

ETHICAL CODE

INTRODUCTION

The **ETHICAL CODE** is a document unilaterally formulated by an entity (company, public administration, foundation, association, etc.) to present the moral standards that inspire the organization's behaviour. Therefore, it represents the formulation of what the organization considers morally acceptable conduct. Through it, the organization intends to provide stakeholders (as recipients of the Code's rules) with criteria for resolving ethical dilemmas and, above all, for making decisions in those grey areas they may encounter in their work, helping them to undertake moral conduct. The **Ethical Code** can be understood as a kind of social contract between the organization and its stakeholders: a **Ethical Code** highlights the rights of stakeholders that must be respected by the organization. According to this approach, its function is to provide those involved (directors, managers, collaborators, employees, etc.) with ethical guidance regarding the conduct of the various transactions between the organization and its stakeholders, in order to foster cooperation and mutual trust.

SECTION 1: GENERAL PROVISIONS

Art. 1 – PURPOSE

This **Ethical Code**, adopted by FBR, contains the general principles and behavioural rules that the Foundation recognizes as having positive ethical value for its proper functioning, reliability, and reputation.

Art. 2 – SCOPE AND RECIPIENTS

The principles and provisions of the Code are binding for directors, for all persons collaborating in any capacity with the Foundation, and generally for anyone working for it, regardless of the nature of their relationship, whether temporary and/or voluntary.

Art. 3 – DISSEMINATION AND TRAINING ON THE CODE OF ETHICS

The **Ethical Code** is made known to recipients by distributing it to anyone working and/or collaborating with FBR in any capacity, as well as by publishing it on the Foundation's official website.

FBR promotes knowledge of the principles and ethical standards through training activities differentiated according to the role and responsibility of all those who collaborate with the Foundation in any capacity.

It is the duty of all recipients to know the contents of the Code, understand its meaning, actively contribute to its implementation, and, if necessary, seek clarification regarding it.

The Code is made known to third parties who receive assignments from the Foundation or have stable or temporary relationships with it in a clear and documented manner, recommending compliance. In contracts with third-party recipients, contractual termination *ipso iure* is provided for those who, in carrying out their activities, do not comply with the ethical standards.

Art. 4 – APPROVAL AND AMENDMENTS TO THE ETHICAL CODE

The **Ethical Code** and its amendments are approved by resolution of the Board of Directors (CD), after consultation with the CTS, and come into force on the date of approval. It may be amended and/or supplemented based on suggestions and indications from Founders, Supporters, and Sponsors, as well as third parties who may propose amendments.

SECTION 2: ETHICAL REFERENCE PRINCIPLES

Art. 5 – LEGALITY

FBR's fundamental principle is compliance with laws, regulations, and, in general, current national and community regulations in all countries where it operates, as well as the established democratic order. Consequently, recipients, as defined in Art. 2, are required to comply with these regulations, and under no circumstances is it permitted to pursue or achieve the Foundation's interests in violation of them.

Art. 6 – IMPARTIALITY

FBR rejects any principle of discrimination based on gender, nationality, religion, personal and political opinions, age, health status, or economic conditions of its interlocutors, including suppliers.

To make this right effective, all subjects who believe they have suffered any form of discrimination are recognized the right to report the incident to the Board of Directors, which will verify the actual violation of the **Ethical Code**.

Art. 7 – FAIRNESS AND CONFLICT OF INTEREST

Conflict of interest means any circumstance in which a person acting on behalf of FBR pursues an interest different from the Foundation's mission or derives personal benefit from development and research opportunities, as well as from the Foundation's activities.

In carrying out any activity related to duties within the Foundation, there is an obligation to declare if, in the context of one's function, with reference to a specific act, a conflict of interest may arise.

SECTION 2: ETHICAL REFERENCE PRINCIPLES (CONTINUED)

Art. 8 – PRINCIPLE OF EFFECTIVENESS

The effectiveness of all activities undertaken by FBR is measured by the improvement of the actual and potential abilities of all those who are part of it, on a moral, professional, social, and cultural level. This improvement must be verified during and at the conclusion of the various activities according to appropriate evaluation standards, in light of contributions from the scientific community, and subject to review by the various parties interested in the results of scientific research, training, and consulting. The principle of effectiveness implies finding the most appropriate ways to enhance the overall resources and skills of the Foundation's human capital.

Art. 9 – PRINCIPLE OF EFFICIENCY

FBR's activities require that the investment of intelligence, work, commitment, mutual trust, and economic resources made by the various parties, directly or indirectly involved, produces the best possible result given the conditions in which it was carried out.

Art. 10 – TRANSPARENCY AND TRACEABILITY

In compliance with the principles of transparency and traceability, every operation and transaction must be properly recorded, authorized, and verifiable regarding the decision-making, authorization, and execution process. Therefore, for each operation, there must be adequate documentary support to allow, at any time, checks that certify the characteristics and motivations of the operation and identify who authorized, carried out, recorded, and verified the operation.

Art. 11 – PRINCIPLE OF CONFIDENTIALITY

Collaborators, and anyone working for FBR, undertake to keep confidential any information they become aware of, whether relating to colleagues or other people, taking responsibility not to disclose it except with the explicit consent of the directly concerned person and always in compliance with current regulations.

Art. 12 – ENVIRONMENTAL PROTECTION

All activities of the Foundation must be carried out in accordance with environmental regulations. Conduct that, even if producing a considerable advantage for the Foundation, causes or may cause environmental damage and/or a violation of environmental regulations is not justified in any way.

Art. 13 – RELATIONS WITH LOCAL AUTHORITIES AND PUBLIC INSTITUTIONS

Relations with public institutions are maintained exclusively by those appointed for this purpose, who are required to act with the utmost integrity and fairness in dealings, including contractual ones, with institutions and, in general, with Public Administration, including requests for and/or management of public contributions.

Art. 14 – PROTECTION OF INDIVIDUAL PERSONALITY

FBR is committed to protecting the moral integrity of its human resources, guaranteeing the right to working conditions that respect personal dignity. For this reason, it safeguards collaborators from acts of physical and/or psychological violence and from abuse by superiors in the workplace.

Art. 15 – PRINCIPLE OF PROFESSIONAL INTEGRITY

The collaborator claims full autonomy in choosing the methods, techniques, and tools with which to define, design, and carry out their activity. At the same time, they assume full responsibility for the fairness, impartiality, effectiveness, and efficiency of their choices, in responding to the legitimate expectations of the various parties directly or indirectly involved in FBR's activities, whether internal or external.

Art. 16 – PRINCIPLE OF MORAL RESPONSIBILITY

All parties interacting with FBR in any capacity mutually respect each other's roles in the various activities, committing to remove conditions that could compromise fairness, impartiality, effectiveness, and efficiency as intended in this Code.

Art. 17 – PROTECTION OF HEALTH AND SAFETY AT WORK

FBR adopts the most appropriate measures to avoid risks related to its activities, and recipients are always required to comply with the prevention and safety measures implemented by the Foundation. Conduct that, even if producing a considerable advantage for FBR, causes or may cause a violation, intentional or negligent, of workplace safety regulations is not justified.

Art. 18 – PRINCIPLE OF NEUTRALITY

All parties guarantee a neutral attitude towards values, conceptions of good, linguistic, ethnic, and religious traditions, behaviours, and lifestyles, as far as this is compatible with the principles publicly recognized and shared by FBR and with the fairness, impartiality, effectiveness, and efficiency contemplated in this Code.

Art. 19 – PRINCIPLE OF PROFESSIONAL EXCELLENCE

Collaborators must constantly update themselves on various scientific methods, learning, and effective communication, as well as on the content of FBR's activities. The collaborator, in turn, guarantees maximum commitment in every process in which they are involved, diligently and honestly carrying out the professional tasks assigned to them.

Art. 20 – PRINCIPLE OF APPEARANCE AND EXEMPLARITY

All parties involved in FBR avoid behaviours that may even appear improper and such as to seriously damage the reputation and image of their profession, as understood in this Code and in FBR.

Art. 21 – PRINCIPLE OF RESPONSIVENESS

Collaborators are sensitive in dealing with new circumstances, changing conditions, evolving demands, and needs that arise in society or are perceived by the scientific community to which they belong and by any other party directly or indirectly involved in FBR, provided these are compatible with fairness, impartiality, effectiveness, and efficiency as intended in this Code.

Art. 22 – PRINCIPLE OF THE INTEREST OF THE SCIENTIFIC COMMUNITY

Collaborators recognize the scientific community in which they operate, nationally and/or internationally, with fair consideration, respecting its cultural and scientific traditions, selection procedures, and evaluation criteria, unless these are clearly in conflict with the purposes of this Code.

**Art. 23 – PROTECTION OF TRANSPARENCY IN COMMERCIAL TRANSACTIONS
(ANTI-MONEY LAUNDERING)**

Financial flows must be managed ensuring complete traceability of operations in accordance with current regulations. Any operation that may involve even the slightest possibility of FBR being involved in cases of receiving, laundering, or using goods or money of illicit origin is strictly prohibited.

Art. 24 – PROTECTION OF INDUSTRIAL AND INTELLECTUAL PROPERTY RIGHTS

FBR informs anyone collaborating with it about the regulations on the protection of trademarks, patents, and other distinctive signs and copyright so that they can comply with them. The Foundation also prohibits the reproduction of software, the contents of databases, as well as the appropriation and dissemination, in any form, of works of human ingenuity.

Art. 25 – COOPERATION IN CASE OF INVESTIGATIONS

FBR prohibits any behaviour that interferes with investigations or inspections carried out by the competent Authorities and, in particular, any conduct aimed at obstructing the ascertainment of the truth.

Art. 26 – PROPER USE OF IT SYSTEMS

FBR condemns any behaviour consisting of altering the functioning of an IT or telematic system or unauthorized access to data, information, or programs contained therein, as well as any possible behaviour that may even indirectly facilitate the commission of so-called “computer crimes.” Illegal access to an IT or telematic system; possession of access codes for which one is not the recipient; damage to an IT or telematic system; illegal interception or interruption of IT or telematic communications are prohibited.

Art. 27 – VALUE OF HUMAN RESOURCES

FBR's collaborators are an indispensable factor for its success. For this reason, the Foundation protects and promotes the value of its collaborators in order to maximize their satisfaction and increase their skills. The Foundation is therefore committed not to favour forms of clientelism and nepotism.

Art. 28 – REPORTING AND OTHER DOCUMENTS

It is in FBR's interest to ensure maximum transparency and truthfulness in reporting activities, so all involved recipients are invited to respect the principles of completeness, clarity, and accuracy of the data and information provided externally in accordance with current regulations and sector accounting practices.

SECTION 3: PRINCIPLES AND RULES OF CONDUCT

Art. 29 – PRINCIPLES AND RULES OF CONDUCT FOR THE BODIES OF FBR

The bodies of FBR, as identified in Article 5 of the Statute (Board of Directors, President, Vice President, Scientific Committee, Auditor(s)), are required to comply with the provisions set out in the Internal Regulations and in this **Ethical Code**.

Art. 30 – PRINCIPLES AND RULES OF CONDUCT WITH DONORS

For the development of its activities, both in Italy and abroad, FBR may make use of donations. The resources collected through spontaneous donations or fundraising activities undertaken by the Foundation are used according to criteria of effectiveness and efficiency, ensuring the donor is adequately informed about how the resources received are used. FBR recognizes, if requested, the respect for anonymity.

Art. 31 – PRINCIPLES AND RULES OF CONDUCT REGARDING GIFTS, PRESENTS, AND BENEFITS

It is not permitted to offer or accept forms of gifts that could even be interpreted as exceeding normal business practices, to avoid creating illegitimate influences in the normal course of business negotiations or the conduct of any activity related to FBR. Gifts are therefore only allowed if of modest value or in any case such as not to compromise the integrity or reputation of the Foundation. It is also not permitted to offer or pay compensation, gifts, or advantages of any kind to representatives of the public administration or to persons connected to them. It is expressly forbidden to assign consultancies or donations, to grant sponsorships, or to make hires to public officials representing authorities who are carrying out inspection or supervisory activities towards FBR. This prohibition remains in effect for a period of two years after the completion of such acts.

Art. 32 – PRINCIPLES AND RULES OF CONDUCT IN RELATIONS WITH COLLABORATORS

Relationships among collaborators, regardless of their level of responsibility, are conducted with loyalty, fairness, and respect, while maintaining the roles and different functions within FBR. Each collaborator behaves proactively, fulfilling their duties with responsibility, efficiency, and diligence.

Art. 33 – PRINCIPLES AND RULES OF CONDUCT IN RELATIONS WITH THE PUBLIC ADMINISTRATION

All relationships with Public Officials or Persons in Charge of Public Service must be conducted in full compliance with the laws and regulations in force, as well as with the Internal Regulations and this Ethical Code.

It is forbidden for anyone acting on behalf of FBR to accept, offer, or promise, even indirectly, money, gifts, goods, services, performances, or favours in relation to relationships with Public Officials or Persons in Charge of Public Service with the aim of influencing their decisions, in view of more favourable treatment or undue services, or for any other purpose, including the performance of acts of their office.

Art. 34 – PRINCIPLES AND RULES OF CONDUCT IN RELATIONS WITH THE MEDIA

FBR recognizes the media as playing a fundamental role in the process of information transfer. Due to the delicacy of this task, the activity of communication and dissemination of news relating to the work of FBR is reserved exclusively for collaborators appointed for this purpose. Therefore, all other persons are prohibited from disseminating news concerning FBR without prior authorization. All collaborators must also refrain from spreading false and/or misleading news that could deceive the external community.

Art. 35 – PRINCIPLES AND RULES OF CONDUCT FOR SUPPLIERS AND THIRD PARTIES

In relationships with suppliers or third parties, recipients must comply with internal procedures relating to the selection and management of the relationship as well as the contractually established conditions.

Recipients must also inform suppliers of the contents of this Ethical Code, raising their awareness of its respect and reporting any violations.

Contractual counterparts must sign, at the time of contract signing, a declaration of knowledge of the principles of this Ethical Code (possibly also in the form of a contractual clause).

SECTION 4: IMPLEMENTATION AND MANAGEMENT OF THE ETHICAL CODE**Art. 36 – DISSEMINATION AND TRAINING**

FBR undertakes to include a reference to this Ethical Code in contracts with suppliers and third-party partners so that employees, collaborators, suppliers, and third-party partners, by signing the contract or agreement, declare that they have read it and undertake to comply with it.

FBR undertakes to inform all interested parties of the Ethical Code through appropriate communication activities according to the means and procedures deemed most suitable. The Code is available on the website

www.fondazionefbr.eu and a copy can be requested from the Foundation Secretariat. FBR also adopts training programs for collaborators aimed at better knowledge of this Ethical Code and all policies adopted by the Foundation to ensure full awareness of ethical issues related to the performance of their activities.

Art. 37 – IMPLEMENTATION

FBR ensures:

- the conduct of checks regarding reports of violations of this Code and the application of disciplinary sanctions in case of violations, in accordance with current regulations;
- the prevention and repression of any form of retaliation against those who contribute, through reports of wrongdoing, to the implementation of this Code;
- the periodic updating of this Code based on needs that arise from time to time, also in light of the activities mentioned above.

Art. 38 – REPORTING

In order to ensure the effectiveness of this Code, reporting mechanisms are introduced to monitor compliance with it. Through these mechanisms, members of any stakeholder interacting with FBR can ask questions, express concerns, and especially report observed immoral or illegal behaviour. To this end, FBR establishes appropriate communication channels through which reports can be brought to the attention of the Board of Directors.

Reports are evaluated ensuring the confidentiality of the identity of the reporter, subject to legal obligations. Reports made in good faith will not result in negative repercussions for the reporter, even if they turn out to be unfounded. Without prejudice to all protections provided by law, each collaborator may in any case submit requests for clarification, complaints, or report potential violations of this Code to the attention of the Board of Directors.

Art. 39 – VIOLATIONS OF THE ETHICAL CODE AND RELATED SANCTIONS

Violation of the rules of the Ethical Code always results in sanctions against those responsible, regardless of the possible initiation of judicial proceedings in cases where the conduct to be sanctioned also constitutes a criminal offense. In imposing sanctions, the principles of gradualness and proportionality, as established by current regulations, must be observed, also inspired by the principles of timeliness, reasonableness, and fairness.