

CODICE ETICO

MATER OLBIA spa

APPROVATO DAL CONSIGLIO DI AMMINISTRAZIONE IL 09.02.2020

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SOMMARIO

DEFINITIONS	4
1. PREMISE	5
2. SCOPE	6
3. GENERAL PRINCIPLES	6
3.1 Compliance with the regulations in force.....	6
3.2 Equality and rejection of any discrimination.....	7
3.3 Respect for dignity and integrity of the person	7
3.4 Protection of Health	7
3.5 Honesty and transparency	8
3.6 Development of staff	8
3.7 7 Quality of services	8
3.8 Risk Culture.....	9
3.9 Internal Control.....	9
3.10 Conflict of interest.....	9
3.11 Data and information protection and confidentiality.....	9
3.12 Equity of the authority and transparency in the identification of organizational roles	10
3.13 Protection of intellectual property rights.....	10
3.14 Safety, health and hygiene	10
3.15 Protection of the environment	11
3.16 Protection of the heritage	11
3.17 Anti-money laundering and anti-corruption.....	11
3.18 Reputation and image of the Entity	11
3.19 Respect for the competition.....	11
3.20 Fight against terrorism, organized crime and subversion of the constitutional order	12
4. RULES OF CONDUCT	12
4.1 External Relations.....	12
4.1.1 Relations with the Suppliers.....	12
4.1.2 Relations with other supplying Entities	14
4.1.3 Relations with the Public Administrations	14
4.1.4 Economic relations with political parties, movements and associations	16
4.1.6 Relations with the Judicial Authority.....	16
4.1.7 Relations with the media.....	16
4.1.8 Gifts and Gratuities from Suppliers, Consultants and third parties in general	16
4.1.9 Prevention of anti-laundering and self anti-laundering.....	17
4.1.10 Transparency in accounts	17
4.1.11 Protection of trademarks, patents and intellectual property	18
4.1.12 Confidentiality of data and information and personal data protection.....	18

5. POLICIES CONCERNING THE EMPLOYEES.....	19
5.1 Selection of the staff	19
5.2 Establishment of the employment and cooperation relationship	19
5.3 Staff training and development.....	20
5.4 Staff management.....	20
5.5 Duties of the personnel.....	20
5.6 Use and protection of company property.....	21
5.7 Use of information tools and applications	21
5.8 Traceability	22
5.9 Collateral activities	22
6. RULES OF CONDUCT IN HEALTH AND RESEARCH ACTIVITIES	22
6.1 Centrality of the patient.....	22
6.2 Management of accreditations	23
6.3 Access to healthcare performances and hospital services.....	23
6.4 Supply of healthcare services.....	24
6.5 Health documentation.....	24
6.6 Reporting performances provided	25
6.7 Management of clinical studies.....	25
6.8 Ethical advice on the activities of basic and clinical trials	25
7. IMPLEMENTING AND CONTROL PROVISIONS	25
7.1 Entry Into Force And Efficacy Of The Code Of Ethics	25
7.2 Implementation of the Code of Ethics inside the Entity.....	25
7.3 Implementation of the Code of Ethics on behalf of third parties	26
7.4 Dissemination of the Code of Ethics.....	26
7.5 Internal Control System.....	26
7.6 Surveillance and observance of the Code of Ethics	27
7.7 Reporting	27
7.8 Disciplinary Sanctions and Proceeding	27
7.9 Update of the Code of Ethics.....	27

DEFINITIONS

CCL: Collective Employment Contract

BOD OR ADMINISTRATIVE BODY: Mater Olbia Board of Directors

C.C.: Civil Code

COLLABORATORS: subjects having a para-subordinate work relationship with this Entity including interns, trainees, seconded post-graduate students and entities operating on the basis of specific agreements

CONSULTANTS: natural persons, who, on the basis of their professional skills, provide their intellectual work in favour or on behalf of the Entity according to a mandate or other contractual professional relationship

C.P.: Penal Code

RECIPIENTS: the members of the Corporate Bodies, the employees and the collaborators of Mater Olbia as well as seconded personnel working in this Body or operating on the basis of special conventions (e.g. specializing doctors). Also consultants, suppliers and all the ones who, even if they don't belong to the aforesaid categories are the recipients of this Model and operate according to a mandate or on behalf of Mater Olbia (partners, business procurers, intermediaries, etc.). In this document the definition for Recipient must be seen in the context of and with reference to the topic which is being dealt with.

LEGISLATIVE DECREE 231/2001: Legislative decree 8 June 2001, nr. 231 and subsequent amendments and integrations

EMPLOYEES: subjects having a subordinate work contract with the Entity or supplied by temporary employment agencies

ENTITY OR COMPANY: Mater Olbia Spa, Strada Statale 125 Orientale Sarda, 07026 Olbia SS

SUPPLIERS: contractual counterparties of the Entity, natural or legal persons, with whom the former arranges any form of "passive" contractually regulated collaboration.

GDPR: General Data Protection Regulation, or the EU Regulation 2016/679

PERSONS IN CHARGE OF A PUBLIC SERVICE: whoever performs a public service, in any capacity whatsoever, to be intended as an activity regulated by the same forms of the public function, but characterized by the lack of its typical powers in pursuance of art. 358 of the Italian criminal code.

MATER OLBIA: Mater Olbia Spa, Strada Statale 125 Orientale Sarda, 07026 Olbia SS

MODEL: Organizational Management and Control Model in pursuance of Legislative Decree 231/2001 adopted by Mater Olbia

ODV: Mater Olbia Supervisory Body set up in accordance with art. 6 of the Decree

P.A.: Public Bodies, Concessionary Bodies of a Public Service, natural or legal persons acting as Public Officers, persons in charge of Public Service, members belonging to a body of the European Community, an officer of the European Communities or official of a Foreign State, the judiciary, the Public Supervisory Authorities ecc.

PUBLIC OFFICIAL: the person who carries on a legislative, judicial or administrative public function in pursuance of art. 357 of the Italian criminal code.

CRIME: the types of crimes to which the discipline established by the Decree applies

SDO: Hospital Discharge Database

REPORT: notification to the Supervisory Body on a conduct which does not comply with the rules of the Model, the implementing Protocols and the Code of Ethics.

GOVERNANCE SYSTEM: set of rules (laws, regulations, organization, delegations, powers, etc.) which discipline management and control of any public or private body at any level.

SSN: National Health Service

SSR: Regional Health Service

1. PREMISE

Mater Olbia has adopted, with Board deliberation of 9 February 2020, its own Code of Ethics to formalize fundamental ethical values which is inspired to and which the recipients of the code must comply with in the performance of the duties and functions they have been assigned.

Mater Olbia, while performing its clinical and care, scientific and administrative activities is inspired by mandatory ethical principles with the conviction that a conduct which is characterized by the strict observance of said principles constitutes an indispensable guarantee for the future development, the good functioning, the reliability and the reputation of the Entity itself and for the economic and social growth of the territory where it operates with the aim of securing excellent and accessible care to everybody, to the entire community.

This Code lays down the general ethical principles which Mater Olbia is inspiring its activities to as well as the conduct criteria that the recipients must comply with while performing the tasks they have been assigned as complementary to the professional ethics based on the professional guild or board they belong to, the provisions in force and the contractual agreements made.

Recipients shall comply with and shall have the others comply with the applicable laws and rules for the activities carried out outside the territory of the Italian Republic and shall orient their actions and their conduct to said principles, the objectives and commitments referred to in the Code.

Recipients are required to know, respect and implement the provisions laid down in this Code reporting, if necessary, shortcomings and failures to comply with it.

Each Recipient, within the responsibilities and duties related to the role covered, shall guarantee the maximum level of professionalism in the performance of the tasks assigned, thus contributing to the achievement of company objectives.

In no event, however, may the pursuance of the interest of the Entity justify any conduct that is not in line with the provisions of this document and, therefore, the recipients are not authorized to act in order to gain a benefit or interest of the Entity itself in breach of the provisions of this Code.

The Code is integral part of the Organization, Management and Control Model established in accordance with Legislative Decree 231 of 8 June 2001 and, for such reason, assumes greater significance and importance in so that it is also relevant in terms of administrative responsibilities of Mater Olbia.

The compliance with the provisions of the Code is integral part of the contractual obligations of the Employees, also in accordance with art. 2104 of the Italian Civil Code and, therefore any possible violation will lead to the application of the consequent penalties. The violation of the provisions of this Code from the other Recipients represents a breach of the contractual obligations which may result in the immediate and unilateral termination of the legal relationship and in the compensation for the damages possibly arising for the Entity due to such breach.

In order to ensure that the ethical principles and conduct criteria established in this document are disseminated as widely as possible Mater Olbia, apart from organizing ad-hoc training activities, shall ensure that all the new Recipients, together with the Model, are provided with a copy of this Code. Suppliers, Consultants and third parties in general are required to read the Code of Ethics which can be found in the company's website.

Third parties operating with Mater Olbia are required to comply with the fundamental ethical principles this Code is based on, also in accordance with specific contractual clauses.

This Code and its successive versions are distributed, also in electronic format, to the company staff through appropriate communication and are available for all the Recipients on Mater Olbia intranet and internet website.

2. SCOPE

The Code of Ethics shall apply to the Entity in its entirety. The whole set of ethical principles and values contemplated by the Code shall inspire, and find therefore application to, the activity of all those who serve Mater Olbia, that is to say in all of its aspects, taking into account the importance of roles, the complexity of functions and the responsibilities they are entrusted with for the pursuance of the goals of the Entity.

All the Recipients commit to pursuing their objectives with loyalty, reliability, honesty, competence and transparency, in the absolute respect of the laws and rules in force, of internal procedures as well as of the provisions contained in the Model.

In this framework Mater Olbia shall commit to:

- favouring the widest possible dissemination of the Code of Ethics, ensuring its in-depth study and update, also making available for all the Recipients the internal procedures, which have been defined for each range of activities;
- ensuring continual promotion of awareness regarding all problems relating to the Code of Ethics;
- carrying out all the necessary checks on any notification concerning any violation of the code, applying, in case it is ascertained, the necessary disciplinary measures and/or the termination of the existing relationships;
- ensuring that no-one is subject to retaliation of any nature for having provided, in good faith, information on possible breaches of the Code of Ethics and in any event guaranteeing the privacy of the person making the report in compliance with the law on whistleblowing (Law nr. 179 of 30 November 2017).

3. GENERAL PRINCIPLES

The actions and conduct put in place by the Recipients shall be driven by the maximum degree of correctness, transparency, legitimacy, diligence, honesty and professional rigour, in full compliance with the laws, the ethics codes, the Code and the internal policies.

In the event of uncertainty about the application of the principles mentioned above, as well as of any doubt on the interpretation of this code, the immediate suspension of any activity identified as risk activity is required and the superior shall be immediately informed together with the Supervisory Body for any necessary action or clarification.

Each Recipient shall undertake to be diligent in acquiring the necessary knowledge of any legal provisions, of Ethics Codes and of the regulatory measures relating to their functions; a conduct contrary to the aforesaid rules will neither be tolerated nor can the failure to know the same be justified in any way.

The Recipients shall also fulfill their contractual obligations with good faith, shall pursue excellence in the provision of services performed and shall not engage in activities in conflict of interest with Mater Olbia.

The Entity shall pursue its own objectives and mission through a conduct inspired to the General Principles stated as follows.

3.1 Compliance with the regulations in force

Mater Olbia shall carry on its activities in compliance with the Italian Constitution, the applicable ministerial and regional laws and guidelines, the Ethics Codes and the provisions of this Code of Ethics, as well as the Model and the internal procedural documentation, rejecting any conduct contrary to the same.

No conduct that in some way violates the aforesaid provisions and that is put in place by the Recipients in the fulfillment of their duties or assignments, even if supported by the reason of pursuing an interest or benefit for the Entity, can be tolerated and justified and implies the adoption of disciplinary measures.

The Entity requires that such conduct is followed also by the subjects that for any reason have relations with the former and undertakes not to start or continue any collaboration relationship with the ones who have

not pledged the same things.

In addition Mater Olbia shall operate in compliance with the provisions contained in the Contract stipulated with the competent ATS (Agency for the Protection of Health) and with the Region of Sardinia, for the main purpose of allowing to users the full and continuous exercise of their right to the free and safe choice of healthcare services.

3.2 Equality and rejection of any discrimination

Mater Olbia does not admit any discrimination and considers impartial treatment as a fundamental value in maintaining any relation both internally and externally and considers individuals, their values and rights, among which is the right to health, as worthy of protection.

The Entity does not tolerate any discrimination based on gender, nationality, culture, religion, ethnic or social origin. Health services must be provided while ensuring equal access to everybody, avoiding any form of discrimination and guaranteeing equal treatment.

All the Recipients are entitled to be treated as subjects that have rights and values, in a spirit of understanding and mutual respect and consideration, and not to be subject directly or indirectly to any form of discrimination.

There is no discrimination where a provision, criterion or practice establishing the differentiated treatment are objectively justified by the respect of diversity, by the consideration of the concrete case, or by a legitimate aim and the means used for achieving it are appropriate and necessary.

To the aim of ensuring the effective equality of all the aspects of hospital life, the principle of non-discrimination does not preclude the maintenance or the adoption of specific measures aimed at removing or compensating the benefits of specific individual conditions.

It's the task of the Recipients to supervise to avoid discriminatory or oppressive behaviours, that could be carried out towards a member of Mater Olbia and that consist in significant forms of psychological persecution or moral violence likely to cause a decline in the working conditions or to affect health, professional skills, dignity or the existence itself.

The fact that a person holding discriminatory practices abuses its role towards the person who is being subjected to discrimination is considered as an aggravating element of the responsibility following the adoption of discriminatory or oppressive practices.

3.3 Respect for dignity and integrity of the person

Mater Olbia acknowledges and respects personal dignity, private space and the rights of each individual's personality and commits to preserving the moral and physical integrity of the Recipients persecuting any form of mobbing and personal harassment of any kind, guaranteeing safety and health conditions in all work places. The Entity shall not tolerate that anyone of its members might carry out acts of violence or harassment of physical, moral or sexual nature, and guarantees a suitable level of protection for victims.

Behaviours consisting in requests or sexual advances or requests for sexual favors and/or behaviours or expressions addressed with offensive or degrading intentions towards the sexual space of one or more persons constitute by way of example sexual abuse or harassment

Having taken advantage of one's own role constitutes an aggravating circumstance of moral and sexual violence and harassment. To this respect Mater Olbia does not tolerate any behaviour aimed to use, directly or indirectly, one's role with the aim of forcing or inducing Recipients or third parties to offer performances or services with benefits for oneself, for friends or relatives.

Violence can also consist in behaviours that, even if not illicit, are clearly contrary to the goal of rules and regulations of the Entity.

3.4 Protection of Health

Health is a fundamental right for each individual. Mater Olbia activities comply with the right to health, as

laid down in the Italian Constitution, placing the Human Being always at the centre.

Mater Olbia inspires both its clinical-care and research activities, always placing the Patient at the heart of each of its choices and actions.

Mater Olbia shall promote the right of Patients to be assisted and cured with care and attention in the respect for the human dignity, for the religious convictions and for own traditions and shall ensure that discriminatory conduct by the Recipients is excluded, which could be carried out through unequal treatment in the provision of services.

To this respect Mater Olbia shall commit to ensuring Patients' maximum freedom of self-determination with respect to choices concerning their health, by guaranteeing that they are fully informed on the methods of treatment and all possible diagnostic or therapeutic procedure in order to be able to make conscious decisions.

3.5 Honesty and transparency

Mater Olbia considers honesty and transparency fundamental values

All the Recipients are required to carry out and have the staff under its responsibility as well as its interlocutors carry out a conduct inspired to such values and, more specifically, a conduct in compliance with the general principles of honesty, loyalty, good faith, correctness and diligence, and with those principles generally due to the context and their mission's goals.

The Recipients are required to provide their interlocutors with complete, transparent, comprehensible and accurate information, so that they can make independent and informed decisions. In any communication with the outside information concerning the Entity and its activities must be clear and truthful.

3.6 Development of staff

Mater Olbia recognizes the centrality of the staff, identifying in human resources an indispensable element for the existence, the development and the pursuance of its mission. Loyalty, training and professional skills are fundamental values and conditions to achieve the growth of Mater Olbia, which therefore commits to contributing to the development of skills and competences of human resources.

The organization and the performance of technical, management, administrative, accounting, operational, welfare and research activities are inspired by the legality criterion as well as by rules of transparency, good performance and impartiality, and comply with the principles of equal opportunities, participation in the definition of work objectives, development of skills and merit, of an optimal use of human, instrumental and material resources, of organizational wellbeing, of health and safety on the work place as well as of the effective allocation of responsibilities.

The Entity shall commit to achieving and maintaining work conditions aimed to protect the psycho-physical integrity of the Recipients and to the respect of their moral personality.

Mater Olbia shall also commit to adopting criteria of merit, competence and professionalism in the decisions concerning contractual relationships with the Recipients. Mater Olbia aims at having each Recipient, for that falling under its competence, adopt a conduct in line with the aforesaid criteria and functional to the implementation of the same.

3.7 7 Quality of services

Mater Olbia considers the execution of healthcare performances and of research activities of crucial importance in accordance with diligence, competence, professionalism and efficiency also with the aim of providing very high-quality performances.

Mater Olbia shall ensure high quality standards in carrying out its activities through the professional development of all the operators and a constant process for the improvement of the skills of its staff, whose growth is encouraged, of technologies and of techniques and methods used.

Mater Olbia guarantees the best diagnostic and treatment performances in terms of appropriateness,

promptness, efficacy on a systematic basis and continuity required by the state of health of Patients.

3.8 Risk Culture

Mater Olbia and each Recipient, while performing their activities, shall ensure sensitivity in the identification, assessment and management of risks, therefore in the related control system, in the widest corporate governance system. Such awareness shall emerge from the concrete behavior of everyone and there must be the widespread perception of how the internal control system concretely handles such risks.

Mater Olbia shall promote the dissemination of control culture and shall make the Recipients aware of the importance of the control system and of the respect of the provisions in force and of internal procedures while carrying out the institutional activities.

3.9 Internal Control

Mater Olbia guarantees that the activity of the Internal control function is carried out in the widest possible independence and in compliance with the principles of confidentiality, independence, correctness, as well as the ones contained in this Code. Mater Olbia staff is required to collaborate for the correct and efficient functioning of the Internal control system, being an active part in the reporting of situations, which are relevant for the functions as well as of the entities in charge of internal controls and checks on the functioning of the control systems, at different level.

Each Recipient therefore is required to have a proactive role in the mitigation of risks and in the improvement of the Internal control system according to the role covered.

With specific reference to clinical care activities Recipients are required to act with transparency and to provide the maximum collaboration to the Sanitary Direction and/or to additional control functions, relating to the verification activities carried out.

3.10 Conflict of interest

While carrying out any activity the Recipients are required to avoid any situation that might lead to conflicts of interest or that might interfere with their ability to make decisions impartially.

There is a conflict of interest when the private interest of a member of Mater Olbia actually or potentially contrasts with the interest of the Entity itself, even if it's not about economic interests.

By way of example the following situations are to be considered as in conflict:

- the exploitation of their own position in the pursuance of their own interests or the interests of third parties in conflict to those of the Entity;
- the use of information acquired during the performance of working activities to their own advantages or for third parties;
- the ownership of shares, profit-sharing or interests with suppliers, customers or competitors;
- the appointment to any kind of offices or employments with suppliers, customers and competitors if not formally approved by the Entity.

Each Recipient is obliged to immediately report, even potential situations of conflict of interest, to the company's competent functions or bodies, in accordance to what provided for in the internal procedures defined by Mater Olbia to regulate such situations as well as to the Supervisory Body.

3.11 Data and information protection and confidentiality

Mater Olbia shall comply with the provision on personal data confidentiality under the GDPR and subsequent amendments, supplements and internal implementing regulations and shall handle the activities related to personal or confidential data treatment in the strictest observance of the current rules, even through electronic or telematics systems.

Information and data acquired or processed by the Recipients during their work or through their tasks cannot be used, communicated or disclosed without specific authorization.

The Entity guarantees the confidentiality of the information owned and refrains from collecting data in breach of the law prohibiting their disclosure to third parties.

Recipients shall handle data only to the extent necessary to meet the requirements of the development of working and non-working activities and may not disclose them to third parties without the necessary authorization and always in the respect of the applicable law. By way of example but not of limitation also data and information such as copies, databanks and printscreens concerning corporate applications and data (also non personal ones), etc. are to be considered, except for what provided for in the regulations on the access to one's own personal data, in pursuance with the rules on this matter.

To this aim Mater Olbia:

- shall define a data handling organization that ensures a correct separation between roles and responsibilities;
- shall define what data and information the Entity may request and the related methods of handling and storage;
- shall classify information according to increasing levels of difficulty and adopts adequate control measures in each stage of the treatment;
- shall provide for suitable confidentiality clauses in relations with third parties which take part to data treatment;
- shall undertake to protect information and data handled.

Any improper use of such data constitutes a serious violation of the rules contained in this Code and represents a breach of the applicable law as well as of the trust-based relation with the Entity.

3.12 Equity of the authority and transparency in the identification of organizational roles

In managing the relations that imply the creation of hierarchy relationships Mater Olbia commits to guaranteeing an equal and correct exercise of the authority avoiding any abuse and violation of the individual's dignity, value, self-esteem and independence.

Mater Olbia commits to identifying organizational roles with transparency and certainty in order to ensure traceability as well as the correctness of any decision-making process.

3.13 Protection of intellectual property rights

Mater Olbia believes that the outcomes of scientific research, in view of the social relevance they have, must contribute to the development and to the wellbeing of the society.

The Entity expressly prohibits any conduct aimed to the alteration, counterfeiting, the use of trademarks, distinguishing signs, designs, models and, in general, intellectual work.

3.14 Safety, health and hygiene

In the framework of the regulation in force on health and safety of female and male workers in the workplaces (ex Legislative Decree 9 April 2008, nr. 81, and subsequent amendments), Mater Olbia commits to adopting all necessary measures to protect the psycho-physical and moral integrity of the Recipients and of all the persons present in the spaces and facilities where the working activity is carried out.

The protection of health and safety in the workplaces therefore must be considered as extended also to the subjects belonging to the external companies participating in the activities of the Entity, that are required to respect the rules concerning this field to prevent risks to their own and other people's safety.

The safety and health of the work environment are guaranteed through the monitoring, management and prevention of risks related to the performance of the professional activity.

Each Recipient, for what falling under his/her competence, shall ensure full respect of the laws, principles of this Code, regulations and of the internal procedural documentation, as well as of any other rule provided for in order to guarantee the protection of safety, health and hygiene in the workplaces.

3.15 Protection of the environment

Mater Olbia shall promote policies for the management of the environmental aspects, including waste handling, that combine the needs for economic development and creation of value, related to entrepreneurial activities, with the needs for respect and safeguard of the environment.

Mater Olbia, specifically, considers the protection of the environment and the sustainable development of the territory where it operates of primary importance, in view of the rights of the community and of future generations.

The Entity shall commit to including in the framework of the operating management and of welfare activities the inalienable environmental requirements and to minimizing the impact that its corporate activities have on the environment.

To this aim Mater Olbia, in full compliance of the regulations in force on environmental matters, shall give special attention to the following aspects:

- promotion of activities and processes which are as compatible as possible with the environment through the use of criteria and advanced technologies on environmental safeguard and sustainable use of resources;
- assessment of the possible environmental impact deriving from the activities and business processes;
- involvement of the staff and collaboration with competent external subjects (e.g. Institutions) in order to optimize the management of the environmental issues.

3.16 Protection of the heritage

Mater Olbia undertakes to preserve its own heritage in all its components, so as to avoid losses, theft and damages.

The assets belonging to the heritage can be used only for reasons linked to the entrepreneurial activity and in no event for illegal activities.

3.17 Anti-money laundering and anti-corruption

Mater Olbia undertakes to fully respect all applicable anti-money laundering laws, including those providing for the reporting of suspicious transactions in cash or of other nature.

All financial transactions must therefore be adequately justified and must be carried out through means of payment/contribution which guarantee their traceability and lawful origin.

Furthermore the Entity adopts measures for the prevention of corruption in pursuance of the applicable law.

3.18 Reputation and image of the Entity

The reputation and image of Mater Olbia are values to be protected and developed through conducts in compliance with the law, this Code, the Model and with the additional internal provisions as well as through the results achieved with respect to the goals of the Statute, to the mission and to the values of the Entity.

Recipients are required to refrain from any conduct that may affect the image of the Entity and are also required to comply with the internal provisions relating to the visual identity.

3.19 Respect for the competition

Mater Olbia recognizes and protects the value of fair competition and focuses its actions on achieving competitive results that reward capability, experience and efficiency.

Mater Olbia abstains from collusive, predatory, deceptive, subliminal, non-transparent, monopolistic behavior with abuse of a dominant position or, anyway, of unfair competition. Any action aimed to alter the conditions of fair competition is contrary to the policy of the Entity and is prohibited for anybody acting for it.

3.20 Fight against terrorism, organized crime and subversion of the constitutional order

Mater Olbia requires compliance with all the rules combating against terrorism, organized crime and subversion of the constitutional order.

Mater Olbia shall refrain from any relationship whatsoever, direct or indirect, or with persons (physical or legal), known or suspected to be involved in criminal activities of any kind, including the Mafia, and organizations with ties to body trafficking, exploitation of child labour or terrorist activities.

To this aim in carrying out the qualification and selection of suppliers, funders, partners and third parties which are contractually bound to the Entity, Mater Olbia undertakes to carry out activities for the analysis of the reputation of the other party and to demand any suitable certification in order to guarantee its reliability.

4. RULES OF CONDUCT

4.1 External Relations

Recipients shall always carry out a conduct which is based on the maximum fairness, integrity and transparency in all the relations with persons and bodies external to the Entity.

In the relations with third parties Mater Olbia inspires to principle of loyalty, fairness, transparency and efficiency.

In order to protect the reputation and image of Mater Olbia it is of fundamental importance that the relations with the parties outside the Entity are based on:

- total transparency and fairness;
- compliance with the law, with applicable rules and ethics Codes, above all with reference to the provisions concerning the relations with the Public Administration;
- independence from all forms of internal and external conditioning.

In the relations with third parties, regardless of their nature, be it commercial, clinical, related to research or of any other kind, unlawful and collusive practices and conduct, illicit payments, attempted corruption, favouritism, whether direct or indirect, solicitation of personal and career advantages, as well as situations of conflict of interest, even potential ones, are strictly prohibited.

Recipients may not, directly or indirectly, offer or receive gifts and gratuities, even in cash, or procure business and/or employment/from public officers, clients, suppliers and third parties.

Mater Olbia furthermore undertakes to identify and define specific methods of transparent, documented and traceable management of the incoming and outgoing financial resources, in order to prevent the commission of crimes.

Acts of commercial courtesy are permitted such as gifts and giveaways of modest value directly attributable to normal polite business relations and, anyway, such that can in no way lead the other party or outside, disinterested parties to gain the impression that the aim of such benefits is to acquire or concede unfair advantages, or give the impression of unlawfulness or immorality. In any case such courtesy gifts must always be made in compliance with the rules contained in the corporate procedures and documented appropriately.

And anyway it is forbidden for the Recipients to solicit the offer or the provision, or to accept or receive donations of any kind, even of modest value.

Any Recipient, who within her/his functions, stipulates contracts with third parties must be careful that such contracts do not provide for or imply donations in breach of this Code.

4.1.1 Relations with the Suppliers

In carrying out its activities and in managing the relations with the Suppliers, Mater Olbia shall strictly adhere to the laws, to the principles of the present Code, to the existing contracts, to the procedural documentation

and to the internal procedures. The staff of the Entity in charge of the relationships with the suppliers and service providers are required to make a selection of the same and to manage the related relationships according to impartiality and fairness criteria and avoiding even potential situations of conflict of interest with them.

The selection of the Suppliers, the identification and recruitment of Collaborators and Consultants as well as the definition of the conditions for the purchase of goods and services are carried out by Mater Olbia with absolute impartiality, autonomy and independence in judgment on the basis of objective requirements founded on the assessment of seriousness, reliability, quality, efficiency and costs.

Mater Olbia, within the framework of purchase procedures and within the management of the related process:

- shall respect the internal procedures for the selection and management of the relations with the Suppliers;
- shall ensure a fair competition, thus refraining from excluding a potential supplier meeting the specified requirements from bidding and winning a contract;
- shall provide comprehensible and complete information enabling all the competitors to submit a fair offer;
- shall adopt objective and documentable criteria for the selection of its Suppliers, according to stated and transparent procedures;
- shall select its Suppliers on the basis of the assessed quality levels and competitiveness of the service, technical and professional suitability, respect of the environment and of the ethic-social profile;
- shall check whether the rules on labour and health and safety of workers are complied with;
- shall carry out an analysis on the reputation of the counter party and require any suitable certification in order to guarantee the reliability of the latter, in order to refrain from any relationship whatsoever, direct or indirect, or with persons (physical or legal), known or suspected to be involved in criminal activities of any kind;
- shall define and apply constant monitoring criteria and systems to assess the quality of performances and of goods/services supplied.

Mater Olbia adopts criteria for professional assignments inspired by the principles of competence, cost-effectiveness and fairness.

In particular, all the fees and/or sums paid for any reason for supplies or professional appointments must be adequately documented and anyway in proportion to the activity carried out and also in line with the conditions offered by the market.

Mater Olbia, in addition, for the purpose of carrying out the procedures of competitive purchase, establishes a series of behavioural methods which the companies taking part to said procedures are subject to, as well as the staff involved in the selection process.

All the companies involved in the procedures for the selection of the Suppliers shall comply with a series of rules:

- compliance with the rules regarding professional correctness towards the Entity, the competing companies, the contractors and any subcontractors;
- prohibition of “anti-competitive behaviour” to the detriment of the free market;
- it is not possible to offer personal benefits to the staff of the Entity or having access to confidential information to influence choices;
- obligation to report to Mater Olbia misconduct put in place by competitors in the framework of the tender or unusual demands made by the personnel of the Entity;
- obligation for the companies having interest in the tender to comply with the aforesaid principles and to attach this Code of Ethics to the documents submitted at the time of the bid signed for acceptance, under penalty of exclusion from the competition;
- the violation of the aforesaid principles of behaviour by the companies concerned leads to the

- exclusion from the competition and the termination of the agreement;
- compliance with taxation obligations and with Legislative Decree 81/08, with specific reference to the drawing up of the Single Interference Risk Assessment Sheet.

In order to ensure that the procurement procedures fully comply with its ethical principles Mater Olbia includes in the agreements with its Suppliers/Consultants the obligation of prior acceptance of the Code of Ethics adopted by the Entity and provides for specific sanctions or contractual suspensions in case of violation of the Code.

Mater Olbia shall make Suppliers and Consultants aware of the contents of this Code through its publication on its institutional internet website.

Mater Olbia staff shall not exert any unlawful pressure or request services not contemplated in the contract both in terms of contents and in terms of modalities of execution.

Favouritism, collusion, arrangements on material and non-material benefits or advantages are absolutely forbidden, which are aimed to influence or settling amounts with representatives of institutions or personnel of the Entity.

While carrying out the activities related to a professional assignment, third parties are required not to prejudice in any way the performance of the Entity's activities, specifically those relating to the 'provision of healthcare services; any possible theft or alteration of the conditions put in place by the Entity's personnel in the performance of the aforesaid activities is considered as a serious failure by third parties and implies the termination of the existing relations as well as the attribution of responsibilities as per applicable law.

Similar prescriptions also apply to other collaborations between Mater Olbia and other Entities, among which are Universities, in the framework of projects and initiatives that can be similar to those related to professional assignments/advice.

4.1.2 Relations with other supplying Entities

The Recipients of Mater Olbia are required to fully comply with the applicable provisions of law on competition and to refrain from putting in place deceptive, collusive behaviour and in more general terms any behavior that might lead to a form of unfair competition.

4.1.3 Relations with the Public Administrations

For the purpose of this Code Public Administration refers to any Public Body, the bodies in charge of a Public Service, natural or legal persons acting as Public Officials, persons in charge of Public Services, members belonging to an institution of the European Community, officers of the European Communities or officials of the Foreign State, the judiciary, the Public Supervisory Authorities etc.

The relations of Mater Olbia with Public Administrations must be based on the strictest compliance with the provisions of the law and of the applicable regulations and must not, in any way, compromise the integrity and the reputation of the Entity.

Any service supplied on behalf of the NHS/RHS must be legitimate, appropriate and adequately documented, in order to be able, at any time to proceed to verifications that enable to verify its characteristics and grounds and to identify the subjects that have authorized, carried out, recorded and verified such service.

In the relations with local, national, EU and International public Institutions the Recipients may not submit petitions or requests containing untruthful declarations, also in order to obtain public funds, contributions or government-supported loans, that is to say to unduly obtain unjustified treatments, concessions, authorizations, licenses or other administrative acts.

Similarly, in case of participation in public competition procedures the Recipients concerned are required to operate in full compliance with the law and with fair commercial practices, specifically refraining from inducing administrations to operate improperly on behalf of the Entity.

Recipients are required to verify that public funds, contributions and government-supported financing

granted in favour of the Entity are used for carrying out the activities or for achieving the projects they were granted for.

The management of negotiations, the undertaking of commitments, the management of relations, of any kind, with the Public Administration, Public Officials or the Subjects appointed by a Public Service, are reserved exclusively to Mater Olbia authorized personnel in charge of those activities. In any case, such persons shall diligently keep all the documentation relating to the relations with the Public Administration.

In the relations with the Public Administration Recipients must not seek to influence improperly the decisions of the Public sector's institution, in order to obtain the exercise of one of its functions or its power or the performance of acts contrary to the office duties, more specifically by offering or promising autonomously or subsequent to incitement, directly or indirectly, gifts, money, favors or utilities of any kind.

In the framework of relations, including those of a non commercial nature, existing between Mater Olbia and the P.A., Recipients involved shall therefore refrain from:

- offering, including through intermediaries, money, benefits or, more in general, other utilities to Public Officials, to their family relatives or to persons in any way associated to them, thus being able to affect their impartiality and independence;
- illegally requesting or setting up personal relations of favour, influence and interference aimed at influencing, directly or indirectly the outcome of the relations;
- inducing somebody in error through artifices or deception, in order to achieve an unfair profit to the detriment of the State, of other Public Entity or of the European Union. More specifically, it is necessary to respect the law and to implement fair commercial practices during transactions relating to negotiations, concessions, licenses, etc. as well as applications for funding, contributions, subsidies and grants granted by the State or other entity belonging to the Public Administration, also as reimbursement for the services provided;
- using or submitting false declarations or documents, or failing to provide information needed for obtaining contributions, reimbursements, funds, subsidized loans or other disbursement of the same nature granted or disbursed by the State, by other public bodies or by the European Union;
- using funds obtained by the State, or by other Public bodies or by the European Union for purposes other than those indicated;
- procuring any other kind of undue benefits (licenses, authorizations, relief of taxations, including social charges, etc.) through artifices or deception (such as for example by sending untruthful documentation);
- altering the normal operation of information or telematics systems by manipulating data and programmes herein contained, in order to obtain an undue profit and damaging the State or other Public body;
- influencing in any way the decisions by the representatives of the Public Administration improperly and/or illegally (as, by way of an example, by soliciting and/or accepting and/or paying and/or offering to them, directly or through third parties, sums of money or other utilities against favours, compensation or other benefits for them or for Mater Olbia). Expressions of business courtesy are permitted (such as gifts and certain forms of hospitality) provided that they do not exceed normal business practices and/or courtesy and, in any case are such as to not compromise the impartiality and independence of judgment of the representative of the Public Administration;
- encouraging any misconduct of a Public Official or of a person in charge of a Public Service, who by abusing his/her capacity or power, induces somebody to give or promise unduly to himself/herself or to a third party, money or other utilities;
- providing or promising confidential documents that could compromise the integrity or reputation of the Entity in breach of the principles of transparency and professional correctness.

The above requirements cannot be circumvented by resorting to other forms of aid or contributions such as assignments, consulting, advertising, sponsorships, employment opportunities, business opportunities or any other kind of opportunities to a public Official or person in charge of a public service as well as to the respective spouses, relatives or the like.

4.1.4 Economic relations with political parties, movements and associations

Mater Olbia does not pay direct or indirect contributions in any form to parties, movements, committees, associations or other organizations of a political or trade union nature nor to their representatives or candidates and refrains from exerting inappropriate pressure towards political figures. The relations with trade unions are inspired by principles of correctness and collaboration in the interest of Mater Olbia, the Recipients and the community.

Mater Olbia may adhere to requests for contributions from other entities and associations; any sponsorship activities may only regard matters related to medicine and scientific research, social, environmental, sports, entertainment and art events and are only provided to those that guarantee good reputation and quality. In any case, while choosing the proposals to adhere to, the entity is careful in order to prevent and avoid any possible personal or company conflicting interests.

4.1.5 Relations with the Institutions and the competent Authorities concerning monitoring and control activities

Mater Olbia maintains the relations with public Institutions and with the competent Authorities concerning monitoring and control activities according to the principles of correctness, professionalism and utmost collaboration, fully respecting their institutional role, their autonomy and their power of initiative, undertaking to accurately and promptly responding to any of their requirements.

Recipients shall completely, correctly, adequately and promptly comply with any request made by the competent Authorities to perform audits and controls, by offering full collaboration and avoiding obstructive behaviour.

4.1.6 Relations with the Judicial Authority

Mater Olbia collaborates with the Judicial Authority and with the bodies delegated by the latter.

In case of inspections, audits and controls the Recipients shall make obligatorily available to the Judicial Authority all the existing documentation, subject to the prohibition to destroy or alter registrations, minutes, accounts and any other kind of documents or to lie or make false or reticent declarations or to induce other persons to do so. It is absolutely prohibited for the Recipients to incite the personnel of the Entity to not make statements or to make false declarations to the legal authorities.

4.1.7 Relations with the media

The Recipients of Mater Olbia must act so as not to prejudice in any way its image or reputation. The relations with the media must be marked by the principles of truth, fairness and transparency by ensuring truthful, clear and non-instrumental, accurate information coherent with the policies and programmes of the Entity.

Mater Olbia deals with the press and mass media exclusively through the departments that are specifically assigned, observing maximum correctness, helpfulness and transparency, in line with the communication policies defined by the company and in compliance with the rules in force.

Recipients are not permitted to act in the name and on behalf of the entity and make public declarations or addressing the public (such as, for example, giving interviews or participating to information programmes) except for those in charge of representing Mater Olbia and those having express authorization by the competent bodies and institutions.

4.1.8 Gifts and Gratuities from Suppliers, Consultants and third parties in general

It is forbidden to accept, receive or solicit from/to third parties in general gifts exceeding normal business practices of courtesy, or not in line with the normal business practice, and in any way such as to prejudice the integrity or independence of judgment of one of the parties and as to be intended as aimed at obtaining benefits improperly.

4.1.9 Prevention of anti-laundering and self anti-laundering

The management of the financial resources must take place in full compliance with the anti-laundering rules in force, the delegations conferred as well as with any specific authorization for the execution of specific transactions.

Mater Olbia, in order to prevent the risk of undertaking, even unknowingly, operations of any nature involving money, assets or other utilities that are the proceeds of crime, shall abstain from having relations with persons having their headquarters or operating in countries where the transparency of corporate business is not guaranteed and, in general, from performing operations that might obscure the transparency of cash flows.

Recipients shall:

- preventively verify, as much as possible and also through appropriate risk indicators, available information on the users, suppliers and consultants, in order to assess their reputation as well as the legitimacy of the activity before engaging in any relationship with them implying the acceptance of assets or sums of money for the Entity;
- operate in a way such as to avoid any involvement whatsoever in business that could favour money laundering for illegal or criminal activities, and strictly respect the laws and regulations governing money laundering and internal control procedures;
- comply with the rules and regulations in force on the use and circulation of coins, payment cards, tax stamps and any other similar document allowing money withdrawals or the purchase of goods or the provision of services.
- immediately inform the Supervisory Body on any transaction that due to its characteristics, entity and nature might induce to think, after taking into account the economic capacity and the activity carried out by the person it is referred to, that recycling operations are in progress or have been performed or attempted.

All the Recipients of this Code are prohibited from engaging in, promoting, collaborating or giving rise to conduct, which, individually or collectively, directly or indirectly constitute the offence of money laundering.

4.1.10 Transparency in accounts

Mater Olbia observes proper, complete and transparent rules when posting the facts relating to the management of the company, according to the criteria laid down in the relevant legislative provisions, including those relating to criminal, civil and tax regulations, as well as to applicable accounting principles.

In the activities concerning the accounting records and the management performance of the Entity, personnel shall comply scrupulously with the legislation in force, the procedural documentation and internal practices so that each operation is correctly recorded, as well as authorized, verifiable and legitimate.

Recipients must act with transparency towards the Company possibly appointed to perform the audit, the Board of Statutory Auditors, the Supervisory Body and the additional functions responsible for control, and shall offer to them maximum collaboration in the performance of the respective auditing and control activities.

All the official documents aimed to illustrate the management situation of Mater Olbia must be drawn up according to the general principles of truth, accuracy, completeness, clarity and transparency of the recorded data.

Recipients must refrain from any conduct, directly or indirectly, violating such principles, or the internal processes relating to the creation of accounting documents and their representation outside.

Budgets and accounting reports must provide a truthful and correct representation of the assets/liabilities, economic and financial situation of Mater Olbia in compliance with the general and special rules and regulations in force.

Each act or operation carried out by the staff shall have to be supported by appropriate, clear and complete

documents to be kept among the records, in order to allow at any moment the control over the reasons and characteristics of the operation itself and the identification of who carried out, authorized and checked the different phases of the operation, and so to enable the control of the correct maintenance of the segregation of the functions.

All company functions shall give the maximum collaboration in order to ensure correct and timely accounting records. Accounts are based on economic and financial assessments and shall have to observe the principles of reasonableness and prudence.

Anyone being informed of any omissions, falsifications or irregularities in the bookkeeping is required to immediately inform the Supervisory Body.

In addition in the performance of auditing and control activities by the Board of Statutory Auditors, the Internal Audit and external companies in charge of accounting and/or auditing activities it is necessary to act with transparency and to offer maximum collaboration.

4.1.11 Protection of trademarks, patents and intellectual property

Mater Olbia expressly prohibits each conduct aimed to the alteration, counterfeiting and use of trademarks or distinguishing signs and designs and models and, in general, national or foreign intellectual property.

Also stigmatises any conduct aimed to introducing or using or marketing industrial products with trademarks or other altered or counterfeited distinguishing signs, including unlicensed or pirated software.

Likewise the Entity does not tolerate manufacturing, marketing and dissemination activities or the simple use of items and goods manufactured and made by usurping or violating industrial property rights.

The protection of intellectual property is considered to be of primary importance and therefore any form of abusive dissemination, reproduction, use, sale, for whatever reasons and use and with whatever means is strictly forbidden.

4.1.12 Confidentiality of data and information and personal data protection

Activities provided by Mater Olbia constantly require the acquisition, storage, treatment, communication and dissemination of personal and sensitive data and information, that therefore must be handled in compliance with the regulations in force.

When managing information the Recipients must:

- handle data only for the requirements deriving from the role performed;
- protect the confidentiality of information and store scrupulously and with the greatest discretion all the company information of any kind learnt in the exercise of their functions, avoiding any improper use;
- request the consent to the processing of personal data, if required for purposes envisaged by the law or as provided for by the competent authority;
- observe the confidentiality clauses required by the counterparties;
- avoid an improper or instrumental use of confidential information owned, not use them to their advantage and/or to the benefit of their relatives, acquaintances and third parties in general;
- protect them from unauthorized access of third parties, acquiring, treating and communicating data in the framework of pre-established procedures and/or with the express authorization of the competent functions and, in any case, after ascertaining the possibility of transmitting and disseminating data, in order to prevent the dissemination without specific authorizations;
- not seek or try to obtain from others those that do not concern their sphere of competence or functions;
- ensure that there are no confidentiality issues or issues relating to the disclosure and the dissemination of information concerning third parties associated to Mater Olbia through a relationship of any nature, and in case, obtain their consent;
- classify and organize information in order to make it possible for authorized people to access it easily,

obtaining a full picture that is as accurate, precise, exhaustive, truthful and complete as possible.

Recipients, who are not expressly authorized, in the form and terms under the legislative provision concerning the protection of personal data, are prevented from knowing, recording, processing and disclosing personal data of the Entity's employees and third parties.

5. POLICIES CONCERNING THE EMPLOYEES

Mater Olbia recognises a fundamental role to the development of human resources, to the respect of their autonomy and to the importance of their participation in the pursuance of the company mission and stresses its commitment to combating any form of discrimination on the workplace related to sex, nationality, religion, political, union and personal opinions, as well as to economic conditions.

Communication with all the employees, operating for Mater Olbia, is founded on the values of listening, dialogue, respect of the person and roles, clarity, transparency and cooperation.

The Entity believes in the importance of involving the staff to encourage a sense of belonging and continuous development and to this respect envisages communication times and tools, adjusting them to the requirements of the specific recipients.

5.1 Selection of the staff

Mater Olbia selects its staff (i.g. Employees, Co-workers, etc.) solely on the grounds of professional skills, expertise and attitudes to cover the open positions, avoiding favouritism and facilitations of any type.

The evaluation of applications and the selection of the staff employed by Mater Olbia are carried out in compliance with what provided for in the regulations in force and according to criteria of impartiality, autonomy and independence of judgment based on the company requirements and on the matching of the professional profiles sought, granting equal opportunities to all candidates.

The information requested at the time of selections is strictly related to the verification of the professional and aptitude profile being sought, respecting the private sphere of candidates and their personal opinions, as well as the provisions concerning the protection of personal data confidentiality.

In the framework of the selection process Mater Olbia adopts methods that, shall be diversified according to their role thus making the applicants' identification process as objective and targeted as possible.

Mater Olbia rejects discriminatory practices when selecting the staff, as well as any form of favouritism, and exclusively employs personnel appointed in conformity with the types of contracts envisaged by the regulations and the applicable national collective contracts, as well as with the principles of the Statute and of this Code.

5.2 Establishment of the employment and cooperation relationship

Mater Olbia observes the legislative provisions in force concerning employment and it opposes any form of irregular work. The employment/collaboration relationship is carried out in compliance with the applicable law and with the agreed upon national contracts for the sector as well as with the legislation on matters of social security benefits, taxes and insurance. The Entity ensures the dignity of its personnel by condemning any form of exploitation of the person.

The acceptance of the employment shall be based on the effective comprehension of the obligations envisaged by the contract and, therefore, at the time of commencement of the employment/collaboration relationship, each Employee and Co-worker will receive accurate information relating to:

- characteristics of the function and of the tasks to be performed;
- regulatory and salary-related elements as governed by the applicable national collective bargaining contract;
- rules and procedures to be adopted, in order to avoid any possible risk for health associated to the

working activity.

- The Entity protects its personnel and ensures optimal conditions for the performance of its functions, especially as regards the categories that are specifically safeguarded by the law.

5.3 Staff training and development

Mater Olbia, by virtue of the principle of development of its resources, undertakes to favour its growth without any form of discrimination.

The Entity identifies adequate training and development pathways fully respecting the dignity of the person as well as equal opportunities.

The persons in charge of the Entity's organizational units are required to use and valorize all the workers present within the facility, so as to favour the development and growth of each member of the staff, through all the most appropriate tools.

Mater Olbia in addition uses criteria of impartiality and measurability in the evaluation and incentive system, that is managed in transparent and objective way.

5.4 Staff management

Inside its facility Mater Olbia adopts rules for the equal and homogeneous management of human resources. The access to roles and assignments with great responsibility is exclusively related to aspects linked to competence, professionalism and expertise.

Consistently with general work efficiency the Entity favours those forms of flexibility that facilitate maternity and, more specifically, the care of children.

The evaluation of the staff is carried out in a collegial way involving the direct managers, the Human Resources department, and where possible, the persons who came into contact with the person being evaluated.

The evaluation system and the incentive systems must be based on criteria of objectivity, measurability and fairness with respect to different company levels. The mere proposal of remuneration increases, other advantages or career advancements as a compensation for activities non complying with the laws, the model adopted in compliance with the Decree, this Code and in-house provisions and regulations is forbidden.

Anybody covering roles of responsibility fully uses and valorizes all the professional profiles present inside the company also through job rotation, shadowing experts and experiences aimed at covering more responsible assignments.

Anybody covering roles of responsibility is required to valorize the staff working time by requesting performances in line with the exercise of their tasks and with the work organization plans.

The company will view as an abuse of power any attempt by a hierarchical superior to request, due to his/her position any services, personal favours or any conduct that represents a violation of the law and of this Code of Ethics.

Constant staff involvement is guaranteed when planning activities, also including participation in department discussions and decisions for accomplishing company objectives.

5.5 Duties of the personnel

Company personnel is required to duly fulfill the obligations provided for by the law, the regulations in force, ethics codes, collective and individual contracts as well as by the provisions of this Code of Ethics, the model, the procedural documentation as well as by internal practices defined by the persons responsible for these matters.

In addition the personnel shall:

- not put in place any form of discrimination based on gender, nationality, culture, religion, ethnic and social origin;

- carry out a conduct inspired to principles of honesty, loyalty, good faith, correctness and diligence;
- provide its interlocutors with complete, transparent, comprehensible, accurate and truthful information;
- work with diligence, competence, professionalism and efficiency, also according to process logics, being aware of its role and of interconnections with the additional activities and company functions;
- respect colleagues and the rest of the employees in general avoiding any conduct of abuse of its role as well as any form of “mobbing” and personal harassment, such as the creation of an intimidating, hostile or isolating working environment in relation to individuals or groups of workers;
- not accept or promise the offer of money or other utilities, both direct and indirect benefits, giveaways, gifts, acts of courtesy and hospitality exceeding normal courtesy practices. More specifically it shall reject any offer such as to affect its independence as well as the image of Mater Olbia and such that it can be interpreted as aiming to obtain a favourable treatment incompatible with the internal laws or provisions;
- process with competence and professionalism all the documentation relating to its activity filing it accurately, so as to allow any verification by the persons authorized;
- know and respect internal procedures and instructions, behaving with loyalty, fairness and transparency when applying them, making it so, where possible, that all the activities are adequately documented and/or documentable;
- not alter the truthfulness of certificates, attestations or other documents having legal value;
- know and implement what provided for in the internal policies as regards security, confidentiality, disclosure of the information concerning Mater Olbia, that were possibly known by virtue of its office;
- observe the regulations on intellectual property; moreover the author of an intellectual work belonging to Mater Olbia is required to not use it for private purposes and to maintain confidentiality on the results achieved by the company until official disclosure;
- not introduce, manufacture and market industrial products with trademarks or other altered or counterfeited distinguishing signs including unauthorized software;
- use machines, equipment, personal protective equipment and safety devices diligently not to expose, with one’s own omissive conduct, any person inside or outside the Entity, to risks that might cause damage to his/her health or physical integrity;
- prohibit the use of alcoholic substances, psychotropic and narcotic substances, as well as smoking in compliance with internal regulations and provisions;
- carry out a responsible conduct to protect the environment and prevent pollution;
- be available to contribute to the training of the personnel employed and of staff in training.

5.6 Use and protection of company property

All the Recipients must remember that material and immaterial company property made available for them by Mater Olbia are to be used:

- properly and with the utmost rigour, also with the aim of avoiding damage to property or persons;
- avoiding, as much as possible, wastage, tampering and use that can affect the state of efficiency or accelerate normal deterioration;
- exclusively for work-related purposes;
- absolutely avoiding the use or the supply of goods by third parties to third parties, even temporarily, except for what provided for in the specific regulations;
- timely reporting the introduction of its own equipment or third parties’.

5.7 Use of information tools and applications

Recipients are required to use hardware and software made available by the Entity exclusively for purposes strictly related to their duties, and any way in compliance with the aims of the Entity.

More specifically the Recipients shall:

- respect the procedures provided for in the company security regulations, not to prejudice the

- functionality and the protection level of information systems;
- use exclusively their login credentials for the access to the company systems without disclosing them to third parties (e.g. colleagues, co-workers, consultants, etc.);
 - not improperly duplicate programmes installed on the computers;
 - use computer systems and applications aimed to support and/or execute the activities of the process they are operating on;
 - respect the procedures provided for in the policies of use of electronic mail;
 - not surf on websites not directly related to the reasons of their office and/or service, apart from the common requirements for the consultation of the information needed for the best performance of activities.

Recipients shall also refrain from putting in place any conduct implying an alteration of the functioning of information or telematics systems of third parties and/or the manipulation of the data contained therein, that might even only potentially be suitable to unjustly cause damage to the Entity itself and/or to other parties.

5.8 Traceability

Each recipient shall keep adequate documentation for each operation carried out, in order to be able to verify at any moment the reason for and the characteristics of the operation, during the authorization, execution, registration and verification phases of the said operation.

5.9 Collateral activities

Recipients are allowed to carry out working activities, even occasionally or free of charge, outside the Entity provided that this does not prevent them from fulfilling their duties on behalf of the Entity and provided that such activities do not affect its interests or reputation.

As regards those activities that, even only indirectly, could create a conflict of interests, such as for example performances in favour of company's suppliers or competitors, the person concerned shall have to preventively inform the competent functions and his/her immediate superior, who might not authorize said performance.

The provisions to this respect contained in the National collective contract with the bans on activities herein included apply specifically to subordinated workers.

6. RULES OF CONDUCT IN HEALTH AND RESEARCH ACTIVITIES

6.1 Centrality of the patient

Mater Olbia places the patient at the centre of both its clinical and research activities with the primary goal of respecting his/her will, needs and legitimate expectations.

The company activity is aimed at meeting patients health needs, at making scientific progress and at continuously improving the quality of services provided and of care given with the aim of securing the wellbeing of the users as well as scientific progress.

Mater Olbia's personnel in charge of the performance of clinical and care activities, apart from respecting Ethics Codes and correctly applying the Ministerial Directives (e.g. in relation to the safety of patients) shall:

- take care of the diseased Persons and establish a careful and transparent relationship with patients and their family during the provision of all healthcare performances (hospitalisation, outpatient care, private healthcare centres or centres operating within the NHS), in compliance with the rights recognized in the European Charter on the rights of patients presented in Brussels on 15 November 2002, whilst respecting personal dignity as well as cultural and religious traditions of patients;
- not exceed or limit drug or diagnostic prescriptions unjustifiably;
- take due account of the needs of the patients and their relatives, including ethic, moral and spiritual

- needs;
- respect the patient's freedom of responsible choice, by guaranteeing him/her, where possible, the selection of the professional, who might best meet his/her needs, among the ones providing the performance or service and who might be the expression of his/her preferences;
 - provide patients with clear information, in order to allow them to make aware decisions and obtain an informed consent from patients in relation to therapeutic choices (thus giving to patients due time to make their choices known), securing the participation of patients in the evaluation of the performances provided through their direct involvement, aimed to improve healthcare quality;
 - give, if requested, indications on the possibility of investigations, treatments or conduct in alternative to those proposed by Mater Olbia;
 - provide support activities and ethical advice in the event of any dilemma, as well as respect the right of Patients to not be informed on their clinical conditions;
 - secure the respect of laws and regulations in force and of internal procedures concerning the enrolment of Patients for clinical trials;
 - not put in place discriminatory conduct through unequal treatment (also in relation to waiting lists, hospitalisation diaries) or the adoption of conducts favouring privileged positions in the provision of healthcare services;
 - secure adequate and exhaustive information also to foreign users, where necessary through the use of cultural mediators with adequate language skills;
 - not use misleading and untruthful means of persuasion, of scientific nature or of any type;
 - secure the confidentiality of information and sensitive data they obtain in the performance of their activity.

For what concerns minors Mater Olbia recognizes the right to special healthcare, adapted to their age and their maturity, aimed to favour their full development and maturity, at physical, intellectual, moral and social level. Children must be guaranteed the maintenance of relations with their family, that must always be in the conditions to take part to the choices concerning the minor, through initiatives aimed to secure the maximum involvement in their growth pathway.

6.2 Management of accreditations

Mater Olbia undertakes to the respect and maintenance of the standards required by the law for the accreditation of health, care and research facilities.

Recipients cooperating with the management bodies in charge of and involved in the application for and management of institutional accreditation processes operate in full compliance with what provided for by the law and are required to refrain from improperly influencing the decisions of the interlocutor (through offers, promises, offers of money or any other utility) with the aim of obtaining facilities of any kind relating to the accreditation of Mater Olbia or to inspections/ investigations on the possession of the expected requirements.

6.3 Access to healthcare performances and hospital services

Access to Mater Olbia healthcare performances must take place on the basis of priority criteria defined by the applicable rules and regulations.

Services must be provided by securing equal access to everybody without any discrimination based on gender, ethnic and religion origins as well as political opinions, avoiding any form of discrimination and securing equal treatment.

Mater Olbia secures service continuity and regularity. Any situation implying irregular operation or interruption of the service is expressly regulated by the regulations in force. In such cases the Entity adopts the measures that are best adapted to the specific case aimed to cause the least inconvenience to the Community.

Recipients undertake to manage the access to services and also to manage hospitalisation diaries and waiting lists for the supply of healthcare services in compliance with the principles of equality, correctness and

priority and to avoid, even through the implementation of specific control systems, manipulations of lists for the pursuance of personal benefits.

It is understood that the principle of priority is guaranteed by the respect of the chronological reservation order and in function of the urgency of the service and a derogation is possible only in the cases expressly provided for in the specific procedures adopted by Mater Olbia for the correct management of access to services, to hospitalization diaries and to waiting lists.

Patients have right to obtain information relating to the services provided and the related modalities of access as well as to the staff competences.

6.4 Supply of healthcare services

Mater Olbia recognizes the validity of the most modern methods of clinical governance used for its organization, placing at the centre of the efficacy and efficiency assessment of the system Patients' healthcare and wellbeing needs.

Recipients invited to carry out healthcare activities and direct support activities:

- undertake to secure the maximum freedom of self-determination of patients as regards the choices concerning their health, through the efficient management of informed consent, also according to what laid down in the paragraph "Centrality of the patient" as well as in internal and external regulations;
- under take to secure the clinical appropriateness of care on the basis of the best evidence available and in the light of the experience gained, as well as the safety of patients;
- secure the cooperation and coordination among the different facilities and the different operators to the aim of guaranteeing the best healthcare to the patient;
- are required to participate in the monitoring and professional updating activities;
- guarantee, for what falling under their sphere of competence, the SDO encoding system and the organizational appropriateness of performances, avoiding activities targeted to the pursuance of reimbursements or remunerative benefits non due or to the failed or partial recognition of the performances which were actually carried out by Mater Olbia;
- participate proactively to the risk management/clinical risk system giving particular attention to the management of reporting of adverse events that actually occurred and to the ones which were only avoided notifying them to the appointed company structures and providing the necessary documentation for understanding and managing the cases, to the aim of improving processes and patients' safety;
- perform their activities in compliance with the regulations and the procedural documentation, securing the correct management of hospitalizations and, more specifically, of the provision of all healthcare performances;
- they make themselves available to promote and support relations with volunteering Associations and Associations representing patients. During hospitalization patients have the right to choosing to be either called by his/her name and surname or using forms to secure anonymity and confidentiality.

Patients have the right to being able to identify the persons taking care of them as well as to obtain from the doctor they are being referred to complete and comprehensible information concerning their state of health, proposed treatments or alternative ones.

With the exception of urgent cases where a delay might endanger health, patients have the right to receive the most adequate and appropriate information that allow them to express a consent that is actually informed before undergoing therapies or surgery. Information provided to Patients must regard also any possible risk or inconvenience following the treatment and non-treatment.

6.5 Health documentation

Recipients invited to perform clinical and healthcare activities are required to secure a correct management

of the health documentation in order to make it complete, timely, truthful and readable.

Recipients undertake to observe and apply the rules laid down in the regulations and in the internal procedural documentation concerning health documentation.

6.6 Reporting performances provided

Recipients are required to keep, record, report and transmit correctly and appropriately to the competent Public Authorities all the information and all the data to be used for reimbursement of services provided by the Health System, aimed to phasing-out objectives or anyway to minimizing the inappropriateness and inconsistencies of performances and encoding.

6.7 Management of clinical studies

Clinical studies carried out by Mater Olbia have scientific goals for improving clinical practices. The persons in charge, while undertaking any kind of study, shall preliminarily identify the objectives of the study in order to evaluate the opportunities, the elements and the necessary conditions to achieve pre-set objectives.

The person taking part in the trial, or his/her legal representative, in the event that such person is not able to provide the informed consent, must be preliminarily informed on the risks and on the inconveniences related to the trial, on the conditions in which it will take place and on the right to withdraw at any time.

The Entity secures to patients the right to refuse to participate in clinical research at any time, without any prejudice, revoking the informed consent provided.

No clinical research directly involving Patients may be carried out without prior approval by the Ethical Committee.

In the management of all the requirements relating to research and trials required by the Ministry of Health or by other competent public bodies, particular attention is guaranteed and given to the correct implementation of what provided for by the regulations in force.

On the occasion of visits or inspections by the officials of the Ministry of Health the maximum collaboration from the functions involved is guaranteed.

The competent person in charge of the trial undertakes to timely report to the Ethical Committee any adverse reaction to the drug being investigated.

6.8 Ethical advice on the activities of basic and clinical trials

Recipients in charge of the performance of healthcare activities shall address the Ethical Committee for the activities of assessment and verification of basic and clinical trial protocols and to comply with the opinions and directives concerning conduct issued by the Committee.

7. IMPLEMENTING AND CONTROL PROVISIONS

7.1 Entry Into Force And Efficacy Of The Code Of Ethics

The Code of Ethics and its amendments are approved by Mater Olbia Board of Directors.

This Code is published on Mater Olbia website. The date of entry into force of the Code of Ethics is established by the Board approval decision.

In compliance to what provided for in article 11 concerning the Provisions of the law in general, the Code of Ethics applies to the situations that arose in the time following its introduction.

7.2 Implementation of the Code of Ethics inside the Entity

All the Recipients are required to:

1. read the Code of Ethics and get informed on the related interpretative practices;
2. get familiar with the rules of conduct contained in this Code and emerging from the interpretative

practices;

3. observe this Code as parameter of ethical appropriate conduct of individuals.

All the Recipients may address the Supervisory Body to obtain opinions and suggestions on the application of this Code and on the appropriate conduct to be carried out in relation to cases foreseen by this Code.

In compliance with the civil, criminal and administrative codes, the ascertained violation of the Code of Ethics leads to the determination of disciplinary sanctions and/or of the termination of contractual relationships.

7.3 Implementation of the Code of Ethics on behalf of third parties

In the framework of contractual relationships Mater Olbia undertakes to call on contracted third parties to respect the provisions under this Code. To this end it expressly specifies in each contract the importance of reading it.

A copy of the Code of Ethics will be delivered on demand to all the persons having relations with the Entity, considering that the publication of the Code on the institutional website constitutes the insurance of its availability.

In the relations with third parties Mater Olbia shall:

1. timely and adequately inform on the commitments and obligations provided for in this Code and request its respect and observance;
2. not to start or continue economic relations with anybody who expressly refuses to respect or anyway does not observe the provisions of this Code or equivalent codes;
3. report to the Supervisory Body any conduct of third parties that is, even potentially, in contrast with the provisions of this Code.

As regards contractual relations with third parties (for example Suppliers, Consultants, etc.) the Entity undertakes to introduce in the respective contracts express termination clauses with reference to the hypothesis of violation of this Code.

7.4 Dissemination of the Code of Ethics

Mater Olbia promotes the widest disclosure and knowledge of the Code of Ethics and encourages its observance through publications, communications, training activities and any other means deemed as appropriate to this purpose, also on the basis of annual training plans that are differentiated according to the role and responsibilities of the different Recipients.

A printed copy of the Code of Ethics is always deposited in the offices of the Presidency, the Directorate General and the other Directorates.

A printed copy of the Code of Ethics is delivered to the trade unions' representatives and to the patients associations. A copy is also made available for the staff at the time of employment.

The Code of Ethics is always available on Mater Olbia website.

7.5 Internal Control System

Recipients are required to promote at any level the control culture as tool for improving the efficiency of the actions of the Entity.

In this perspective each Recipient, specifically if in charge of a function, office or healthcare facility, is required to respect the rules and the procedures as diligently and responsibly as possible as well as to offer the maximum collaboration to the functions and to the internal bodies in charge of control, proving to be available and collaborative on the occasion of any surveillance and audit activity.

Mater Olbia promotes a coordinated system of internal controls through appropriate communication and information channels within the organizational, management and control Model of the Entity, and more specifically, of the governance system.

7.6 Surveillance and observance of the Code of Ethics

The Board of Directors is in charge of monitoring on the functioning and observance of this Code and, within the limits under this article, also the Supervisory Body (OdV).

The Supervisory Body in the exercise of its functions has free access to data and information useful for the performance of its activities and has the power to propose the application of specific sanctions against the ones who put in place obstructive or intimidating behaviour and anyway orientated to elude the activities of the Supervisory Body.

In the event that the Supervisory Body detects a behaviour in breach of the Code of Ethics and identifies the person/s who are possibly responsible for it, it shall report in writing to the President of the BoD, to the Managing Director and to the Director General.

Recipients are required to offer the maximum collaboration in favouring the execution of the tasks of the Supervisory Body. In the event that the subject of reporting is assessed by the Supervisory Body and considered as not relevant to the Decree and the Model, the Supervisory Body itself has the faculty to submit the issue to the Director General, also through the Internal Audit, with due respect to the confidentiality constraints of the Code. The Director General therefore deals with the Reporting and if necessary informs the President of the BoD.

7.7 Reporting

Recipients shall report, through the channels set up by the Entity indicated in the internet website, on any violation, or suspect violation of the Code of Ethics to the Supervisory Body, that will timely evaluate the reporting, also consulting the “reporter” and any additional persons potentially involved.

Recipients are required to cooperate in the preliminary activity and ensure free access to all the documentation deemed useful.

The ones who forwarded the notifications under the previous paragraph are protected against any type of retaliation, penalization or discrimination. In compliance with the provisions of the Code of Ethics and of the regulations in force, the Supervisory Body guarantees the confidentiality of the persons who, in good faith, have reported violations.

7.8 Disciplinary Sanctions and Proceeding

Assessed infringements of the Code of Ethics are managed in accordance with the internal sanction procedures; as regards the Entity’s Employees sanctions are in line with the measures indicated in the reference National Collective Employment Contract and in the Statute of workers whereas as regards third parties (for example Suppliers, Co-workers, Consultants, etc.) the assessed breach of the provisions of the code shall be penalized according to what expressly provided for in the relevant contractual clauses.

The termination of the contract implies assessing the damages that Mater Olbia might have possibly suffered at once and a consequent action for damages.

As regards seconded managers and directors to whom contracts apply other than the aforesaid, in the event of infringements of the internal procedures provided for in this Code of Ethics or of adoption procedures, while performing risk activities, or in case of conduct not in line with its provisions, the suspension of the collaboration or of the existing work relationship shall be applied.

7.9 Update of the Code of Ethics

The Code of Ethics is updated following a decision by the Board of Directors, upon proposal of the Chairman, the Managing Director, the Director General or the Supervisory Body of Mater Olbia.