

**ORGANIZATION, MANAGEMENT
AND CONTROL MODEL
PURSUANT TO LEGISLATIVE
DECREE NO. 231/2001 AND LAW
NO. 190/2012**

**INTERNATIONAL CENTER FOR ENVIRONMENTAL
MONITORING**

Code of Ethics

Approved by the Board of Directors on 28 April 2021

Foreword

Fondazione CIMA, acronym for International Centre on Environmental Monitoring, was founded in 2007. Its founders are the Italian Civil Protection Department - Presidency of the Council of Ministers; the University of Genoa; the Liguria Region and the Province of Savona. All the founders are members, through their delegates, of the



Board of Directors. In 2019, the Regional Agency for the Protection of the Ligurian Environment (ARPAL) joined the Board of Directors, together with the founding bodies.

Fondazione CIMA is a non-profit research institution of general interest of the country and its purpose is to promote study, scientific research, technological development and higher education in engineering and environmental sciences for the protection of public health, civil protection and the protection of aquatic and terrestrial ecosystems, as well as promoting and supporting training, research and technological development in the fields of Civil Protection, *Disaster Risk Reduction* and Biodiversity.

The history of **Fondazione CIMA** has its deepest roots in the need to study strategies for the mitigation of flood and landslide risk. Research in this area was entrusted in the mid-80s by the then Minister of Civil Protection Giuseppe Zamberletti to Franco Siccardi, Professor of Engineering at the University of Genoa, now President emeritus of the Fondazione CIMA. Mr. Siccardi, first within the framework of the

University of Genoa, and then in that of the Interuniversity Centre, directed this line of research until 2004. After a few years, it was thanks to an idea by Mr. Siccardi himself, with the support of Mr. Bernardo De Bernardinis, then Deputy Head of the Civil Protection Department, that the skills acquired by this research group gave life, in 2007, to the current **Fondazione CIMA**.

In its ten years of life, **Fondazione CIMA** has grown also from a numerical point of view: the staff has gone from the initial 20 units to about 100 people with different specializations. Research and service activities have also grown, passing from ten to about fifty projects a year, of which more than half benefiting 30 countries around the world. All this great wealth of knowledge acquired over time, and in continuous evolution, has been made available to the engineers of tomorrow thanks to the collaboration with the University of Genoa which has given life, on the University *Campus* of Savona, to the new course of study in Risk Management.

Furthermore, **Fondazione CIMA**, on the basis of the provisions of Law no. 190/2012, and in accordance with the provisions contained in the National Anti-Corruption Plan, as well as the provisions of the National Anti-Corruption Authority, being an organization subject to public control, it has adopted its own Corruption Prevention Plan in order to define a control, prevention and tackling system against corruption and illegality by also appointing its own Head of Corruption Prevention (RPC). Furthermore, in 2018, **Fondazione CIMA**, in line with the Italian Public procurement Code, was included in the list of Contracting Authorities and Contracting Entities that operate through direct assignments to its own in-house "companies", with the **Fondazione Acrotec** as the in-house body.

Part I

General principles

1. Scope and Updating

The recipients of the Code of Ethics are the members of the Board of Directors, the Board of Auditors, the Independent Assessment Body (OIV), collaborators, *partners*, in-house subjects and employees of the **Fondazione CIMA**, who are obliged, to the extent applicable, to comply with the provisions therein. **Fondazione CIMA** also requires its suppliers, customers, consultants to act in accordance with the provisions of this document. The Code of Ethics is applied in relation to the activities carried out, having regard to the principles and rules of our legal system.

2. Principles of conduct

In the carrying out of its business and, in particular, in internal relations and relations with third parties, **Fondazione CIMA** complies with the principles of transparency, good faith, legality, loyalty, correctness, respect, honesty, confidentiality, health and safety in the workplace, trade union relations and fair competition, expressed by our legal system, having specific regard to the purposes expressed by Legislative Decree no. 231/2001 (Discipline of the administrative liability of legal persons, of companies and of associations even without a legal status) and other applicable regulations including Law no. 190/2012 and Legislative Decree no. 33/2013.

In this sense, **Fondazione CIMA** undertakes to ensure that the members of the corporate and control bodies, employees, collaborators, consultants, partners as well as the staff of other subjects directly involved in its business activities (in-house subjects) comply with the principles of this Code of Ethics and internal regulations. These subjects comply with this Code of Ethics, the regulations and internal procedures

of **Fondazione CIMA** also in relations with the outside: in particular, they must inform third parties about the content of the provisions of the Code of Ethics and internal regulations, in order to require respect for one's choices and behaviour. In no case, the pursuit of the interest of **Fondazione CIMA** can justify a conduct in violation of the above mentioned principles.

3. Operations and management of financial resources

Fondazione CIMA, in carrying out its activities, operates according to the principles of transparency, verifiability, consistency and congruity expressed by our legal system, having specific regard to the purposes expressed by Legislative Decree no. 231/2001, by Law no. 190/2012 and by Legislative Decree no. 33/2013. In particular, **Fondazione CIMA** identifies specific procedures and methods for managing financial resources, also in order to prevent the commission of crimes. The management of financial resources takes place in compliance with the aforementioned procedures and in line with the managerial skills and organizational responsibilities of each individual.

4. Conflict of interest

Fondazione CIMA and its staff, in the carrying out of all activities, avoid all situations in which they could find themselves, even potentially, in conflict of interest and this must be understood as the case in which personal, family or third party interests are pursued, in any case different from those of **Fondazione CIMA**, or activities are carried out that may influence the ability to make decisions in the exclusive interest of the organization, or take personal advantage of the organization's business opportunities. In these circumstances, all resources must undertake to disclose, in their respective operational areas, any interest they have in a specific operation of **Fondazione CIMA** on their own or on behalf of third parties and refrain from obtaining personal advantages in carrying out

their respective activities.

5. Confidentiality

Fondazione CIMA protects the principle of information, data and news concerning its business confidentiality and ensures that it is respected and safeguarded also by its employees and collaborators, without prejudice to compliance with the obligations of information to the public that may be provided for by laws and regulations (see Law no. 190/2012 and Legislative Decree no. 33/2013). In order to safeguard the technical, financial, legal, administrative and personnel management know-how, the members of the corporate bodies, employees and collaborators are required not to disclose information that is not in the public domain, of which they have become aware, even accidentally, and to use them for purposes strictly connected to the exercise of their functions, without abusing, directly or indirectly, of this information privilege, in the interest of oneself or of third parties and without prejudice to the organization, notwithstanding, in any case, the obligations of information to the public that may be provided for by laws and regulations. The confidentiality obligation must also be respected outside working hours and in any periods of suspension of the contract.

6. Fair competition

Fondazione CIMA carries out its business with correctness, loyalty and in full compliance with the principles of competition law. Therefore, behaviours contrary to professional correctness, collusive, predatory, abuse of rights or the position of economic dependence of others and any other conduct aimed at altering the loyalty, correctness and competitive equilibrium of the market are not permitted.

7. Quality of organization and business management

Fondazione CIMA operates in order to guarantee the quality of its services and its organization and business management, with attention to the principles indicated below:

- **RESPECT:** in carrying out its business, the organization undertakes to comply with all applicable laws and regulations, as well as this Code of Ethics. In particular, it promotes respect for and between people (internal and external), considering itself impartial in the choices made during its activity.
- **TRANSPARENCY:** the organization ensures transparent information appropriate to the context, complete and understandable so that everyone can make autonomous and informed decisions, as well as verify the consistency between declared and achieved objectives.
- **GOOD FAITH:** the pursuit of the organization's interest can never justify conduct contrary to compliance with the principles of diligence and good faith. The operations, actions and behaviours of those who work in the name and on behalf of the organization are inspired, in a formal and substantial manner, by the legitimacy, protection of the organization and fairness.
- **LEGALITY:** everyone is required to comply with the laws and, in general, with the regulations in force, being also required to comply with company regulations, as implementation of regulatory obligations.
- **LOYALTY AND FAIRNESS:** the organization is committed to fairness in the pursuit of its objectives and in collaboration with all stakeholders. Therefore, situations that could give rise to conflicts of interest must be avoided and all tools and procedures are in place to counter them.
- **HONESTY:** the organization keeps its promises to deserve the trust of everyone it works with, based on transparent and responsible behaviour.

- **HEALTH AND SAFETY IN THE WORKPLACE:** the organization favours working conditions that protect the psycho-physical integrity of people, providing workplaces that comply with current health and safety regulations. These principles are used by the organization - and by those who manage hygiene and safety in the workplace for it - to take the necessary measures to protect the safety and health of workers, including the prevention of occupational risks, information and training, as well as the preparation of an organization and the necessary means.
- **TRADE UNION RELATIONSHIPS:** the organization considers the informed and careful relationship with trade unions as its own policy of reference.
- **RESPECT FOR THE ENVIRONMENT:** the organization in carrying out its business operates in full compliance with environmental regulations without, therefore, causing any damage to the environment. **Fondazione CIMA** is committed to deepening methodologies and participating in initiatives capable of creating further human, social and environmental value. As an inspiration for the achievement of this mission, in 2011 **Fondazione CIMA** joined the UN Global Compact Network, the largest existing social responsibility initiative. This network invites the various organizations to align their strategies and activities with the universal principles of human, labour, environmental and anti-corruption rights, through actions that aim at clear social objectives. Since 2011, **Fondazione CIMA** has dedicated itself to building a network of local, national and international partners that synergistically participates in initiatives aimed at promoting the principles of the UN Global Compact Network and the 2030 Agenda.

8. Organizational Model and applicable discipline

The Code of Ethics must be considered an essential element and foundation of the Model adopted pursuant to Legislative Decree no. 231/2001 and also constitutes a systematic corpus of internal rules aimed at spreading a culture of ethics and corporate transparency and is an essential element of control system. The principles and rules contained in this Code of Ethics integrate the legislative, regulatory, statutory and contractual provisions that govern the functioning of the corporate bodies and the rights and duties of the recipients of the Code.

Part II

Rules of Conduct and relationships with Stakeholders

9. *Smart working*

Smart working is a way of executing the employment relationship. It is characterized by the absence of time or space constraints, established by agreement between employee and employer.

The definition of smart working can be found in Law no. 81/2017 "as the method of execution of the subordinate employment relationship established by agreement between the parties, also with forms of organization by phases, cycles and objectives and without precise constraints of time or place of work, with the possible use of technological tools for carrying out the work activity. The work is performed, partly inside company premises and partly outside without a fixed location, within the limits of the maximum duration of daily and weekly working hours, deriving from the law and collective bargaining".

Workers are guaranteed equal treatment - economic and regulatory - with respect to colleagues who perform the service in ordinary ways. Therefore, their protection in the event of accidents and occupational diseases is envisaged, according to the methods illustrated by INAIL in Circular no. 48/2017.

Fondazione CIMA guarantees and promotes the conduct of the activity

in this way in order to support the worker in his/her work-life balance, at the same time, encourage the growth of his productivity.

Fondazione CIMA is fully aware that this working method does not exclude the Organization's responsibility for worker safety.

Fondazione CIMA shall guarantee, to the employees in smart working, the same incentives - of a fiscal and contributory nature - foreseen for the colleagues who will operate in ordinary mode.

10. Relationships with the Founders

Fondazione CIMA was founded by the Department of Civil Protection - Presidency of the Council of Ministers; the University of Genoa; the Liguria Region and the Province of Savona. Relations with these entities are ensured by their participation, through Directors expressed by them, in the Boards of Directors. In 2019, the Regional Agency for the Protection of the Ligurian Environment (ARPAL) joined the Board of Directors, together with the founding bodies.

11. Board of Directors

The Board of Directors exercises its functions with diligence and fairness and guarantees adequate information to all its members regarding the issues on the Agenda. The Board resolves on the Organizational Model of the organization referred to in Legislative Decree 231/2001 in compliance with the legislative and statutory provisions in force, ensuring, in particular to the Supervisory Body, the necessary independence, autonomy, professionalism and continuity of action and proposing, if deemed useful or necessary, any statutory changes. All directors are required to keep confidential information and documents acquired in the performance of their functions. The directors exercise their functions with free appreciation, dedicating the necessary time and commitment and paying particular attention to knowledge of the duties and responsibilities inherent

to their office.

12. Relationships with Fondazione Acrotec

Fondazione CIMA is included in the list of Contracting Authorities and Contracting Entities that operate through direct assignments to their own in-house "companies". In this case, the "in-house" relationship is with Fondazione Acrotec. Fondazione CIMA, before proceeding with any assignment in favour of Fondazione Acrotec, will carry out an assessment of the economic adequacy of the in-house offer of the subject and in case of assignment, it will motivate this choice.

13. Relationships with employees and collaborators

For **Fondazione CIMA**, respect for employees is one of the most important and decisive factors in achieving its objectives.

The organization offers equal job opportunities, ensures fair treatment based on specific individual skills and abilities. The organization, in selecting employees and collaborators, refrains from discriminatory, racist, xenophobic behaviour, evaluating candidates on the basis of merit, competence and professionalism criteria, taking into account specific business needs.

Fondazione CIMA, in the stipulation of contracts with employees and collaborators, complies with the rules established by the legislation applicable from time to time and by the collective bargaining in force. The organization does not use or promote child, forced and irregular labour.

Fondazione CIMA protects employees from acts damaging their dignity and undertakes to guarantee their moral integrity, ensuring the right to working conditions that respect the dignity of the person and the full exercise of trade union and political rights.

In managing relationships with employees and collaborators, the

organization recognizes and protects all their rights, also in consideration of their position of subordination to managerial, organizational and hierarchical power. It is not allowed to ask employees and collaborators, as an act due to their superior, to behave contrary to the provisions of this Code.

Between **Fondazione CIMA** and its employees, at any level, there is a relationship of full trust, in which it is the primary duty of the employee to use the assets of the company and their working skills for the realization of the interest of the organization, in compliance with the principles set out in the Code of Ethics, which represent the values which the organization is inspired by.

In this perspective, all the subjects involved must avoid any situation and refrain from any activity that could oppose a personal interest to those of **Fondazione CIMA** or that could interfere and hinder the ability to assume, in an impartial and objective way, decisions in the interest of the business; any situations of conflict must be promptly reported to one's line manager.

For each of its components, the staff remuneration system must be based on assessments relating to training, specific professionalism, experience acquired, merit demonstrated and the achievement of the assigned objectives. The mere prospect of increases in remuneration, other advantages or career progression, as a counterpart for activities that do not comply with the law, this Code and internal rules and regulations is also forbidden.

14. Human resources updating and training courses

Fondazione CIMA protects and promotes the training of its employees and collaborators, in order to enrich their experience and professional and

cultural heritage. In this context, communication between managerial staff and employees and collaborators is of particular importance, in order to provide them with behavioural and professional directives.

In general, also in compliance with the provisions of the Organizational, Management and Control Model pursuant to Legislative Decree no. 231/01, the organization establishes and implements training actions in order to increase the awareness of personnel on ethics and legality issues in order to pursue the three main objectives in the context of prevention strategies, namely:

- reduce the opportunities for offences;
- increase the ability to identify offences;
- create an unfavourable context for the commission of offences.

All staff attach the utmost importance to the content of these training activities, incorporating them as essential principles in the performance of the tasks for which they are responsible.

15. Protection of human resources

Human resources are an indispensable element for the existence and development of **Fondazione CIMA**, which considers the professionalism and commitment of employees and collaborators to be essential values for achieving its objectives. The organization respects and protects the dignity, health and safety of its employees and collaborators. To this end, the organization:

- counteracts any type of discrimination relating to race, social class, nationality, religion, disability, age, sex, sexual preference, union membership or political affiliation, etc.;
- imposes the obligation to refrain from behaviours or initiatives that create an intimidating, hostile work environment or that negatively

interfere with the work performance of others, as well as from any harassing act or behaviour.

The organization therefore adapts to current regulations on health and safety in the workplace, developing an efficient risk prevention system and taking into constant consideration the technological advances in this area. Each recipient must pay the utmost attention in carrying out their activities, observing all the safety and prevention measures established so as to avoid any possible risk for themselves and their collaborators and colleagues.

The organization protects, in particular, the physical and moral integrity of its employees and collaborators, ensuring working conditions that respect individual dignity, in full compliance with individual and collective agreements, the Workers' Charter as well as the current legislation on safety and health of workers.

The organization ensures that no acts of violence or psychological coercion are carried out as well as any attitude or behaviour that damages the dignity of the person and also ensures that no behaviours aimed at inducing or forcing, directly or indirectly, the employees to adopt conduct in violation of this Code of Ethics or internal regulations and also guarantees compliance with the following principles:

- exclusion of child labour and forced labour;
- recognition of working hours not contrary to the law;
- payment of a decent wage for the worker;
- guarantee of the freedom of trade union association and the right of workers to be protected by collective bargaining;
- guarantee of safety in the workplace and healthiness of the workplace;

- prevention of any discrimination.

In particular, the employee has the right, by way of example and not limited to:

- to the economic and regulatory treatment provided for by the applicable collective labour agreement and by the provisions of current legislation;
- to carry out the functions connected to one's own qualification or possibly to a higher qualification in compliance with the laws in force and collective bargaining;
- to receive adequate professional training taking into account the needs and personal characteristics of each one;
- the protection of health and safety in the workplace, as well as the confidentiality of personal data in compliance with the company regulations in force, current legislation and the principles contained in this Code of Ethics;
- to a management of working hours and overtime in compliance with the legislation in force for the sector and a remuneration in compliance with the legislation on the subject.

16. Processing of personal data of employees and collaborators

The *privacy* of employees and collaborators is protected through the adoption of adequate rules in relation to the type of information to be requested and through the use of specific methods of processing, security and storage of personal data. The processing of personal data of employees and collaborators is allowed only in compliance with current legislation and, in any case, offering them the widest information and assistance.

17. Principles of conduct of employees and collaborators in relations with the organization

The conduct of each employee and collaborator shall comply with the principles of professionalism, transparency, correctness and honesty, as well as with respect for the rules dictated by the Code of Ethics, the contractual rules governing the employment relationship with **Fondazione CIMA** and the provisions and instructions relating to the company's activity. The organization ensures that employees and collaborators operate in accordance with company policies and behave with loyalty, availability and courtesy towards colleagues and other people with whom they come into contact during the performance of their duties - both in the workplace and outside.

Any employee or collaborator who becomes aware of violations or attempted violations, within the company, of this Code of Ethics, is required to report them to their hierarchical superior, if committed by other employees or collaborators, or to the Supervisory Body referred to in Part III of this Code of Ethics, if committed by their hierarchical superiors.

Where the reports are found to be unfounded and made with wilful misconduct, sanctions may be applied to the employee or collaborator in accordance with the disciplinary and sanctioning system.

18. Use of corporate assets, means and resources

Employees and collaborators are required to use goods, means and resources made available to them in compliance with their intended use and in such a way as to protect their conservation and functionality. In the use of company assets, means and resources, they are, therefore, bound to behave responsibly and in line with the operating procedures set up to regulate their use. Each employee and collaborator is responsible for the

assets, means and resources entrusted to them and is required to promptly inform his manager about their improper or harmful use for the organization's assets.

With regard to IT or telematic systems protected by security measures, it is expressly forbidden to enter them and to obtain, reproduce, disseminate, communicate or deliver suitable codes or passwords for access.

In any case, with regard to IT or telematic systems, it is forbidden:

- damage and destroy them;
- damage and destroy the information, data or programs contained therein or pertinent to them;
- favor their total or partial interruption or alteration of their functioning;
- intercept communications relating to them;
- use them for purposes other than those of the organization.

The assets of corporate data and information are strategic for **Fondazione CIMA**, therefore each recipient is required to protect it and to adopt suitable measures to prevent damage and unauthorized disclosure of information.

19. Relationships with third parties

In accordance with the principles of legality, loyalty, correctness and transparency expressed by our legal system, it is forbidden for members of corporate bodies, employees and collaborators of the organization to make or promise, even indirectly, donations of money or of other utility to third parties, in order to unduly promote or favour the interests of the organization as well as to accept for oneself or for others the promise or the giving of sums of money or other benefits to unduly promote or favour the interest of third parties.

Only the giving of gifts of a symbolic nature or of modest value, attributable to promotional activities or acts of courtesy, is allowed.

Where differences arise with third parties in the performance of company activities, the organization is available to seek conciliatory solutions, in order to overcome the conflicts in the best possible way.

20. Selection and relationships with Suppliers

In the suppliers' selection and relationships, **Fondazione CIMA** objectively and globally assesses the economic convenience, the technical and economic capabilities and the overall reliability of its interlocutors. In particular, the organization takes into account elements such as financial strength, abilities, skills, professionalism, design resources, know-how and the adoption of specific corporate quality control systems.

The organization ensures that the negotiations and contractual relationships with suppliers and other interlocutors are based on the utmost correctness and seriousness and are conducted in compliance with current legislation.

21. Relationships with Clients

Fondazione CIMA has as its main objective the full satisfaction of the needs of the subjects to whom it provides its services as well as the creation of a relationship inspired by correctness, transparency and efficiency.

The organization ensures that the negotiations and contractual relations with the subjects to whom it delivers its services are based on the utmost correctness and seriousness and are conducted in compliance with current legislation. Relations with the subjects to whom the organization provides its services are governed by specific agreements, structured in a clear and understandable way.

22. Relationships with consultants

In the selection of its consultants, **Fondazione CIMA** behaves in an impartial and non-discriminatory way, adopting criteria of merit, competence and professionalism and in compliance with the sector regulations for their identification. Relations with consultants are governed by specific agreements, based on maximum clarity and comprehensibility.

23. Relations with the Public Supervisory Authorities and Institutional Bodies

In its relationships with Public Supervisory Authorities and Institutional Bodies, **Fondazione CIMA** is inspired by principles of transparency, professionalism, full cooperation, integrity and professional correctness, avoiding influencing their decisions or requesting preferential treatment through the promise, the offer or granting of remuneration or other benefits.

The organization maintains relationships with the aforementioned subjects based on full and effective collaboration, making available, in a timely manner, any information requested by them in carrying out the preliminary activities and complying with the provisions issued.

In order to ensure maximum transparency, the organization also undertakes to avoid taking any form of undue advantage from any personal or family relationships with officials of the Authorities.

The organization, in the relationships with the Institutional Bodies, aimed at allowing the organization itself to evaluate the legislative and administrative activity in the sectors of interest, adopts, in any case, a correct and transparent conduct, avoiding any attitude of a collusive or coercive nature.

24. Relationships with Political Parties, Trade Unions and Associations

Fondazione CIMA does not make contributions, directly or indirectly, to

political parties, committees and movements, nor to its representatives or candidates and refrains from any form of pressure aimed at obtaining favours or privileged treatments.

Similarly, the organization does not make contributions, directly or indirectly, to trade unions, consumer protection associations, in order to influence its conduct in the context of judicial proceedings against **Fondazione CIMA** or in order to prevent any disputes regarding their initiatives and activities.

It is, however, possible to contribute to the activity of political parties, organizations and associations, also through the donation of financial resources, only in the cases and in the manner prescribed by law and, in any case, within the context of specific projects and initiatives clearly identified, respecting precise criteria of conduct, such as the clear and documentable allocation of resources and the express authorization by the corporate bodies or the managers responsible for managing such relationships.

25. Contributions and Sponsorships. Relationships with the press and mass media

Fondazione CIMA carries out its projects and activities ensuring full transparency of the choices made, characterized by strict compliance with the laws and regulations of Italy or of the country in which the organization operates.

Any sponsorship and patronage activities promoted by the organization may concern sports events, shows, restoration of artistic and archaeological heritage, cultural events and initiatives related to social, humanitarian and environmental issues, which offer a guarantee of quality and to the success of which the organization can contribute.

Participation, in the name or on behalf of the organization, in committees,

associations or events of any kind must be expressly authorized.

In any case, in the stipulation of sponsorship or patronage contracts, the organization maintains a correct and transparent conduct, avoiding any pressure on the interested parties.

The organization, in compliance with the regulations, if requested, promptly and completely provides the information, clarifications, data and documentation requested by the corporate bodies responsible for controlling corporate management, public supervisory authorities, institutions, bodies, shareholders, suppliers, etc.

Any request for news from the press or the media, received by the persons involved belonging to **Fondazione CIMA**, must be communicated to the persons responsible for external communication.

Without prejudice to the obligations regarding privileged and confidential information and any other information obligations that may be required by the organization by laws and regulations, relations with the press and other mass media are managed solely by the competent corporate functions.

In any case, the organization ensures that the information disclosed is truthful, transparent and consistent with corporate policies.

26. Relationships with the Public Administration

The relationships between the members of the corporate bodies, the employees and collaborators of the Fondazione CIMA and the Italian or foreign Public Administration must always be inspired by the principles of legality, loyalty, correctness and transparency expressed by our legal system, having specific regard to the purposes expressed by Legislative Decree no. 231/2001 and by Law no. 190/2012.

It is forbidden for members of the corporate bodies, employees and collaborators of the organization to make or promise to officials or employees of the Italian or foreign PA donations of money or other benefits or to engage in conduct contrasted with what provided for in this Code of Ethics, even indirectly, in order to unduly promote or favour the interests of the organization. Only the giving of gifts of a symbolic nature or of modest value, attributable to promotional activities or acts of courtesy, is allowed.

In particular, it is forbidden for members of corporate bodies, managers, employees and collaborators:

- to promise or grant money, advantages or other benefits in order to obtain the issuance of authorizations, permits or other measures by the PA, as well as contributions, social security and welfare benefits;
- to submit untruthful declarations or implement tricks and deceptions aimed at the undue achievement of contributions, disbursements, loans;
- to prevent or hinder the exercise of the inspection functions by the PA, in order to avoid the application of a sanction or to negotiate the amount;
- to adopt fraudulent, deceptive or unfair behaviour that can mislead the PA at the headquarters and as a result of public procedures.

Part III

Tools for applying the Code of Ethics

27. Internal control system

Fondazione CIMA adopts specific tools and appropriate procedures in order to implement the Code of Ethics and to ensure compliance with it. To this end, a Supervisory Body (SB) is established, identified in the Supervisory Body on the Organizational Model adopted pursuant to Legislative Decree no. 231/2001. The Supervisory Body exercises the functions attributed to it in relation to the Organizational Model also with reference to the Code of Ethics, of which it is the guarantor, the latter constituting an integral and substantial part of the Model itself. The Supervisory Body will collaborate with the Head of Corruption Prevention as far as it is concerned. In any case, the Supervisory Body shall be entrusted with no duties, nor is it attributed any decision-making powers or powers of a preventing nature regarding the performance of the respective activities by the recipients of the Model, also with reference to the provisions of the Code of Ethics.

Any situation potentially liable to generate a conflict of interest or in any case likely to prejudice the recipient's ability to make decisions in the best interest of the organization, must be immediately communicated by the director, the employee, the consultant, the collaborator, the supplier and the business partner to the Supervisory Body and determines, for the recipient in question, the obligation to refrain from carrying out acts connected or relating to this situation.

The employee who is aware of the perpetration of offences must report

the incident in accordance with the procedures that the organization has applied to whistle-blowing and the recipient will, guaranteeing the absolute confidentiality of the subjects involved, evaluate the actual violation, working from time to time to adopt all the measures deemed appropriate.

The violation of the principles and provisions contained in this Code, or the objective impossibility of implementing the provisions of Model 231, must be promptly reported, in writing, to the Supervisory Body which will then have to carry out the related checks to eventually inform the Board of Directors competent to impose disciplinary/contractual sanctions in the event of ascertained violations.

All reports received will be handled in such a way as to avoid any form of retaliation, discrimination, penalization against reporting person; it ensures the confidentiality of the identity of the person making the aforementioned report, without prejudice to legal obligations and the protection of the rights of persons accused erroneously or in bad faith.

The Supervisory Body implements all the initiatives, both inspection and consultancy support, to ensure compliance and implementation of the Code of Ethics.

28. Dissemination and knowledge of the Code of Ethic

The Supervisory Body, also on the basis of the indications provided by the company functions, organizes specific training programs, suitably differentiated according to the seniority, role and organizational responsibilities of the participants, in order to ensure a generalized dissemination of the Code of Ethics and a correct understanding of the same within the company. A copy of the Code of Ethics will be made available within the company. The organization ensures the maximum

dissemination of the Code also outside the company, providing the necessary interpretative support of the provisions contained therein, in order to fully inform clients, suppliers, consultants and all other interlocutors, both private and institutional, about the values it intends to promote and, in general, the company policy that inspires it.

29. Financial statements and other corporate communications

The entire process of preparing, drafting, approving and disseminating the financial statements and, in general, corporate communications is conducted in such a way as to ensure compliance with the legislative, statutory and regulatory provisions as well as the correctness of the documentation and imputation of the deeds and decisions made. In carrying out the aforementioned activities, all the corporate bodies and corporate functions involved guarantee a correct and transparent behaviour so as to provide utmost cooperation and - in compliance with legal limits - accurate and clear information, data, estimates and processing. The resources involved in the aforementioned activities are required to strictly comply with company instructions: only their correct implementation guarantees the possibility of identifying who is responsible for the decision-making, authorization and performance of company activities.

The Human Resources involved in the aforementioned activities are required to strictly comply with company instructions: only their correct implementation guarantees the possibility of identifying who is responsible for the decision-making, authorization and performance of company activities.

Fondazione CIMA deems the transparency of accounting, financial statements, reports and other corporate communications required by law

an essential principle in the conduct of business and ensures that its financial, accounting, economic and equity activities are correct and transparent.

30. Non-compliance and Sanctions

In order to ensure compliance - by all recipients - with the rules of conduct identified by this Code of Ethics, **Fondazione CIMA** adopts an adequate system of sanctions.

31. Collaborators, clerks, middle managers and executives

Violations of the rules contained in this Code of Ethics, carried out by employees and managers, are to be considered as breaches of the obligations inherent in the employment relationship, also pursuant to Articles 2104 and 2106 of the Italian Civil Code, and disciplinary offences, sanctioned by the application of measures corresponding to those identified by the applicable National Collective Agreement. The sanctions shall be graded according to the severity of the punished behaviour and shall be imposed in compliance with the provisions of the Organizational Model adopted pursuant to Legislative Decree no. 231/2001 or, failing that, with the relevant resolutions of the Board of Directors.

The measures deemed most appropriate can also be applied to collaborators, in accordance with the provisions of the individual contract, in the specific supplementary letter of the individual contract signed for acceptance or in the *partnership* agreements, in compliance with the provisions of the Organizational Model referred to in Legislative Decree no. 231/2001 or, failing that, as resolved on the matter by the Board of Directors, without prejudice, in any case, to the request for compensation by the organization, where the latter has suffered damage as a result of such behaviour.

32. Directors

The Board of Directors, where it recognizes a violation of the rules of conduct contained in the Code itself, also after hearing the aforementioned SB, in the conduct of the President, Vice President, Directors - including those with delegated powers - or Managers, shall take the most appropriate measures, including the self-procurement of transactions falling within the proxies, the modification or revocation of the delegated powers themselves and the calling of a Shareholders' Meeting for the possible adoption, in the most serious cases, of the measures against the aforementioned subjects, referred to in Articles 2383 and 2393 of the Italian Civil Code.

33. Adoption of the Code of Ethics

This Code of Ethics is adopted by the Board of Directors of **Fondazione CIMA** and made available to all company representatives, employees and third parties, including through publication on the organization's website.