



**CODE OF ETHICS**  
**Garofalo Health Care Group**

**Approved by the Board of Directors of GHC S.p.A. on 8 August 2018, and  
updated on 26 September 2018**

***“Health is a person’s most valuable asset” (quote by Professor Raffaele Garofalo)***

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## INTRODUCTION

### I. OBJECTIVE OF THE CODE OF ETHICS

This Code of Ethics was drawn up to clearly define the ethical values of Garofalo Health Care, to ensure that these values form the basis of the Group's corporate culture, as well as to define the rules of conduct by which staff carry out their professional duties, and the rules of conduct for dealing with shareholders, customers, suppliers, colleagues, public administration officials, and with all the other GHC stakeholders.

"Garofalo Health Care", "GHC" or "Group" refers to Garofalo Health Care S.p.A. and the companies controlled by the same parent company, directly or indirectly.

### II. THE GROUP'S MISSION

The Group's Mission was taken into account when drawing up the Code of Ethics. GHC's Mission aims at developing the Group's capacity to bring together health facilities of excellence, thereby strengthening GHC's potential and leveraging its resources to enable it to become the first healthcare group of reference at national level. GHC's mission also aims at creating a high-quality model through its "patient-centered" approach, which takes into account the preferences, needs and values of individual patients when making clinical decisions. In this way, the patient is firmly placed at the centre of the system. The Group's guiding principle: "Health is a person's most valuable asset", was inspired by Prof. Raffaele Garofalo. All of the Group's stakeholders abide by this principle and affirm the importance of health as a primary asset, as no human being can do without it, and as such, it must be safeguarded by guaranteeing professionalism and excellence.

### III. RECIPIENTS OF THE CODE OF ETHICS

The Code of Ethics is addressed and applicable to the following persons:

1. administrators, members of supervisory bodies and managers, who are required to:
  - a) ensure that their decisions and actions comply with the Code of Ethics and the code of conduct of their professions;
  - b) spread awareness of the Code of Ethics and promote its dissemination to employees and third parties operating on behalf of GHC (such as doctors, nurses and partners); and
  - c) establish, through their own behaviour, a reference model for staff.

2. staff are required to act in accordance with the Code of Ethics and the code of conduct of their profession;
3. medical, technical, nursing and support staff, tied to GHC through independent working relations, as well as suppliers of goods and services, must be properly informed of the rules of conduct contained in the Code of Ethics, and are required to conform their behaviour with the provisions of the Code of Ethics for the entire duration of their contract with GHC, without prejudice to other professional codes of conduct to which they belong; and
4. all persons working directly or indirectly, permanently or temporarily, intent on pursuing GHC's objectives must also conform to the Code of Ethics.

The term "**Recipients**" refers to those persons who are required to comply with the Code of Ethics.

All Recipients, in the context of their role and specific responsibilities, are called upon to act in accordance with the principles and requirements of the Code of Ethics, and are expected to know and comply with the law, and with any codes of conduct pertaining to their profession, to the extent applicable to their job.

Managers responsible for various business Functions, Areas and Organizational Units are required to raise awareness of the Code by adapting and conforming their actions and behaviour to the principles and objectives laid down in the Code.

GHC trusts that its stakeholders will acknowledge the principles upon which this Code of Ethics is based, and that they will share and apply these principles as the basis for a relationship of mutual trust.

#### **IV. STRUCTURE AND SCOPE OF THE CODE OF ETHICS**

The Code is not meant to define precisely and in detail the specific behaviour that needs to be adopted in all circumstances in which Recipients may find themselves, but aims at providing Recipients with general guidelines on the standard of ethical behaviour required to carry out their activities, and to prevent the offenses outlined in Legislative Decree no. 231/2001 (as subsequently amended and supplemented).

In the presence or in the absence of specific provisions, it is, in any case, imperative that all Recipients, within the context of their role and specific responsibilities, meet the highest standards of conduct, bearing in mind that proper behaviour at all times is not only based on good faith, but also on transparency, impartiality, and above all, on the honesty and loyalty of those who act on behalf of the Group.

Under no circumstances can the belief that acting in the best interests of the Company and/or of the Group, justify the adoption of behaviour that is in contrast with the principles and contents of this Code of Ethics.

The application and enforcement of these principles fall within the more general rules of collaboration, correctness, diligence and loyalty, required by the nature of the service provided, and in the interest of the company. All recipients are required to comply with these principles when carrying out any service in favour of GHC.

The aforementioned obligations, in particular for Company staff, supplement the provisions laid down in articles 2104 and 2105 of the Civil Code and of the National Collective Labour Contract, fully applicable and in force.

This Code of Ethics consists of the following three parts:

1. Ethical principles;
2. Standards of conduct and (external and internal) relations with stakeholders;
3. Implementation, dissemination and monitoring procedures.

This Code of Ethics was drawn up for the entire Garofalo Health Care Group and hence binds, without exception, all the companies belonging to the Group.

Garofalo Health Care S.p.A., in the course of its management and coordination activities, shall ensure that the Code of Ethics is distributed to all its member companies, in order to ensure that they formally adopt it as a management tool, and as an essential component of the Group's strategy and business organization.

In particular, this Code of Ethics was adopted by resolution or decision by the administrative body of each company of the Group, which also approves subsequent updates, as well as (where necessary or appropriate) any supplementary appendices to the Code of Ethics, in compliance with applicable local regulations and laws.

## **1. ETHICAL PRINCIPLES**

GHC, by promoting its development through the attainment of pre-established goals, and taking into account its Mission, implements and promotes a number of basic principles, as outlined below, that guide the culture and behaviour of Recipients.

### **1.1 HONESTY AND LEGALITY**

GHC considers honesty and compliance with all Italian laws, in particular in the various Regions where the Group's health facilities operate, as essential principles of its activity. GHC does not tolerate or favour any form of behaviour that is contrary to existing legislation, and/or that tends to favour acting against the law, even if in the interest of GHC.

### **1.2 EXCELLENCE AND IMPROVING SERVICES AND FACILITIES**

GHC strives for excellence in service delivery, professional skills and the commitment of its doctors and employees.

It undertakes continuous business process and service improvements for the patient's physical integrity, respect, and satisfaction, as well as for the protection, competence, awareness and ability of its medical, administration and technical staff. It identifies the necessary prerequisites for pursuing excellence by continuously improving its processes and systems, and by supporting the professional development of its staff and collaborators.

GHC ensures that the patient benefits from the continuous improvement of its facilities in terms of physical accessibility, liveability, cleanliness and environmental comfort. It also provides its staff and collaborators with a pleasant, safe and healthy working environment.

### **1.3 PATIENT CARE AND RESPECT**

GHC guarantees a human dimension to healthcare and places the patient at the centre of the Healthcare System. Patients are considered in their physical, psychological, social and relational entirety. This principle, which is embedded in the Group's Mission, ensures that diagnosis and treatment are conducted in terms of appropriateness, timeliness, effectiveness, methodology and continuity, according to the patient's state of health. The patient is guaranteed comprehensive information on the treatment provided. All medical staff are thus trained in the "patient-centered" approach. The Group also uses state-of-the-art equipment and facilities, has comfortable surroundings and hotel-type accommodation.

### **1.4 RESPECT AND HUMAN RESOURCES DEVELOPMENT**

GHC acknowledges that its human resources are an essential and irreplaceable asset for its success. In managing its relations and collaboration with staff, GHC fully respects workers' rights, promotes equal opportunities, constantly develops its professional staff in the light of their skills and personal preferences, and refrains from all forms of discriminatory behaviour.

### **1.5 SAFETY CULTURE**

GHC is committed to rendering the management of its technological resources more effective and efficient in order to spread and consolidate a safety culture, develop risk awareness, and demand responsible behaviour from all recipients.

### **1.6 RESEARCH, INNOVATION AND TRAINING**

GHC promotes innovation, scientific research, training and education.

### **1.7 CONFLICTS OF INTEREST**

GHC takes the utmost care to avoid all conflicts of interest.

### **1.8 CONFIDENTIALITY**

GHC ensures the confidentiality of information in its possession and refrains from investigating and processing confidential data, except when explicitly and intentionally authorized and/or in compliance with the legal regulations in force.

### **1.9 RESPECTING THE ENVIRONMENT**

GHC acknowledges the importance of respecting the environment and compels its Recipients to consider the environmental effects of their decisions so as to compensate for any negative environmental impact.

GHC plans its activities by seeking the best possible balance between economic and environmental sustainability.

## 1. STANDARDS OF CONDUCT AND RELATIONS WITH STAKEHOLDERS

### 2.1 STANDARDS OF CONDUCT

GHC recognizes and adopts the following standards of conduct in performing its activities and in its relations with stakeholders.

#### 2.1.1 Conflicts of Interest

Recipients must avoid any possible situation of conflict of interest that may arise from:

- participating in business decisions that could result in personal interest;
- accepting agreements that could result in personal gain;
- carrying out acts, concluding agreements and, in general, engaging in any behaviour that might directly or indirectly cause damage to GHC, also in terms of image and/or credibility on the market;
- being in conflict with the interests of GHC and thereby affecting the decision-making autonomy of another party asked to establish business relations with, or for, the same party.

In conducting its business, GHC must avoid situations where the parties involved in a transaction have, or may appear to have, a conflict of interest.

Anyone in a situation of conflict of interest, even if only potential, must immediately inform the Supervisory Board in order to assess how to deal with the matter.

#### 2.1.2 Gifts and Acts of Courtesy

Acts of business courtesy, such as free gifts or forms of hospitality, are allowed only when of a modest amount, and when they are such that they do not compromise the integrity or the reputation of the parties concerned, and cannot be interpreted, by an impartial third party, as acts being carried out in order to obtain advantages in an improper way.

The acceptance of money from persons, institutions or companies, wishing to enter into business relations with GHC, is forbidden.

Anyone receiving gift proposals, preferential treatment, or hospitality, which are not seen as acts of business courtesy with modest value, or the request of them by third parties, must refuse them and immediately inform their manager or governing body.

#### 2.1.3 Anti-money Laundering

GHC undertakes to comply with all national and international rules and regulations regarding anti-money laundering. To this end, the Group's companies have adopted specific procedures that provide for the:

identification of customers/suppliers;  
prohibition to accept and execute payment orders from unidentifiable persons, with unregistered personal data, and untraceable payment (amount, name/title, address and account number), or if it is not possible, after checking the supplier/customer master data system, to ascertain strict correspondence between the account name and the supplier/customer to which to send/receive payment.

- obligation to use authorized financial operators to carry out each of the transactions referred to above;
- prohibition to use cash or other bearer financial instruments, except as provided under corporate policy, for all operations related to collection, payment, fund transfers, investment or any other use of financial resources, and a ban on the use of anonymous current accounts or savings accounts, or with fictitious letterheads.

Before establishing relations or concluding agreements with regular clients and other long-term business partners, each of the Group's companies must ascertain the counterpart's moral integrity, reputation and good name.

#### 2.1.4 Protection of Privacy

Any information and materials that come to the notice or possession of Recipients, in relation to their work or professional relations, are strictly confidential and are the exclusive property of GHC. Such information may concern present and future activities, information and undisclosed news, or news for future disclosure. With regard to confidential information, of particular importance is information on patients and on any person having relations, in any capacity, with GHC. In this respect, GHC guarantees confidentiality in data processing by adopting appropriate organizational measures.

GHC, in conducting its business, collects, manages and processes personal data in compliance with current legislation.

In this regard, GHC has taken all the necessary steps, as required under legal and regulatory provisions on the protection of personal data, and has set up a privacy management system that enables it to use an organizational and risk control model for personal data processing.

In particular, with regard to data processing on paper and through computer systems, it is mandatory to comply with the special security measures set up to prevent the risk of external intrusion (by controlling access to premises, passwords, personal identification codes, screen savers, etc.) as well as the unauthorized use or loss of data, even if accidental.

Persons who violate privacy rules could face disciplinary measures in proportion to the violation.

#### 2.1.5 Use of Computer Resources

IT and telematics resources are an essential instrument for the proper and competitive functioning of a company, since they ensure the speed, breath and accuracy of information necessary for the efficient management and control of business activities. The correct, legitimate and limited use of IT and telematics tools is pursued to ensure compliance with legislation on individual privacy. All uses aiming at the collection, storage and disclosure of data and information for purposes other than those of GHC must be avoided. In addition, damaging information, data, computers or telematics systems of others, and/or the unlawful interception, prevention or interruption of computing or telematics communication of others, must be avoided. The use of IT and telematics tools is subject to monitoring and checking by GHC.

Access to IT and telematics systems and programmes takes place in compliance with the rights of third parties on such systems and programmes, using only legitimately acquired procedures and access keys.

However, the transmission of data and information via computer and telecommunications to public entities, or in respect of documents having probative value, takes place according to the criteria of legitimacy, truth, and exact match with the facts and circumstances presented.

#### **2.1.6 Company Conduct**

GHC believes that company conduct must always be pursued in full compliance with the provisions of the law, protecting the freedom of collective decisions, and maintaining transparent and accountable conduct, even with creditors.

#### **2.1.7 Accounting Ledgers and Corporate Records**

GHC records all company activities and operations accurately and completely, in order to ensure the utmost accounting transparency for shareholders, third parties and external authorities, and to prevent false, misleading or deceptive accounting entries from appearing.

Administrative and accounting activity is carried out with the use of state-of-art IT tools and procedures to optimize efficiency, accuracy, completeness and adherence to accounting principles, as well as to facilitate the necessary controls and checks on the legitimacy, coherence and fairness of the decision-making and authorization process, and the implementation of GHC's actions and operations.

GHC believes that the accuracy and transparency of corporate financial statements are of utmost importance, which is ensured via checks by the Board of Statutory Auditors. GHC cooperates at all levels, by providing correct and truthful information on its activities, assets and operations, as well as by fulfilling any reasonable requests received from the competent Bodies.

#### **2.1.8 Financial Resource Management and Accounting Transparency**

Financial resource management must be carried out in strict compliance with the powers delegated, as well as any specific permissions to carry out particular operations. Accounting transparency is based on truth, accuracy and completeness of basic information for related accounting entries. Recipients are required to ensure that all accounting transactions are recorded correctly and promptly in the company accounts.

For each operation, adequate supporting documentation must be kept on record, in order to allow:

- swift recording of accounting transactions;
- identification of different levels of management responsibility;
- accurate reconstruction of transactions so as to reduce the likelihood of errors of interpretation.

All staff are required to promptly notify their managers, through the appropriate communication channels, of any omissions, falsifications, accounting or documentation negligence on which the accounting records are based.

The notification report must also be sent to the Supervisory Body.

## 2.2 REPREHENSIBLE BEHAVIOUR

### 2.2.1 Personal Safety and Violation of Personal Rights

GHC regards as a fundamental value the protection of a person's safety, freedom and individual personality. It thus abhors any activity that could lead to a person's injury, or any form of financing that may favour or fuel such practices, as well as the exploitation of persons or their reduction to a state of subjection.

GHC also attaches primary importance to the protection of minors and to the repression of any form of exploitation to which minors may be subjected. To this end, the incorrect use of GHC's electronic resources and, in particular, using such resources for the purpose of aiding or perpetrating crimes of child pornography, including those involving virtual images, are strictly prohibited and are totally foreign to GHC. Moreover, in order to ensure full respect for the individual, GHC is committed to complying, and to ensuring that its employees, suppliers and collaborators also comply with current legislation to protect work, with particular attention to child labour, through the preparation of specific termination clauses in related contracts with regard to non-compliance with the Code of Ethics, among other things.

Any employee or collaborator who, within the scope of their work, becomes aware of acts or behaviours that may lead to a breach in personal safety, as identified above, or constitute exploitation or the reduction of a person to a state of subjection, shall, subject to the statutory obligations in force, immediately report the matter to their managers and to the Supervisory Body. Finally, any behaviour that may constitute, or be connected to the crime of practising mutilation of the female genitals, is forbidden and totally foreign to GHC.

### 2.2.2 Harassment and Discrimination

GHC:

- a) guarantees a working environment that values the diversity of its employees, by adhering to the principle of equality, and by protecting the dignity and freedom of each employee in the workplace;
- b) does not tolerate any form of racial, sexual, political, religious or trade union membership discrimination;
- c) imposes an obligation to refrain from any form of intimidation or harassment;
- d) does not allow sexual harassment (GHC defines "sexual harassment" as any unwelcome sexual advance, even verbal, of a sexual nature affecting a person's dignity), or the creation of an intimidating climate for the person experiencing the said harassment.

Those persons who consider themselves to be the object of harassing or discriminatory behaviour, or are aware of intimidation, discrimination or harassing and/or discriminatory behaviour in progress, must inform their Department Head (Administrative or Healthcare) and/or the Chairman of the Board of Directors, as well as the Supervisory Body, who will promptly, and with the utmost confidentiality, take the appropriate action in order to overcome the awkward situation and restore a peaceful working environment.

### 2.2.3 Alcohol and Drug Abuse

The inappropriate use of alcohol and/or drugs during working hours can have adverse effects on job performance and is considered reprehensible behaviour.

### 2.2.4 Smoking

GHC does not permit smoking inside its premises. Outdoor smoking is also forbidden in the vicinity of GHC's technological systems. GHC will identify designated smoking areas in compliance with current legislation, taking into account the comfort of both smokers and non-smokers.

## 2.3 EXTERNAL RELATIONS

GHC is committed to ensuring that all the information it issues is fully transparent and authentic. It is strictly forbidden to disclose false information.

GHC ensures the provision of thorough and orderly information, in line with this Code of Ethics and with company rules, and in compliance with current legislation and the principle of transparency.

Recipients must act with the utmost fairness and integrity when relating with external persons and entities. The principles of professionalism, competence, fairness and courtesy should guide Recipients in their relations with third parties and/or the Group's companies.

To protect GHC's image and reputation, it is essential that relations with external entities are marked by:

- full transparency and correctness;
- respect for the law, in particular with regard to provisions related to offences against the Public Administration and corruption offenses between private entities;
- independence from all forms of internal and external conditioning.

### 2.3.1 Relations with Users

Recipients must pursue the highest degree of customer satisfaction, in compliance with internal procedures, and provide truthful and comprehensive information on clinical treatment protocols and services provided, in order to allow patients to make informed decisions (i.e. "Informed consent to care").

Obtaining the patient's prior consent for specific medical treatment is not only a principle regulated by the Constitutional Charter, but it is also an essential element of the professional employment contract, as well as a fundamental ethical element in the doctor-patient relationship.

By signing the consent form, the patient freely decides whether or not to undergo the proposed medical treatment, and admits to having a full understanding of the diagnosis, purpose of the treatment, associated risks, and possible alternatives.

To this end, GHC undertakes to:

- provide the patient (or his/her delegate) with the most appropriate information on the diagnosis, prognosis, prospects and possible diagnostic-therapeutic alternatives, and on the foreseeable consequences of the choices made;
- refrain from using any means of persuasion, of a scientific or other nature, that may be misleading or inaccurate;
- provide adequate and exhaustive information, also to foreigners when necessary, through interpreters with appropriate linguistic skills;
- prohibit the adoption of behaviour by Recipients which favours disparities in treatment or preferential treatment in the provision of healthcare services.

In order to establish better relations with users, GHC also undertakes to regularly monitor the proper handling of complaints.

### **2.3.2 Relations with the Public Administration**

GHC ensures full transparency and completeness of information when preparing documentation, brochures and notices for the Public Administration.

Recipients are obliged to strictly refrain from sending false and/or altered documentation to the Public Administration, or to subtract and/or omit any necessary documentation, information or data of any kind, and to refrain from engaging in conduct that might mislead the Public Administration, in particular with regard to the management of activities related to admissions and outpatient services.

All transactions entered into on behalf of the National Health Service (NHS) must be legitimate, appropriate and adequately documented to enable checks to be carried out at all times in order to: (a) verify the characteristics and reasons for the transaction; and (b) identify the parties who authorized, performed, registered and checked the transaction.

In its relations with the Public Administration, GHC must always operate in compliance with the law and, in particular:

- commitments with the Public Administration and Supervisory Authorities can only be made by the Chairman of the Board of Directors, or, where appropriate, by the competent and authorized staff;
- Recipients must provide their full availability and collaboration to persons carrying out inspections and controls;
- before legal proceedings, investigations or inspections by the Public Administration, it is prohibited to destroy or alter records, minutes of meetings, accounting records and any other type of related document, or to lie and issue false statements to the competent Authorities.

It is strictly forbidden to alter, in any way, the operation of a computer or telematics system, or to illegally intervene, in any way, on data, information or programmes, or a related system, to the detriment of the State or a Public Body, or the European Union.

Regarding the provision of public funds:

- it is forbidden to use or present statements and documents declaring facts and news that are untrue, or to omit information to obtain, for your own benefit or interest and/or for that of GHC, contributions, loans or other donations granted, for any reason, by the State, from a Public Body or from the European Union;
- it is expressly forbidden to use contributions, loans or other disbursements, however named, granted to GHC by the State, by a Public Body or by the European Union, for purposes other than those intended.

When taking part in calls for tender to obtain financing, it is necessary to:

- operate in accordance with the principles of correctness, transparency and good faith;
- assess the adequacy and feasibility of the services offered when examining calls for tender;
- maintain clear and correct relations with the relevant Public Administration official.

If funding is awarded, it is necessary to ensure:

- clear and proper handing in accordance with the provisions of the tender;
- diligent and timely fulfilment of contractual obligations, also towards third parties involved.

### 2.3.3 Relations with Organizations and Associations

GHC may:

- accept applications for contributions, originating from non-profit organizations and associations with regular statutes and instruments of incorporation, which have a high cultural or charitable standard and which involve a considerable number of citizens;
- promote and/or participate in sponsorship activities related to: medicine and scientific research, social issues, the environment, sport, entertainment and art, ensuring that all such activities offer quality assurance.

In any case, when selecting proposals, steps should be taken to prevent and avoid all potential conflicts of interest of a personal or business nature.

GHC does not make any form of direct or indirect contributions to parties, movements, committees, trade unions and political organizations, or to their representatives and candidates.

#### 2.3.4 Relations with Suppliers

Persons responsible for the procurement of goods and/or services are required to:

- respect the principles of impartiality and independence when performing their duties;
- remain free from any personal obligations towards suppliers and consultants;
- maintain good relations and conduct negotiations with a view to creating a solid basis for mutually beneficial and long-lasting relations in the interest of GHC;
- report immediately to the Supervisory Body any attempt or unmotivated attempt to alter normal business relations;
- refuse goods or services from external or internal parties in exchange for the release of confidential information, or take actions, or adopt behaviour to facilitate such parties, even if there are no direct implications for the Group.

The procurement process must reconcile both the pursuit of maximum competitive advantage for GHC, as well as loyalty and impartiality.

GHC shall ensure that the only selection criteria for hiring professionals and consultants is quality and technical competence.

For particular types of goods/services, in addition to regular selection criteria, the availability of adequate corporate quality control schemes must also be considered.

#### 2.3.5 Relations with Shareholders and the Market

GHC defines, implements and progressively adjusts a complex and homogeneous set of rules regarding its organizational structure and relations with shareholders, in compliance with the highest corporate governance standards.

GHC provides clear and complete information to ensure that shareholder decisions are based on knowledge and understanding of the company's strategies, corporate actions, management trends and expected return on investment.

GHC is continuously committed to ensuring transparent, timely and two-way symmetrical communication of information, also via its website, which can strongly influence the evolution of financial instruments issued to investors, analysts and the market, while respecting, at all times, applicable legislation.

As part of their responsibilities, all Recipients are required to properly manage confidential information, as well as understand and comply with company regulations on market abuse. Any conduct that may lead to market abuse or facilitate insider dealing and the improper disclosure of confidential information is strictly prohibited.

### 2.4 INTERNAL RELATIONS

#### 2.4.1 Rules of Conduct

Managers, employees and all medical, technical, nursing and auxiliary staff, collaborating with GHC in any capacity, are required to:

- commit to improving their skills and professionalism by enriching them through their experience and collaboration with colleagues, by having a constructive and proactive approach, and by stimulating the professional growth of their collaborators;
- contribute, through continuous professional commitment and proper personal conduct, to achieving and maintaining GHC's objectives of excellence when delivering healthcare, education and scientific services;
- keep up to date on current legislation that is relevant to their work;
- scrupulously observe the principles laid down by ethical and professional codes of conduct where applicable to their work;
- protect and maintain the confidentiality of information acquired when carrying out their work;
- respect and safeguard the company's assets, and prevent their fraudulent or improper use;
- use company tools efficiently and exclusively to carry out work activities, or activities authorized by competent internal staff;
- ensure your personal financial situation does not have repercussions on the proper conduct of your work activities;
- ensure equal treatment for all patients.

In particular, Recipients are strictly prohibited from:

- using scientific or other methods of persuasion which may be misleading or untruthful;
- providing unnecessary services or declaring services that were not performed.

#### 2.4.2 Employee Rights and Duties

Employees have certain rights and duties, depending on the type of employment contract (long-term or temporary), and the rules laid down by the Civil Code and the law.

##### Rights

Employees are, *inter alia*, entitled to:

- a) economic and regulatory treatment as provided for by the laws and by collective, company and individual labour agreements;
- b) health and safety measures in the workplace, which comply with current legislation on safety and hygiene;
- c) legal assistance in cases expressly provided for in collective and individual contract rules.

##### Duties

Employees have, *inter alia*, the duty to:

- a) know and observe current legislation, processes, procedures and corporate guidelines, as well as the principles contained in this Code;
- b) comply with the provisions and instructions issued by GHC and/or its Managers;

- c) fulfil all the necessary obligations to protect safety and health in the workplace;
- d) provide colleagues and/or their managers with adequate collaboration, by communicating all relevant information and putting in place all available means to operate with maximum efficiency when carrying out assigned tasks in the pursuit of common objectives;
- e) avoid spreading or creating false beliefs in relation to your position, role or powers within GHC, and the role of GHC itself, by taking immediate action in order to eliminate any misunderstanding;
- f) refrain from performing acts in breach of official duty, or omit or delay an act of official duty for undue advantage or promise of money or any other benefit for oneself or for others;
- g) treat all stakeholders correctly and fairly in order to maintain market trust and the confidence of suppliers towards GHC; also avoid offering favours or applying undue pressure, real or apparent, in order to obtain special advantages from certain suppliers;
- h) refrain from using information obtained in the course of work activities for personal purposes or to obtain financial or non-financial advantages;
- i) promote knowledge of the Code with all persons with whom you have formal or informal relations in the context of work activities;
- j) avoid, under any circumstances, disparaging GHC and/or any entity that has, or had, relations of any kind, and in any way, with GHC;
- k) refrain from participating in informal meetings with subjects interested in obtaining information on matters relevant to work activities, unless expressly authorized by the Chairman of the Board of Directors;
- l) avoid attending associations, clubs or other bodies of any kind whenever this may result in obligations, restrictions, or expectations that could interfere with your work activities;
- m) refrain from using working tools, including telephone lines, for personal needs, except in cases of urgency, and take care of the premises, furniture, vehicles or materials at your disposal;
- n) avoid drawing profit or benefit, directly or indirectly, financial or otherwise, with or without harm to GHC, from your work activities, except for remuneration received from GHC;
- o) use appropriate behaviour, language and clothing in the working environment;
- p) avoid using diagnosis and treatment codes that are different from those of the service actually provided;
- q) avoid recording outpatient services under inpatient admissions;
- r) refrain from generating two invoices for the same service;
- s) avoid issuing credit notes, even by mistake, for services already invoiced, inexistent services, or non-eligible services;
- t) refrain from adopting behaviour which tends to alter the proper management of waiting lists;
- u) refrain from altering or tampering with any part of a Medical Record;
- v) avoid using, for your own purposes, projects, systems, procedures, methodologies, relationships or other interventions or activities, developed by GHC, for which the latter holds property rights.

### **2.4.3 Human Resources Management**

GHC is committed to enabling its doctors and employees to fully develop their skills and competencies, to expend their energy and creativity, and to fully realize their potential.

GHC is also committed to providing equal job opportunities for all its staff, based on professional qualifications and performance capabilities, without any form of discrimination, and by selecting, hiring, and remunerating staff on the basis of merit and competence, without discrimination based on political and trade union affiliation, religion, race, language or sex, in compliance with all applicable laws, regulations and directives.

### **2.4.4 The Environment and Safety**

GHC manages its activities by pursuing excellence in the field of environmental protection and the safety of its medical staff, employees, patients and third parties, with the objective of continual improvement of its performance in the aforementioned areas, by:

- a) complying with current legislation on safety and the environment;
- b) drawing up and communicating the necessary guidelines for environmental protection and safety;
- c) promoting employee participation in preventing risks and environmental protection, and in ensuring the health and safety of its staff, colleagues and third parties.

## **3. IMPLEMENTATION, DISSEMINATION AND CONTROL ARRANGEMENTS**

### **3.1 Reporting Requirements to the Supervisory Body**

All Recipients are required to promptly report to the Supervisory Body all violations to the Code of Ethics and the Organization, Management and Control Model, as set out in Italian Legislative Decree No. 231/2001, by the law, and by the company's internal procedures.

GHC has activated appropriate communication channels, in particular, a special electronic mailbox to which any notifications of non-compliance with the provisions of this Code may be sent.

Persons reporting violations will be protected from all forms of retaliation, discrimination or penalization, and the person's identity will be kept confidential, without prejudice to the requirements of the law and to the protection of the rights of the Company or of persons wrongly accused and/or accused in bad faith.

### **3.2 Controls**

#### **3.2.1. Internal Controls**

All GHC activities and operations must be carried out in compliance with current legislation, processes, procedures, corporate guidelines, and the principles contained in this Code.

All operations must be adequately supported by relevant documentation so that checks can be carried out at any time to certify the characteristics and motivations of the operation, and to identify the persons who authorized, recorded and verified the operation.

GHC carries out checks to:

- assess whether Directors, Statutory Auditors, Managers, Employees, Collaborators and, in general, all Recipients, comply with the rules of the Code of Ethics and with the processes and procedures adopted by GHC, and to intervene if the Code is violated by adopting the appropriate measures;
- periodically check that the company's procedures and organization model comply with current legislation and are adequate in terms of efficiency, effectiveness and economy;
- check that GHC's business administration complies with current legislation.

Controls are carried out by the Administration and Healthcare Departments, Audit Board and the Supervisory Body, regarding issues in their respective areas of responsibility. All operations related to such controls must be adequately documented.

### 3.2.2 Supervisory Body Controls

Proper compliance and implementation of this Code of Ethics by GHC and the Group's companies is assured by the Supervisory Body of Garofalo Health Care S.p.A., established pursuant to Legislative Decree 231/2001, as Guarantor of the Code of Ethics.

The Supervisory Body performs the following functions:

- a) distributes and promotes knowledge of the Code to all Recipients and ensures, together with the Chairman of the Board of Directors, its correct interpretation;
- b) proposes that the Board of Directors, in collaboration with the Administration and Healthcare Departments, regularly review the Code in order to adjust its contents to new internal organizational requirements, following changes to the aforementioned general legal framework;
- c) verifies, monitors and evaluates cases of non-compliance with the Code, and in the case of infringements, proposes appropriate measures in accordance with existing legislation;
- d) checks, monitors and assesses the existence of situations of conflict of interest in order to enable competent authorities to take the necessary measures;
- e) receives from Recipients notifications of behaviour that violate the Code, and when necessary, protects such employees from any pressure, intimidation and retaliation;
- f) Informs responsible Department Heads of any anomalous staff behaviour so that appropriate measures can be taken.

The aforementioned activities are carried out periodically with the support of the competent management departments.

Any information destined to the Supervisory Body, as Guarantor of the Code of Ethics, can be sent to:

Supervisory Body of  
Garofalo Health Care S.p.A.  
Piazzale delle Belle Arti 6  
00196 Rome

or

email address: [odv231@garofalohealthcare.com](mailto:odv231@garofalohealthcare.com)

### 3.3 Violations and Disciplinary Measures

Violations of the provisions and principles laid down in the Code of Ethics may result in the application of sanctions and/or additional measures, also of a precautionary nature, as set out in the Organization, Management and Control Model, pursuant to Legislative Decree 231/2001.

In particular, the principles set forth in this Code of Ethics are an integral part of the conditions that regulate GHC's internal working relations. Any breaches of this Code will give rise to the application of sanctions, in accordance with GHC's current disciplinary system.

Failure to comply with the provisions laid down in this Code may result in termination of employment of staff, freelance physicians, collaborators and suppliers, in accordance with the employee's contract, and/or revocation of powers, or the dismissal of members of governing bodies, in compliance with the provisions of applicable legislation and internal regulations, without prejudice to GHC's right to claim compensation for any damage incurred as a result of the alleged conduct.

In the event of reports on possible breaches of the Code (without prejudice to the notification requirement referred to in Article 3.1) each person is required to contact their manager (who will report to the Supervisory Body), except when this is not feasible for practical reasons.

It is forbidden to conduct personal investigations or to report violations to persons without specific responsibility.

The Supervisory Body, having autonomous powers of initiative and control, verifies the alleged breach of the provisions of the Code, and as required by the situation, recommends that the competent authorities adopt appropriate measures.

Periodically, the Supervisory Body also reports to the Board of Directors and the Board of Statutory Auditors on the activities referred to above.

### 3.4 DISCLOSURE AND DISTRIBUTION OF THE CODE OF ETHICS

GHC undertakes to communicate the values and principles contained in the Code of Ethics to all Recipients, and to guarantee its internal and external dissemination, by:

- distributing the Code to all Corporate Body Members, Managers, Employees and collaborators in any capacity;
- making the Code available to all Recipients and any other partner by publishing it on the company's corporate website.

All Administrators, Statutory Auditors, Managers, Employees, and all healthcare, technical, nursing and auxiliary staff, as well as auditors, consultants and main suppliers, are required to take note of the Code and to adhere to the rules and provisions contained therein.