



OSPEDALE SAN RAFFAELE

Code of Ethics of Ospedale San Raffaele

Approved by
Board of Directors on September 26, 2012



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Definitions

- **CEO:** Chief Executive Officer of Ospedale San Raffaele.
- **Code:** this Code of Ethics adopted by Ospedale San Raffaele.
- **Temporary workers:** workers with atypical contracts¹, interns, fellows and similar subjects.
- **Consultants:** workers that cooperate with the Hospital either continuously or occasionally, although they do not have with Ospedale San Raffaele any relationship of subordination or commercial representation, as well as those representing the Hospital towards third parties on the basis of specific mandates.
- **Decree (or Legislative Decree no.231/2001):** the Legislative Decree no. 231 dated 8th June 2001, concerning "the administrative liability of legal entities, companies and associations with or without legal personality, pursuant to art. no. 11 of the Law dated 29th September 2000, no. 300" and subsequent amendments.
- **Recipients:** all those to whom this Code is addressed, i.e. Shareholders, Directors, Auditors, Supervisory Board, Employees, Temporary workers, Consultants, and, in general, stakeholders.
- **Employees:** workers that have an employment contract of any kind with Ospedale San Raffaele.
- **Diagnosis Related Group (or DRG):** system to classify patients discharged after acute events that is currently used in Italy as a basis for reimbursement of health services provided by hospitals by the Italian Regional Health Service.
- **Public service appointee:** he/she who provides in any way a public service, that is an activity regulated in the same way of a public function, although lacking its typical powers (art. no. 358 of Italian Penal Code).
- **Model:** the Model of organisation, management and control adopted by Ospedale San Raffaele, pursuant to Legislative Decree no. 231/2001.
- **Board of Directors:** The Board of Directors of Ospedale San Raffaele.
- **Supervisory Body:** a corporate body with independent powers of initiative and control, having the task of monitoring the adequacy, functioning and observance of the Model and the Code. The Supervisory Board must also update the Model and the Code, submitting to the Board of Directors necessary amendments after changes of regulations, organisational structure or activities provided by Ospedale San Raffaele.
- **Ospedale San Raffaele or the Hospital:** Ospedale San Raffaele srl
- **Public officer:** each person who exercises a public function, either legislative, judicial or administrative. Public functions are regulated by public law and authorizations.
- **Public Administration or PA:** any public body, independent administrative agency, person (with or without legal personality) acting as a public officer or appointee or as a member or an officer of the European Communities or of foreign countries.
- **Predicate offenses:** all the crimes and administrative offenses that underlie administrative liability of the Hospital for the purposes of the Decree.

¹ These include "collaborazione coordinata e continuativa" and "collaborazione a progetto" contracts, which are excluded from the application of Articles 61 et seq. of Italian Legislative Decree no.276/2003.



- **Hospital discharge paper:** tool for gathering information about the patients discharged from Italian public and private hospitals.
- **Top Managers:** all individuals that hold, even de facto, functions of representation, administration or management within the Hospital or one of its organisational units with financial and functional autonomy.
- **NHS:** National Health Service.
- **RHS:** Regional Health Service.



Premise

This Code of Ethics was formally resolved by the Board of Directors of Ospedale San Raffaele on 26th September 2012.

As far as clinical, academic, scientific and administrative activities are concerned, Ospedale San Raffaele complies with mandatory ethical principles, in the belief that their strict observance is essential for future development, proper functioning, reliability and reputation of the Hospital itself, as well as for the economic and social growth of its area.

This Code sets out the general ethical principles of Ospedale San Raffaele and the standards each Recipients must comply with while performing his/her job.

Recipients must comply with laws and regulations both in Italy and abroad, as well as act and behave in accordance with principles, aims and commitments mentioned in the Code. They should also make sure that possible third parties behave in the same way.

Recipients must know, implement and comply with the provisions of this Code. If necessary, they must also report partial and total lack of compliance.

Depending on his/her role, each Recipient must guarantee the highest possible competence so as to cooperate to achieve corporate objectives.

However, in no case does the pursuit of the interests of the Hospital justify a behaviour that does not comply with this document. Therefore, the Recipients are not allowed to act in order to obtain a benefit in favour of Ospedale San Raffaele in violation of the provisions set in this Code.

The Code is part of the Organisation, Management and Control Model established under the Italian Legislative Decree no. 231 dated 8th June 2001 and resolved by the Board of Directors on 26th September 2012. Therefore it takes on added significance and value in terms of administrative responsibility of Ospedale San Raffaele.

Compliance with the requirements of the Code is part of the contractual obligations of employees, according to the Article no. 2104 of the Italian Civil Code², and any violation will result in the application of penalties. Depending on different cases, the violation of this Code by Recipients may result in a disciplinary offense, which can be punished according to applicable norms also contained in the Model, and/or a breach of contract, which can lead to an immediate and unilateral termination of the legal relationship, as well as to the compensation for any damage arising from such violation.

To ensure the widest possible dissemination of the ethical principles and standards set out in this document, in addition to specific training too Ospedale San Raffaele makes sure that all new Employees, Temporary workers and Consultants are sent a copy of this Code and the Model, also providing specific training.

² Article 2104 of the Italian Civil Code (Diligence of the employer): "The worker must apply the diligence required by the nature of the work, by the corporate interest, or by the higher interest of national production. He/she must also observe the instructions for execution and for regulation of the work given by the entrepreneur or by the latter's staff members to whom he/she hierarchically reports".



Third parties cooperating with Ospedale San Raffaele must comply with the fundamental ethical principles of this Code, according to specific contractual clauses.

This Code and its ultimate versions are sent, in electronic format too, to all employees through notice of the President or CEO.

The Code is available at the following url http://www.hsr.it/wp-content/uploads/2014/09/OSR-Srl-Codice_Etico.pdf , as well as on bulletin boards and in every secretary office.



General Ethical Principles



1. General Ethical Principles

The actions and behaviours of Recipients must be characterized by the utmost fairness, transparency, legitimacy, diligence, honesty and professional accuracy, complying with laws, rules of professional standards, this Code and internal procedures.

In case of uncertainty in the application of principles as well as for any interpretation question, it is necessary to stop any activity at risk and promptly inform one's superior, as well as the Supervisory Board, in order to implement possible necessary measures.

Each Recipient must diligently learn norms, rules of professional standards and regulatory measures related to his/her role. No behaviours in contrast with the above precepts are tolerated. In no way is the lack of adequate knowledge of the principles justified.

Recipients must also fulfill their contractual obligations in good faith, as well as perform their job in the best possible way. They cannot take part in activities which are in conflict of interest with Ospedale San Raffaele. The Hospital pursues its objectives and its mission according to the following General Ethical Principles.

1.1 Compliance with laws

Ospedale San Raffaele always acts in accordance with laws, regulations, rules of professional standards and the principles of this Code, of the Model and with internal procedures. The Hospital requires that such conduct is also pursued by people who have relations with Ospedale San Raffaele and it commits itself not to starting or continuing any cooperation with those who do not share the same commitment.

1.2 Dignity and equality

Recipients must recognize and respect personal dignity, privacy and personal rights of any individual. Recipients work with colleagues of all nationalities, cultures, religions, races and walks of life. Discriminations of any kind are not tolerated.

1.3 Integrity

Recipients shall perform their job following principles of transparency, moral integrity, honesty, fairness and good faith.

1.4 Conflicts of interest

Recipients must avoid any situation that may lead to conflict of interest, e.g. when Recipients pursue other objectives than those of Ospedale San Raffaele and/or take advantage of opportunities dedicated to the Hospital.



Conflicts of interest include the following situations:

- the use of one's own role for personal aims or of third parties that are in conflict with Ospedale San Raffaele's interests;
- the use of information acquired during work activities for the advantage of third parties;
- financial interests or the possession of shares of suppliers, customers or competitors;
- the performance of activities of any kind for suppliers, customers and competitors without formal approval by the Hospital.

Each Director, Statutory Auditor, Employee, Temporary worker and Consultant must immediately report any conflict of interest, even potential, to the Supervisory Board and comply with internal procedures of Ospedale San Raffaele.

1.5 Confidentiality and privacy policy

Ospedale San Raffaele complies with the provisions and the security measures set out in the Italian Legislative Decree no. 196/2003. The Hospital guarantees the confidentiality of information and does not collect data illegally. The Recipients of this Code must not use confidential information for purposes that not related to their duties. Therefore, Ospedale San Raffaele:

- deals with data processing in a way that ensures proper separation of roles and responsibilities;
- classifies information according to risk level and takes appropriate control measures at each stage of processing;
- requires that third parties involved in the data processing sign confidentiality agreements;
- adopts standards that specify the method of data processing and storage, as well as which data or information the Hospital may request.

The protection of information and data stored in computers should be guaranteed by security measures. Data and information are processed by automated tools for the time necessary to achieve the purposes for which they were collected.

1.6 Value of human resources

Employees are vital to achieve corporate objectives. Therefore the Hospital defends and promotes the value of human resources in order to improve and increase their professional skills. In labour, collaboration and consultancy relations, the Hospital avoids discriminatory and unfair behaviours of any kind.

1.7 Authority equity

Ospedale San Raffaele is committed to ensuring the fair and equitable exercise of hierarchical relations, avoiding any abuse and violation of dignity, value and autonomy of individuals.



1.8 Transparency in defining organisational roles

Ospedale San Raffaele is committed to defining organisational roles in a transparent way, in order to ensure traceability and correctness of any decision-making process.

1.9 Physical and moral integrity

Ospedale San Raffaele guarantees physical and moral integrity of Employees, Temporary workers and Consultants, and more generally, stakeholders. It also ensures safety and health conditions in all workplaces. Requests or threats aimed at inducing people to act *against the law or* in violation of the Code, as well as behaviours adversely affecting convictions and moral values of others are not tolerated in any situation.

1.10 Transparency and completeness of information

Recipients must provide their interlocutors with complete, transparent, understandable and accurate information to guarantee that stakeholders can take independent and informed decisions. In any communication with the public, information about Ospedale San Raffaele and its activities must be truthful, clear and verifiable.

1.11 Fairness in the execution of contracts

Contractual obligations must be fulfilled in compliance with agreements between the parties. Ospedale San Raffaele will not take advantage of ignorance or incapacity of counterparties. Any person acting on behalf of the Hospital must not take advantage of loopholes or unexpected events with the aim of renegotiating a contract for the purpose of exploiting the counterpart position.

1.12 Service quality

The Hospital ensures high quality standards in the performance of its activities, thanks to a constant improvement of its staff skills, technologies, techniques and work methods. The Hospital guarantees first-class diagnosis and treatment services, in terms of appropriateness, timeliness, effectiveness, orderliness and continuity required by the patient condition, providing thorough information on treatments.

1.13 Competition

Ospedale San Raffaele recognizes and protects the value of fair competition and aims at obtaining competitive results that reward ability, experience and efficiency. Ospedale San Raffaele avoids collusive, predatory, deceptive, subliminal, subtle and monopolistic behaviours, as well as abuse of office or unfair competition. Any action against fair competition is contrary to the corporate policy and is prohibited to anyone working on behalf of the Hospital.



1.14 Work safety and environmental protection

Ospedale San Raffaele is committed to preventing injuries and to guaranteeing the safety and health of workers. The Hospital's technical, organisational and economic conditions aim at guaranteeing an adequate prevention and healthy and safe workplaces, according to current measures on health and safety (Italian Legislative Decree no. 81/2008). Safety and health of workplaces is guaranteed through monitoring, management and prevention of risks. Ospedale San Raffaele guarantees environment protection and safeguard for future generations, too. Therefore, its activities comply with the national standards for environmental safeguard. For this reason, Ospedale San Raffaele is committed not to polluting and to optimizing the use of resources, as well as to ensuring the proper disposal of waste products. The Hospital takes also appropriate measures to safeguard the environment, raising awareness about environmental impact of its activities, so as Recipients can reduce it as much as possible.

1.15 Fairness in the management of financial resources

Recipients must comply with all national and international rules and regulations, as well as with internal procedures related to management of financial resources, anti-money laundering and counter-terrorism measures.



Criteria of Conduct



2. Criteria of Conduct

2.1 External Relations

Directors, Statutory Auditors, members of the Supervisory Board, Employees, Temporary workers, Consultants and third parties that work in the name and on behalf of Ospedale San Raffaele must always follow principles of correctness, integrity and transparency while dealing with other people and organisations.

Competence, professionalism, fairness and courtesy are the guiding principles that Recipients must comply with while dealing with third parties and/or San Donato Hospital Group's companies.

In order to safeguard Ospedale San Raffaele's reputation and image, relations with people that do not belong to the Hospital must comply with the following principles:

- full transparency and fairness;
- compliance with laws, regulations and rules of professional standards, with particular reference to the norms about relations with the Public Administration;
- independence from any internal or external conditioning.

As far as commercial, medical and, in general, professional relations with third parties are concerned, illegal and collusive practices and behaviours are prohibited, as well as illegal payments, bribery, favouritisms, direct or indirect solicitations for personal benefits and situations of actual or potential conflict of interest. Recipients cannot directly or indirectly offer or receive gifts and giveaways, including cash, or procure business and/or jobs to/from public officers, customers, suppliers and third parties.

Gifts and giveaways of small value are allowed, as long as they do not give rise to the impression that they are aimed at acquiring or give unfair advantages or that they have to do with illegal or immoral situations. In any case, these gifts must always be in accordance with the rules contained in the corporate procedures and must always be adequately documented. However, Recipients are forbidden to solicit the offer or the acceptance of gifts of any kind, even of small value. Any Recipient that stipulates contracts with third parties must ensure that these contracts do not imply any donation in violation of this Code.

2.1.1 Relations with Patients

Ospedale San Raffaele places the patient at the centre of both clinical and research activities and its main objective is to respect his/her wishes, needs and legitimate expectations. The Hospital's activities are aimed at meeting health needs of patients and improving constantly the quality of services and treatments, in order to ensure patients' well-being and scientific progress.

In this sense, Ospedale San Raffaele is committed to ensuring that:

- all patients are treated with care and attention and that their dignity and philosophical, political and religious beliefs are safeguarded;



- employees, temporary workers and consultants do not behave in a discriminatory way, i.e. unequal treatment (for example incorrect handling of reservations, hospitalization agenda, waiting lists, etc.);
- patients' personal information, including health conditions and possible diagnostic or therapeutic procedures, is treated in accordance with the privacy policy;
- this Code is disseminated as much as possible so as to promote knowledge between patients and facilitate communication and discussion on the issues contained in the Code.

All Employees, Temporary workers and Consultants of Ospedale San Raffaele are required to provide patients with clear, simple and thorough information on diagnosis, clinical protocols and all those services available thanks to scientific research and technological innovation. In this way, the Hospital ensures that the patients are aware of their decisions ('Informed consent'). The patient must give his/her consent to a certain treatment, as reported in the Italian Constitution and in the ethical principles about the relation between patients and medical staff. By signing the consent form, the patient decides independently whether to undergo medical treatment or not, being fully aware of the diagnosis, the purpose of the treatment, the possible consequent risks and alternatives.

In line with the indications in the manual of medical record issued by the General Directorate of Regione Lombardia, "information is part of good medical practice, being a contractual duty, and its omission may lead to professional liability and claims for losses."

Therefore, in order to guarantee maximum transparency, Ospedale San Raffaele is committed to:

- ensuring that the patient or his/her delegate receives complete and appropriate information on diagnosis, prognosis, future prospects and possible diagnostic and/or therapeutic alternatives, as well as on possible consequences;
- avoiding misleading and false information, either scientific or of any other kind;
- ensuring that also foreign patients receive clear information with the support of interpreters and mediators;
- periodically checking feedbacks received by the customer care office so as to take into account possible complaints from patients.

2.1.2 Relations with Customers

Ospedale San Raffaele offers first-class services and ensures the constant improvement of quality through innovative processes that involve healthcare, diagnostics, research and university.

The Hospital's pursues principles of transparency, equality, fairness and free competition and commits itself to:

- avoiding arbitrary, discriminatory, predatory or unfair behaviours;
- ensuring that commercial communications are always truthful, easily understandable and that they comply with regulations;



- providing the customer with accurate information at all stages of pre-contractual and contractual relationship;
- avoiding vexatious terms or practices;
- fulfilling contractual obligations timely and correctly;
- giving feedback to suggestions and/or complaints made by customers and/or organisations.

2.1.3 Relations with the Public Administration

Relations with the Public Administration must always be characterized by the utmost fairness, transparency, traceability and efficiency, in full compliance with the laws and requirements of this Code.

Relationship management and commitments with the Public Administration must be carried out exclusively by the CEO or by those appointed to do so.

Each health service delivered on behalf of the Regional Health System, as well as scientific, medical and educational activities funded by the Public Administration must always be legitimate, fair and properly documented in order to be controlled at any time to examine their characteristics and motivations and identify those who are responsible for their authorization, management, registration and verification.

Ospedale San Raffaele always operates within laws, regulations and internal procedures. In particular, it is strictly prohibited to each Recipient to:

- promise, offer and deliver money or other benefits on a personal basis - also after illegal pressure - to public officers or appointees with the aim of promoting or supporting the Hospital or to induce them to act against duties. The above rules cannot be circumvented by offering to a public officer or appointee different forms of assistance or contribution such as assignments, advice, advertisement, sponsorship, employment or business opportunities and so on;
- behave in the way described above with spouses or relatives of public officers or appointees;
- behave so as to improperly influence officers of the public officers, e.g. provide false or incomplete documentation;
- provide or promise to provide, solicit or obtain confidential information and/or documents that may compromise the integrity or reputation of one or both parties, in violation of the principles of transparency and professional integrity;
- choose a consultant or a third party to represent the Hospital on occasions when conflicts of interest may occur.

The conduct described is prohibited both in course of business negotiations, requests and relations with Public Administration and once these are concluded.

- With reference to the provision of public funds each Recipient must not:



- use or present false declarations and omit information with the aim of receiving contributions, loans or other payments from the Public Administration for one's own or for the Hospital's benefit;
- use grants, loans or other payments from the Public Administration for other purposes than those for which they were assigned.

With reference to negotiations with the Public Administration and to participation to tenders for the attainment of loans, grants and public funds, each Recipient must:

- follow principles of fairness, transparency and good faith;
- assess appropriateness and feasibility of requirements set out in the tender notice;
- maintain transparent and fair relations with Public Administration officers;
- fulfill contractual obligations diligently and timely.

In case one of the Recipients receives from a public officer or appointee implicit or explicit requests for benefits of any kind, he/she immediately must:

- inform his/her immediate superior and the Supervisory Board;
- interrupt all dealings with the public officer or appointee above.

2.1.4 Relations with political organisations, trade unions and other associations

Relations with political organisations, trade unions and associations are managed by the CEO or delegates in accordance with the provisions of this Code, with particular attention to principles of impartiality and independence.

Ospedale San Raffaele does not finance any political organisation or trade union, as well as their representatives and candidates. It also rejects any kind of improper pressure, both direct and indirect, towards politicians and trade union representatives. The Hospital may grant contributions and sponsorships to non-profit associations, provided that they have regular statutes and constitutional documents, are of high cultural or social value, involve a large number of citizens and aim at supporting progress of medicine, scientific research, education, environmental protection and health. Contributions and sponsorships to organisations that promote social projects, as well as art and sports, are allowed, provided that they have very high quality and good reputation.

2.1.5 Relations with the Judicial authority and Public Supervisory Authorities

Relationships with the Judicial authority and Public Supervisory Authorities are managed by the CEO or delegates. The CEO or delegates follow principles of transparency, fairness and rigor, avoiding behaviours that might be misinterpreted as attempts of corruption towards the authorities and reject giving or promising money or other benefit, direct or indirect. The induction of any person belonging to the Hospital to omit



information or to make false statements before the Judicial authority is considered a violation both of the Law, this Code and the Model.

2.1.6 Relations with Suppliers

Relations with suppliers, including financial contracts and consulting, are governed by the rules of this Code, by specific internal procedures and are constantly and closely monitored by Ospedale San Raffaele.

The selection of suppliers is carried out by the CEO and delegates, on the basis of objective and documented criteria aiming at the best quality of service and competitive rates. As far as relations with suppliers are concerned, Ospedale San Raffaele must:

- ensure that the selection process is always carried out impartially, independently and solely on the basis of objective criteria, such as price, quality, payment terms, delivery times, support services and compliance with all laws;
- ensure that there are no conflicts of interest and, in case they occur, immediately report them to the Supervisory Board and treat them as required by internal procedures;
- create profitable long-term relations for the exclusive benefit of the Hospital through proper management of commercial negotiations;
- ensure that any attempts of unexplained alteration of normal trade relations, e.g. offering of money or other benefits to gain confidential information or behaviours that promote a certain supplier in the selection process, are immediately reported to the direct superior and to the Supervisory Body;
- ensure that health and research consultants are selected solely on the basis of professional skills;
- ensure that contracts with suppliers include a clause of acceptance of the principles of this Code and of the Model;
- ensure that any act of courtesy does not give rise to suspicions of offense and does not damage the image of Ospedale San Raffaele;
- acquire information about the supplier with fair means and handle it in accordance with the laws.

The violation of this Code by suppliers represents a serious breach of contract and may result in unilateral and immediate termination of the contract, as well as in compensation for any damage arising from such violation.

2.1.7 Relations with Mass Media and external relations

Ospedale San Raffaele recognises the importance of a clear and effective communication that follows principles of fairness and transparency. Communication with the public must be truthful, clear, consistent, accurate and must comply with the policies and programmes of Ospedale San Raffaele.



Relations with *mass media* are managed exclusively by the Board of Directors, the President, the Vice President, the CEO and delegates. Employees, Temporary workers and Consultants that have not been delegated or expressly authorized for the above-mentioned task must always avoid giving formal or informal communications to the public, in accordance with internal procedures.

However, information given to the public shall be timely and coordinated. Directors, Employees, Temporary workers and Consultants in charge of spreading information about Ospedale San Raffaele, either with speeches, conferences, publications or any other form of presentation, must comply with the rules and receive the prior authorization of the President, the Vice President or the CEO, depending on the sensitivity of the topics treated.

2.2 Internal Relations

2.2.1 Relations with Employees and Temporary workers³

Human resources are crucial to Ospedale San Raffaele's development and achievements. Loyalty, dedication, competence and professionalism are fundamental values for its growth. Therefore, the Hospital is committed to contribute to the development of skills of each Employee and Temporary worker.

Employees and Temporary workers should engage to acquire new skills, abilities and knowledge, as well as to work in full compliance with organisational structures, in order to allow the correct activation of control chains and the formation of a precise and articulated framework of responsibilities. With their constant professional commitment and proper behaviour, Employees and Temporary workers must cooperate to achieve and maintain Ospedale San Raffaele's objectives concerning health services and scientific and academic purposes.

The Hospital's staff must always be updated on the current regulations related to their duties and duly comply with the provisions of this Code and the rules of professional standards.

Any act of retaliation and/or discrimination against Employees and Temporary workers who refuse to engage in illegal conduct against the law and/or this Code and/or the Model or against those who report such behaviours is prohibited.

Employees and Collaborators are strictly forbidden to:

- persuade patients with misleading or false information, both scientific and of other kind;
- grant unnecessary health services or make false claims about services that were not actually granted;
- use diagnosis and treatment codes different from those of the service that we actually granted to gain an unfair benefit for Ospedale San Raffaele;
- register outpatient treatments that are part of hospitalisation, day hospital or day surgery services;
- duplicate the invoice of the same service or refuse to issue credit notes for services that were not granted or are not refundable;

³ The provisions of this section, where possible, are applied to Consultants who provide clinical, academic or research services.



- behave in a way that affects the proper management of waiting lists;
- use for one's own purposes plans, systems, procedures, methodologies, reports or other inventions or activities developed at Ospedale San Raffaele and whose owner of rights of ownership or use is the Hospital itself;
- keep improper conduct during application, management and registration of public funds;
- solicit or accept, either for oneself or for others, recommendations, favourable treatment, money or other benefits from people with whom one comes in contact. In case Employees and Temporary workers receive gifts of high value, they must immediately inform their superior and the Supervisory Board, so as they decide whether to return the gift and/or to take any other necessary measures. Every donation made by patients or third parties must be handled by those appointed to do so. Therefore, Employees and Temporary workers are forbidden to handle directly and independently such donations.

2.2.1.a Selection Process

The Hospital selects Employees and Temporary workers solely on the basis of their skills and ability to fill open positions, avoiding favouritism and concessions of any kind. Information required during staff selection process is aimed exclusively at the verification of professional requirements and psychological aptitude of the candidate and is treated in accordance with the provisions in order to protect the confidentiality of personal data. All staff members have a regular contract, either of employment or of collaboration. Ospedale San Raffaele does not enter into any kind of contract with Employees and Temporary workers of its auditing company, both during the audit itself and for the following 12 months or at the end of the relation between the Employee and the auditing company. As far as human resources are concerned, the Hospital is committed to improving skills, expertise and knowledge of each Employee and Temporary worker, in order to achieve corporate objectives. For this reason, the Hospital's policy aims at enhancing the effective value of each Employee and Temporary worker, in respect of equal opportunities.

2.2.1.b Establishment of the employment and collaboration relation

The Hospital complies with employment laws and rejects any form of illegal work. Employment and collaboration relations take place in compliance with collective bargaining law, as well as legislations concerning social security, tax and insurance. The Hospital guarantees the dignity of Employees and Temporary workers and condemns all forms of human exploitation.

The acceptance of the assignment includes a real understanding of the contracts obligations and therefore every Employee and Temporary worker receives accurate information regarding:

- characteristics of his/her task;
- regulations and salary according to the collective bargaining law;
- standards and procedures that must be followed in order to avoid possible health risks.



The Hospital protects all Employees and Temporary workers and ensures optimal conditions for the performance of their job, especially for categories to which special protection is reserved.

2.2.1.c Regulations on staff management

Ospedale San Raffaele follows rules for the fair and just management of human resources. Access to roles and positions of greater responsibility exclusively depends on competence, professionalism and experience. Compatibly with the overall efficiency on the workplace, the Hospital supports flexibility for working mothers.

The evaluation of Employees and Temporary workers involves the Employees and Temporary workers themselves, the Human Resources Directorate and, as far as possible, those who have cooperated with the above-mentioned Employees or Temporary workers. Evaluation and incentive programmes must follow criteria of objectivity, traceability and fairness according to corporate hierarchy. It is forbidden to offer salary increases, career advancements or other benefits to encourage people to act against the law, the Model pursuant to the Decree, this Code and internal procedures.

Managers give value to all Employees and Temporary workers through job rotation and providing job training and experiences aimed at improving skills and increasing responsibilities. It is crucial that managers communicate to Employees and Temporary workers their strengths and weaknesses, so that they can improve their skills and performances through proper training.

The Hospital offers information and training tools, both on-site and online, to all Employees and Temporary workers, so that they can improve specific skills and competences. Training is assigned to groups or individuals depending on their specific professional needs. The Human Resources Directorate keeps track of all the courses followed by the staff, in order to evaluate their usefulness and to plan further training. Managers must optimize the working time of Employees and Temporary workers and assign tasks attaining to their job and to working plans. Any request of services and personal favours in violation of the law and of this Code constitute abuse of authority. The Hospital makes sure that Employees and Temporary workers are involved in the planning of activities, and that they take part in discussions and decisions to achieve corporate objectives.

2.2.1.d Behaviour in the workplace

As far as relations with Employees and Temporary workers are concerned, Ospedale San Raffaele's guiding principles are mutual trust and integrity. Each Employee and Temporary worker must perform his/her duties responsibly, honestly, diligently and judiciously, in accordance with internal policies, procedures and directives. Any situation against the interests of Ospedale San Raffaele must be avoided. The Directors and managers should be an example for all Employees and Temporary workers, attending to their duties in an exemplar way and constantly promoting trust, mutual respect and spirit of collaboration, in order to safeguard and improve the overall satisfaction, the image and the prestige of the Hospital.



2.2.1.e Harassment in the workplace

The Hospital punishes any form of mobbing and personal harassment and prohibits any form of harassment, i.e. intimidating, hostile or isolating situations against individuals or groups, both in internal and external labour relations.

2.2.1.f Health and Safety in the workplace

Ospedale San Raffaele conducts its activities in full compliance with current legislation concerning health and safety at work and does not accept compromises of any kind. Employees and Temporary workers must not behave in a way that may expose other people, either internal or external to the Hospital, to risks that could cause damage to their health or physical safety. The Hospital therefore is committed to ensuring a safe and healthy workplace, adopting all necessary preventive and corrective measures. The Hospital acts in compliance with laws and labour contracts in force, as well as with the highest quality standards, in order to ensure the safety and health of Employees and Temporary workers. The Hospital guarantees a workplace that complies with laws on safety and health by monitoring, managing and preventing risks related to professional activities.

In order to ensure health and safety within the Hospital, the staff is required to use diligently equipment, plants, personal protective equipment and safety devices. Each Employee and Temporary worker must report promptly to appropriate departments any situation of potential risk.

2.2.1.g Environmental protection

All the Hospital's activities comply with local regulations on environment protection. The Hospital carries out its activities in respect of the environment. Investment choices, for instance, depend on environmental sustainability. The Hospital aims at an eco-friendly growth through specific technologies, equipment and processes in compliance with current legislation. Ospedale San Raffaele promotes and consolidates among all Employees and Temporary workers principles of environmental protection and pollution prevention, improves risk awareness and encourages responsible behaviour. Ospedale San Raffaele takes into account the needs of local communities and aims at promoting and contributing to the economic, social and civil development of the areas involved. Therefore, Ospedale San Raffaele uses the best available technologies for the protection of the environment and of natural resources, in accordance with current legislation.

2.2.1.h Alcoholic and psychotropic substances, drugs and smoke

The use of alcoholic and psychotropic substances and drugs during worktime is prohibited. Smoking is not allowed inside the premises of Ospedale San Raffaele. Each Employee and Temporary worker must inform his/her superior, as well as the person in charge of supervision and the Supervisory Board if he/she is forced to endure passive smoking in the workplace.



2.2.1.i Confidentiality of data and information and privacy policy

For its activities, Ospedale San Raffaele needs to acquire, store, process and process personal and sensitive data. These must be handled in accordance with current privacy policy.

Employees and Temporary workers must protect the confidentiality of information acquired and comply with privacy policy required by the counterparties.

All information and data acquired, processed and handled by Employees and Temporary workers belong to the Hospital. They are strictly confidential, must be appropriately protected and must be used and managed in accordance with current regulations and internal procedures.

Each Employee and Temporary worker, therefore, has to:

- only acquire and handle the data that are necessary and directly related to his/her duties;
- store the data so as to prevent third parties from accessing to them;
- only communicate and disclose the data in accordance with specific procedures or upon authorization of the competent office.

The Hospital is committed to protecting information and data of Employees, Temporary workers, Consultants, patients, suppliers and third parties. Their improper use is a serious violation of the rules of this Code, as well as an infringement of the legislation on privacy. Information and data stored by Ospedale San Raffaele must be handled in conditions of strict confidentiality, since their disclosure could damage the interests of the Hospital.

2.2.1.I Company Assets

The assets owned or used by Ospedale San Raffaele, in particular plants and equipment, should be used only for working purposes. In no case it is allowed to use company assets, in particular computing and network resources, for personal purposes or with the aim of acting against the law, public order or morality, or to commit or make others commit offenses, racial intolerance, exaltation of violence and violation of human rights.

No Employees and Temporary workers are allowed to make audio-visual, electronic, paper or photographic record or copy of corporate documents, except in case these activities are part of their tasks. It is expressly forbidden to behave in a way that may damage, alter, degrade or destroy IT and computer systems, data and programmes of the Hospital or of third parties.

Each Employee and Temporary worker is responsible for the security of the aforementioned assets and must avoid their fraudulent or improper use. Personal user id and password must not be given to colleagues or other people. The assets must be exclusively used for business activities or purposes authorized by the managers concerned. It is expressly forbidden to use the Hospital's IT resources for consultation, access and, in general, for any activity related to sites containing child pornography.



2.2.1.m Registration and dissemination of information and accounting data

While performing their job and within their powers and responsibilities, Employees and Temporary workers must record, process and report accounting data and financial information in accordance with internal procedures and legislation. These activities must be carried out with accuracy and timeliness, avoiding the dissemination of false or misleading information. Accounting records comply with principles of transparency, truthfulness, completeness, clarity, precision, accuracy in accordance with local regulations.

Ospedale San Raffaele requires compliance with all regulations, in particular with reference to balance sheets and all kinds of mandatory documents related to administration and accounting. Accountability follows principles that are widely accepted and analyses systematically accounting entries. For each accounting entry of a transaction adequate records should be kept in order to provide information about the transaction reason and its authorization and control process. Records must be readily available and filed according to appropriate criteria that allow easy consultation both to internal and external authorized parties.

The Hospital's relations with the Board of Statutory Auditors and external auditors follow principles of diligence, professionalism, transparency, collaboration, availability and full respect of their role. The Hospital commits itself to satisfying timely and promptly requirements from the auditors.

The Board of Statutory Auditors and external auditors have free access to data, documents and information needed to carry out their activities. It is expressly forbidden to prevent or hinder control or auditing activities. Data and documents for auditors' consultation are written in a clear, objective and exhaustive way to provide accurate, complete, true and faithful information. Both accounting errors or omissions and behaviours that do not comply with the provisions in this paragraph must be reported immediately to superiors and to the Supervisory Board. Accounting entries and financial information must not be communicated or disclosed to third parties without the permission of the directorate in charge.

2.2.1.n Traceability

Each Employee and Temporary worker must keep track of each operation, in order to allow controls on the operation itself and its reasons during authorization, performing, recording and verification phases.

2.2.1.o Other activities

Employees and Temporary workers are allowed to perform jobs for other companies, even occasionally and for free, provided that they do not hinder the fulfilment of their obligations towards the Hospital or endanger its interests or reputation.

Employees and Temporary workers involved in activities that may cause, even indirectly, conflicts of interest (e.g. collaborations with suppliers or competitors of the Hospital) must previously inform the Supervisory Board and their superior, who may decide not to give authorization. Employees should refer to specific provisions contained in the national collective agreement, where all prohibited activities are reported.



2.2.1.p Management of financial resources and combating money laundering

Financial resources must be managed in respect of one's own mandates, as well as of specific permissions for special operations. Ospedale San Raffaele conducts its activities in full compliance with anti-money laundering legislation and regulations issued by competent authorities. Therefore, the Hospital set up a special anti-money laundering procedure according to which suspicious transactions in terms of fairness and transparency are prohibited.

Particular attention must be given to relationships involving receipt or transfer of money or other benefits. In order to prevent Employees and Temporary workers from undertaking, even unwillingly or unknowingly, operations of any kind involving money, goods or other assets that come from crime, the Hospital refuses to receive or make payments in cash, unless of little value and in any case within legal limits⁴ and only if strictly necessary. Bearer securities and payments through unauthorized intermediaries or other third parties that hinder the identification of the payer are prohibited, too. The Hospital avoids any relation with companies based or operating in countries that do not ensure corporate transparency and, in general, rejects operations that might preclude the reconstruction of cash flows. All Recipients of this Code are not allowed to conduct in a way that promotes or causes behaviours that, either individually or collectively, contribute directly or indirectly to money laundering. Each Recipient must immediately inform his/her superior and the Supervisory Board about any transaction whose characteristics, extent and nature rouse suspicions of money laundering or terrorist financing, considering also the financial resources involved and the activity carried out.

2.2.2 Organised crimes

Ospedale San Raffaele avoids any kind of relationship, even if indirect or through intermediaries, with individuals or entities known as or reasonably suspected of being part of criminal organisations of any kind or of supporting them in any way. These include mafia-type organisations and those involved in trafficking of human beings or exploitation of child labour, as well as people or groups involved in terrorism⁵.

Therefore, during the process of qualification and selection of suppliers, sponsors, partners and third parties contractually bound to Ospedale San Raffaele, analysis of other parties' reputation are carried out, as well as requests of appropriate certification that ensures their reliability.

2.2.3 Protection of brands, patents and intellectual works

Ospedale San Raffaele specifically prohibits any conduct that aims at altering, forging and using brands, trademarks, drawings, models and in general, Italian or foreign intellectual works. It also rejects any kind of conduct that aims at using or selling industrial products with altered or counterfeited brands or marks, including software without license to use. Similarly, Ospedale San Raffaele rejects manufacturing, marketing, distribution

⁴ At the date of approval of this Code, payments and takings greater than or equal to 1,000.00 euro are prohibited.

⁵ These include conducts that may seriously damage a country or an international organisation, aiming at intimidating people or compelling the government or international organisations to perform or abstain from performing any act or at destabilizing or destroying the fundamental political, constitutional, economic and social structures of a country or an international organisation.



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or use of objects and goods made and developed through usurpation or violation of industrial property. The protection of intellectual property is crucial and therefore any unauthorized distribution, reproduction, use, sale (for any purpose and use and by any means) is prohibited.



Implementation and Control Policy



3. Implementation and Control

3.1 The Supervisory Board

The Board of Directors and the Supervisory Board are entrusted with the task of guaranteeing the functioning and observance of this Code. To this end, they are supported by the Directorate of Internal Audit.

Recipients must forward to the Supervisory Board:

- requests for explanations about the Code and its implementation;
- reports of potential or actual violations of this document.

To this end, the Hospital provides appropriate channels through which Recipients can communicate with the Supervisory Board in a free, direct and absolutely confidential way. Each Recipient of this Code must report immediately any conduct (even attempted) carried out inside the Hospital that does not comply with the Code. The Hospital guarantees that the informer's identity will be kept confidential, as long as this does not interfere with supervisory activities. It also safeguards the informer from retaliation, illegal conditioning, hardship and discrimination of any kind derived from reporting violations of the Code.

3.2 Tasks of the Supervisory Board

The Supervisory Board must:

- support the distribution of this Code of Ethics, as well as the design and implementation of training courses for all Directors, Auditors, Employees, Temporary workers and Consultants;
- assist the directors and managers in the implementation and updating of this Code;
- evaluate possible violations of this Code and suggest appropriate sanctions, in compliance with laws, internal regulations and national collective bargaining agreement.

3.3 Duty to report violations of the Code

Recipients must report to the Supervisory Board any information concerning possible violations of the measures, principles and criteria of conduct established by this Code.

All notices of possible violations of the Code must be submitted to the Supervisory Board at the following email address:

organismodivigilanza@hsr.it



or by mail, to:

Organismo di Vigilanza

c/o Ospedale San Raffaele Ltd.

Via Olgettina, 60 - 20132 Milan

After having received a notice, the Supervisory Board must carry out specific auditing activities. In any case, the confidentiality and anonymity of the individuals involved are ensured. In this activity, the Supervisory Board may be assisted by the Directorate of Internal Audit and/or other parties, either internal or external to the Hospital.

Recipients must fully cooperate to the investigation and provide all information in their possession related to possible violations. Partial or total non-cooperation with investigation may result in disciplinary measures.

Once the verification activities are concluded, the Supervisory Board reports to the Board of Directors and to the sanctioning authority any possible violation of the Code (even if only attempted), as well as the relevance of the violations in terms of administrative responsibility of the Hospital, according to the Decree, so that the necessary measures are taken. The Supervisory Board may also suggest to the Board of Directors and to the disciplinary authority measures to be taken against those who violated the rules above.

The disciplinary authority must report to the Supervisory Board any sanction related to the violation of the Code, even if attempted, as well as the dismissal of any disciplinary proceeding.

Ospedale San Raffaele and the Supervisory Board guarantee that informers will be protected from any form of reprisal and/or discrimination, without prejudice to the rights of third parties charged with bad faith.

3.4 Sanctions

The Hospital avails itself of specific organs and functions in order to enforce with consistency, impartiality and uniformity sanctions that are proportionate to the violation of the Code and that comply with the legislation on labour relations. The sanctions for Employees are in accordance with the measures contained in the collective bargaining agreement, while Temporary workers and Consultants are sanctioned according to provisions in the contractual clauses.