource belonging to the Foundation may be removed, destroyed or eliminated without its prior authorization.

Each person is custodian of and responsible for the Foundation's assets (whether tangible or intangible) assigned to them and necessary for their work; no Employee or Contractor may make



or allow others to make improper use of the assigned assets and the resources of the Foundation.

For example, the Foundation's resources, for which the above principle of diligence applies, include, but are not limited to:

- all the assets that, due to type of activity, fall within the domain of the Foundation in one capacity or another;
- capital goods and consumables belonging to the Foundation;
- assets obtained under licence, loan or loan for use from public and private institutions;
- computer applications and devices;
- telecommunication applications and devices.

ARTICLE 14. USE OF COMPUTER SYSTEMS

It is forbidden to use any or all of the computer and telecommunication systems made available to the Recipients in order for them to carry out their work (e.g. pc, email, internet access, laptop) for unlawful purposes. Moreover, these instruments must be used in compliance with the legislation in force (including Legislative Decree 196 of 30 June 2003 "Personal Data Protection Code" and subsequent amendments and addenda and Regulation (EU) 679/2016) and with the policies adopted by the Foundation.

ARTICLE 15. PROTECTION OF THE FOUNDATION'S CONFIDENTIAL INFORMATION

All the information that is not in the public domain regarding the Foundation, or regarding its work, that the Recipients are aware of due to their positions or due to the employment or professional relationship, must be considered confidential, since it is strictly the property of the Foundation, and must be used solely in order to carry out their work duties.

Confidential information includes, for example but not limited to: technical information regarding the processes, studies, research and/or organization of the Foundation in the broadest sense.

The Recipients must make every effort to avoid undue disclosure of such confidential information and must not use nor allow to be used any information not in the public domain relating to the Foundation, its activities or business, or relating to persons who have a relationship with the Foundation, to promote or facilitate their own interests or those of third parties.

If an Employee or Contractor believes that it is appropriate or legally necessary to divulge or use the confidential information outside of the Foundation, before doing so they must request proper authorization from the Chairman, or from the members of the Board of Directors, and wait the time needed to enable appropriate protection measures to be put in place.



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If the Foundation has signed a confidentiality agreement concerning confidential information divulged by third parties to the Foundation, the Recipients who receive such information must abide by the terms and conditions of that agreement.

The confidentiality obligations remain in force even after the employment or cooperation relationship has ended.

ARTICLE 16. PROTECTION OF THE ENVIRONMENT

The Foundation contributes to the promotion of scientific and technological development to safeguard resources and the environment. Operational management must refer to advanced environmental protection and energy saving criteria, seeking continuous improvement of the health and safety at work conditions and those of environmental protection.

The Foundation undertakes to contribute to the development and welfare of the environment in which it operates and constantly seeks to protect the health of Employees, of other Contractors and the communities affected by the Foundation's activities.

ARTICLE 17. PENALTIES AND CONTROLS

17.1 Penalties

The Recipients must strictly adhere to the obligations imposed on them by the law and by the regulations and, each for their position, comply with the specific provisions contained in this Code of Ethics. In particular, the Recipients must also commit to observing the provisions of current law concerning whistleblowing by implementing the provisions laid out in the Model and in this Code.

The principles expressed by the Code of Ethics constitute an integral part of the conditions that govern the employment relationships as an expression of the conduct that Recipients are required to observe, based on current civil and criminal law and the obligations under collective bargaining.

The specific penalties referred to in the disciplinary system laid down in the Model will be imposed on Recipients who violate this Code.

17.2 Internal control

In managing the Foundation, the principles of corporate governance that are most appropriate in order to guarantee the best accomplishment of the activities in compliance with the



provisions of the Code are observed. The internal control system must be oriented towards the adoption of instruments and methods aimed at:

- countering potential risks of offences;
- protecting the Foundation's assets, including with the use of prevention measures;
- setting a reasonable guarantee concerning compliance not just with the law but also with internal provisions and procedures.

In this context, the scheduling of training activities must be included and must also concern the contents of the Code of Ethics.

The Code of Ethics must be made available to all the Recipients.

The administrative body must constantly ensure that conduct complies with the Code and, if necessary, implement special audit programmes.

The Board of Directors is responsible for checking the effectiveness of the internal control system.

17.3 Reporting violations

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

Should the Recipients become aware, within the scope of their work or their relationships with the Foundation, of situations that are, even only potentially, illegal or contrary to the principles expressed in the Code of Ethics, they must immediately inform the Supervisory Body using the communication channels made available by the Foundation and in compliance with the Whistleblowing procedure referred to in Chapter 4 of the Model, or by using the specific email address: odvpenta@gmail.com.

Failure to observe this duty to report, or failure to observe the prohibition against making reports with malice or gross negligence, may be grounds for a disciplinary penalty.

The whistleblowing reports received are examined rapidly and dealt with by the Supervisory Body, or by the Body's delegate, with the utmost confidentiality, protecting in any case the anonymity of the person making the report. The Supervisory Body assesses the reports received and, where it deems necessary, launches the investigation stage, if necessary, by hearing from the person who made the report and/or the person responsible for the violation separately. The Supervisory Body must give grounds for its decisions in writing. Any penalties must be decided and imposed based on the disciplinary system laid down by the Organizational Model.

Relationships between Recipients, at all levels, must be characterized by conduct and criteria based on fairness, loyalty and mutual respect. Therefore, abuse of the duty to report covered by this article can be penalized, in the case of reports made with malice or gross negligence, or merely in retaliation.



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Any Recipient, who may be involved, must cooperate fully with the investigations carried out by the Supervisory Body in relation to violations of the Code, maintaining the strictest confidentiality about said investigations, in compliance with the Confidentiality Commitment (Annex 4).

Recipients must participate actively, where required, in the auditing activities on compliance with the Code.

ARTICLE 18. CODE OF ETHICS: EFFECTIVENESS, UPDATING AND AMENDMENTS

This Code is adopted, with the resolution of the Foundation's Board of Directors, with immediate effect, and any updates, amendments or addenda to this Code must be approved by the Foundation's Board of Directors.

The Code of Ethics and its updates will be available in electronic form in a special Section of the Foundation's server and on the Foundation's website so that all the Recipients and third parties can have full knowledge of it.

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