

Code of Ethics

INTRODUCTION

This Code of Ethics (subsequently the "Code") establishes guidelines for conduct and the integrity and transparency model, which is to be followed by all employees, collaborators and partners working at whatever level within Istituto Europeo di Oncologia S.r.l. (subsequently the "European Institute of Oncology ") and the IEO Group.

The European Institute of Oncology has adopted and disseminates this Code with the intention of establishing awareness and compliance by all employees, collaborators and partners, for assimilation of the values and rules of conduct that the Institute intends continually to refer to in performing its activities, to protect its reputation and image.

In this perspective, the Institute considers the Code of Ethics an instrument of regulation and discipline in its activities. The principles it contains provide a model of conduct in relationships with both its employees and in particular the recipients of the services provided, internally and externally.

Observing the Code is considered integral to the contractual obligations assumed by employees pursuant to and by effect of art. 2104 of the Italian Civil Code.

Violation of the rules of the Code therefore form a serious violation of the obligations deriving from the employment contract and therefore a civil offence, with all consequent personal responsibilities.

All grades or functional responsibilities of the Institute's human resources, and third-party collaborators (where contracted) and consultants, are therefore required to observe the rules of conduct of the Code scrupulously.

The European Institute of Oncology shall oversee compliance with the rules of the Code of Ethics, equally ensuring transparency of the corrective actions put in place in the event of violation.

GENERAL PRINCIPLES

General ethical principles

The European Institute of Oncology requires compliance in carrying out its operations with the general ethical principles described in the following.

Compliance with the law and honesty



The European Institute of Oncology is committed to conducting its activities according to European, national and international regulations, and rejects any conduct that is contrary to the law and in particular that which may form crimes of corruption.

Pursuing the interest of the Institute may in no event be considered a requirement to break the law, neither may it justify dishonest conduct.

The members of the corporate governance bodies, the Institute administration, the Coordinators of clinical departments and research and the Institute's employees, collaborators and consultants in general, as part of their professional activity, are required to comply with current regulations, this Code of Ethics and internal regulations diligently.

Correctness in case of potential conflicts of interest

In conducting any activity each person involved must avoid any conflict between his/her personal, company, financial or political interest and the interests of the Institute. He/she must always act in the Institute's favour according to methods that enrich rather than damage its reputation.

The same requirement applies to members of the corporate governance bodies, the Institute administration, consultants and collaborators.

In the event of conflict of interest, or a situation of apparent conflict of interest, the provisions of the Regulations on the prevention of conflicts of interest and intellectual property rights will apply and it is a requirement to inform the relevant Manager and Director of Human Resources.

Diligence and accuracy in operations and providing professional services

The European Institute of Oncology attaches fundamental importance to providing its patients, and the recipients of its activities, high quality level services and therefore takes heed of requests and suggestions that may promote improvement of the quality of services provided.

To this end, the professional services of the employees and collaborators of the Institute must be followed with the maximum diligence, accuracy and professionalism.

Impartiality

The European Institute of Oncology considers impartiality of treatment an important value in any internal and external relationship with the Institute.



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It therefore rejects, opposes and punishes any discrimination against age, gender, sexuality, health status, race, nationality, political opinions and religious beliefs of all of its interlocutors, with particular reference to access to the services provided by users.

The members of the corporate governance organs, administration, and employees, collaborators and consultants of the Institute in general must comply, in performing their respective professional duties, with the principle of impartiality, avoiding preferring or facilitating persons or solutions not based on technical-professional evaluation.

Transparency and confidentiality

The European Institute of Oncology and its collaborators undertake to give complete, transparent, comprehensible and accurate information such that those who intend to enter into relationships with the Institute are able to take autonomous decisions in the knowledge of the interests involved and the relevant consequences.

The European Institute of Oncology assures confidentiality of the information in its possession and refrains from seeking confidential information, unless in the case of express and knowledgeable authorisation and conformity to current legal requirements.

Furthermore the Institute employees, collaborators and consultants are required to maintain the confidentiality of this confidential information acquired from customers in any event. Therefore, confidential information that they become aware of may not be revealed to third parties or used improperly.

The European Institute of Oncology warrants absolute respect for the confidentiality of personal data and information regarding diagnosis and treatment.

Democracy and respect for the individual

The European Institute of Oncology considers the individual, his/her values and rights as intangible values to be safeguarded.

Institute employees and collaborators have the broadest freedom of expression of their ideas and beliefs, in respect of corporate regulations, the rights and dignity of others and harmonious sharing of workplaces.

The criteria of correctness, collaboration, loyalty and mutual respect must also form relationships with third parties external to the Institute.

Value of human resources

The European Institute of Oncology promotes the value of human resources in order to improve and expand the value and competitiveness of the competences of each person.



The ethos of European Institute of Oncology human resources management has always been based on respect for the person in the most complete meaning, regarding the ethical aspect of the relationship, absence of discrimination, transparency, promoting individual responsibility, and trust. These values are fully applied in innovative management systems for integration between the various roles and professions, enhancement and recognition of individual contributions and career growth.

These solutions have the priority objective of interdisciplinary exchange between colleagues within the same facility for the clear benefit of the patients.

Culture of risk

The European Institute of Oncology aims to increase awareness of the risks underlying the daily activities of its employees and collaborators. This knowledge must be evident in the conduct of each one. There must be widespread awareness of how the internal control system monitors these risks.

Image

The image and reputation of the European Institute of Oncology are values to be protected and developed via full dissemination, sharing and observance of the ethical principles set out in this Code.

Employees, collaborators and consultants of the Institute must refrain from any behaviour that might harm the image of the European Cancer Institute.

Gifts, presents and benefits

It is permitted to accept gifts or other forms of present only if of meagre value and not that could be interpreted as exceeding normal commercial practices or courtesy. They must in any event not be intended for gaining an advantage in the conduct of any activity that can be associated with the European Cancer Institute.

Any form of gift to Italian or overseas public officials, and to their relatives, which may influence their independent judgement or achieve any advantage is also prohibited.

Gifts offered, unless of meagre value, must be documented appropriately to enable verifications and authorisation of the Institute administration.

This regulation concerns gifts that have both been promised or offered and those that have been received. Gift refers to any type of provision that may be considered, even indirectly,



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to be a benefit in favour of the recipient (e.g. presents, forms of hospitality, promised offer of work, etc).

Invites to participate in events, conferences, conventions, commercial presentations or technical courses regarding the working activity must be authorised by line managers.

Employees of the European Institute of Oncology and all of its collaborators, who receive gifts, presents or benefits that are not of the permitted type, are required to report them to the Conflicts of Interest Committee, according to the Regulations on the prevention of conflicts of interest and intellectual property rights, for evaluation.

Lawful competition

The European Institute of Oncology operates according to the rules of lawful competition, which are deemed fundamental for market development and for meeting the needs of the recipients of the services.

Privacy protection

The European Institute of Oncology has put in place all the requirements and has adopted all the security measures prescribed by Legislative decree 196/2003. The privacy of patients, employees, collaborators, consultants and partners is protected by adopting standards that specify the information that the Institute requires from them and the associated processing and storage methods. These standards also prescribe prohibition, unless in the scenarios envisaged by the law, of communicating/disseminating personal data without the prior consent of the interested parties and establish rules for control, by the interested parties, over the privacy protection standards.

Rules against money laundering

The members of the boards of administration and control, employees and collaborators of the European Institute of Oncology are required to comply with all standards and provisions, whether national or international, and internal procedures against money laundering.

CRITERIA FOR CONDUCT IN EXTERNAL RELATIONSHIPS

Patients

All employees and collaborators are required to adopt conduct and procedures for personalisation and humanity in patient relations, to improve the methods for access to and information on the services.



As part of the supply of the services, employees and collaborators are required to act according to legal, ethical and financial standards that protect patients' rights, according to the principles of equality, impartiality, continuity, right of choice, privacy and confidentiality.

All employees and collaborators (medical and otherwise) must stringently comply with the procedures of the European Institute of Oncology that provide primary processes for ensuring a uniform level of support for all patients, according to the standards of institutional accreditation and current regulations.

Privacy and confidentiality standards must also be observed following termination of the employment relationship. The head of each section must satisfy him/herself that all employees and collaborators are aware of the collective and individual responsibilities regarding any violation of privacy and confidentiality and must act to ensure that all are aware and practice the security measures that the Institute has adopted.

Suppliers

In commercial relations with its suppliers the European Institute of Oncology complies with the principles of this Code and corporate procedures.

The Institute has a policy of trading in good faith and in a transparent way with all potential suppliers.

More specifically, employees involved in relations with suppliers of the Institute are obliged not to deny anyone with the appropriate requirements the opportunity to compete for contracts, by adopting objective and documentable criteria in the choice of candidates, based on objective evaluation of the quality and price of the item or service, and guarantees of support and promptness.

Entering into a contract with a supplier must always be based on extreme clarity.

Collaborators and consultants

Collaborators and consultants of the European Institute of Oncology for whatever reason are required, in fulfilling the contractual relationship established with or the assignment received from the Institute, to act with correctness, good faith and lawfulness, in compliance with the provisions of this Code of Ethics, corporate regulations and instructions and requirements provided by the Institute personnel, where applicable.

The European Institute of Oncology identifies and selects collaborators and consultants with absolute impartiality, autonomy and independence of judgement without accepting any condition or compromise of any type for achieving or obtaining favour or advantage. To this end, the Institute shall consider solely professional competence, reputation, independence,

organisational capacity, correctness and punctual fulfilment of contractual obligations and roles assigned.

Relations with the Public Authorities

In dealings with the Public Authorities or with entities that carry out activities of public benefit or interest, the European Institute of Oncology complies stringently with European, national, international and the relevant internal regulations.

In general, relations with Public Authorities or with entities whose services are public in nature must be performed with the maximum correctness, integrity, impartiality and independence. The hospital departments authorised and delegated to have dealings with such entities and with investors are prohibited from promising, giving or receiving favours, amounts or benefits in kind, which have the purpose of obtaining improper advantage.

The European Institute of Oncology shall not be represented in dealings with the Public Authorities by employees or collaborators around who conflicts of interest may arise.

Employees or collaborators who receive instructions to act in such a way are required to notify the Supervisory Board immediately.

RELATIONS WITH THE COMMUNITY

Responsibilities to the community

The European Institute of Oncology is aware of the influence, including indirect, that its activities may have on the conditions, economic and social development and general health of the community, and the importance of social acceptance of the community in which it operates.

For this reason the Institute intends to conduct its investment in respect of local and national communities, and support initiatives of scientific and social value in order to achieve continual improvement of its reputation and social acceptance.

Print and other mass communication methods

The European Institute of Oncology enters into relationships with press and mass communication entities solely via the delegated institution organs and departments, and according to the principles of correctness, availability and transparency, as part of the communication policy defined by the Institute.



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European Institute of Oncology employees and collaborators may not provide mass communication entities with information without the prior and specific authorisation of the competent departments.

The Institute opposes and rejects any form of disinformation or inaccurate, incomplete dissemination of information regarding the Institute and its operations, and implements all initiatives aimed at protecting its image and guaranteeing the accuracy of information.

Political and union organisations

The European Institute of Oncology makes no type of contribution, directly or indirectly, to political parties, movements, political and union committees and organisations, nor to their representatives and candidates unless in the forms and methods envisaged by current regulations.

Environmental protection

The environment is a primary asset that the European Institute of Oncology undertakes to protect.

To this end decisions are guided and operations managed in order to guarantee a balance between economic initiatives and environmental needs, not only according to current regulations but also in consideration of the development of scientific research and the best relevant experience.

CRITERIA FOR CONDUCT IN INTERNAL RELATIONSHIPS

Shareholders

Capital

The European Institute of Oncology undertakes to protect its capital, in all of its components, to avoid losses, theft and damage.

The assets forming part of the Institute's capital may be used solely for purposes associated with the business activity and never for illegal activities.

Healthcare operations

The European Institute of Oncology undertakes to observe the rules of keeping correct clinical records according to the criteria indicated by the law and regional provisions.

Employees and collaborators are required to comply with current regulations and institute procedures in keeping documents regarding the care of patients.

Institute employees and collaborators are required to act with transparency and provide the Healthcare Administration with the maximum collaboration in audits and inspections.

Accounting

The European Institute of Oncology undertakes to observe the rules of correct, complete and transparent accounting according to the criteria indicated by the law and the adopted accounting standards.

Employees and collaborators are required to comply with current regulations and institute procedures for accounting, preserving documentation for supporting the activity carried out in order to permit identification of the level of responsibility within the individual operating process, and accurate transaction reconstruction, thereby reducing the probability of errors of interpretation.

Each transaction must, in other terms, be correctly recorded, authorised, verifiable, legitimate, coherent and appropriate.

The upper management, employees and collaborators of the Institute are required to act with transparency in dealings with the appointed auditing firm and the Board of Auditors and to provide maximum collaboration in performing the respective scrutiny and auditing.

It is therefore a requirement of senior managers, employees and collaborators to scrutinise the accuracy and truthfulness of accounts records and inform the competent department of any errors, omissions and/or falsification.

Internal auditing

The European Institute of Oncology promotes the dissemination of the culture of auditing and informing employees and collaborators on the importance of auditing systems and compliance, in performing Institute activities, with current regulations and internal procedures.

The Institute asserts that the organisation and the activity of the internal auditing staff is performed with the broadest autonomy and according to the principles of confidentiality, independence, correctness and the provisions of this Code.

Employees and collaborators of the Institute are required to co-operate in the correct and efficient operation of the internal auditing system, forming an active part of reporting of situations of interest to the internal auditing department and committing to disseminate the principles promoted by that department.

Supervision and control authorities



The Institute undertakes to offer the maximum cooperation in dealings with the Supervision and control authorities, fully according to its institutional role, undertaking promptly to implement regulatory provisions issued by the aforesaid Authorities and to provide correct, verifiable, clear and exhaustive information and data, periodically or on request.

PERSONNEL

Mutual respect

It is the European Cancer Institute's policy to promote an internal climate where each employee interacts with other colleagues with mutual honesty, dignity and respect. This internal working environment is made up of working groups comprising individuals openly communicating to facilitate the achievement of the Institute's goals and objectives, and promoting creativity and individual growth.

Ethical conduct

Each individual is required to perform his or her roles in a responsible, honest, diligent way and with good judgement, in accordance with the procedures and directives set out by the Institute. The European Institute of Oncology intends to conform to the highest ethical standards in the conduct of its activities and it is therefore the duty of each one to avoid situations of conflict of interest or other situations that can be potentially harmful for the Institute. It is therefore appropriate to avoid even the slightest trace of lack of integrity.

Employee selection

Potential employees are evaluated based on the candidate meeting the institute's requirements, according to equal opportunities for all individuals concerned. The information required is strictly related to verifying the expected aspects from the professional and psycho-attitudinal profile, in respect of privacy and the opinions of the candidate. The HR Department adopts appropriate measures for avoiding favouritism, nepotism or forms of clientelism in selection and employment, according to available information. Employees are taken on with a regular contract, fully according to legal provisions.

Personnel management

The European Institute of Oncology avoids any form of discrimination against its employees. As part of the processes for the management and training of personnel, and also during selection, decisions taken are based on correspondence between the requirements and characteristics of employees and/or considerations of merit. Access to roles and posts is also set out in consideration of competences and abilities. In addition, according to the general efficiency of work, flexibility in organising work that facilitates maternity and care



of children in general is adopted. Employees are appraised broadly by involving managers, the personnel department and, where possible, the individuals who will come into contact with the person concerned. As limited by available information and privacy protection, the personnel department acts to prevent all forms of mobbing and bossing.

Dissemination of personnel policies

The personnel management policies are available to all employees via the institute communication instruments (managers' organisation and communications documents).

Training and development of employees

The European Institute of Oncology ensures that its employees are suitable and professionally qualified for the tasks to be performed by implementing all available levers for promoting their growth and development.

Particular importance is attached to communication by managers of the employee's key strengths and weaknesses, so that he or she may attempt to improve his or her skills via targeted training. The European Institute of Oncology provides all employees with information and training tools with the aim of developing specific skills and conserving the professional value of the staff. Training is assigned to groups or individual employees based on specific professional development requirements.

Employee working time management

Each manager is required to enhance employees' working time by requesting services according to the exercise of their roles and with work organisation plans. Requiring a collaborator to offer personal services or favours to a line manager or any conduct in violation of this Code is deemed abuse of a position of authority.

Involvement of employees

Employee involvement is assured in carrying out work, which includes participating in discussions and decisions functional to the achievement of Institute objectives. Employees must participate with a spirit of collaboration and independence of judgement. Listening to the various viewpoints, according to institute requirements, allows the manager to formulate final decisions. The employee must however always participate in the implementation of the activities selected.

Work organisation interventions

For the reorganisation of work, the value of human resources is protected, which involves training and, where necessary, professional re-qualification. The European Institute of Oncology therefore adheres to the following criteria:

the requirements of work reorganisation must be distributed as uniformly as possible among all employees, in line with effective and efficient business operation;

in case of new or unexpected events, which must be realised, the employee may be assigned roles different to those previously carried out, however intending to protect his or her professional competences.

Health and safety

The European Institute of Oncology assures a working environment compliant with current health and safety regulations via the monitoring, management and prevention of risks associated with the performance of the professional activity.

The Institute also undertakes to disseminate and consolidate a culture of safety by developing awareness of risks and promoting responsible conduct by all employees.

Integrity and protection of the person

The European Institute of Oncology undertakes to protect the moral integrity of employees by guaranteeing the right to working conditions that respect the dignity of the person. For this reason it protects

employees against acts of psychological violence and opposes any discrimination or attitude that is harmful to the person, his/her beliefs and preferences. Sexual harassment is strictly prohibited and conduct or discussion that can disturb sensibilities must be avoided.

An employee of the European Institute of Oncology who feels he/she has been the subject of harassment or whose age, sex, sexuality, race, health status, nationality, political opinions or religious beliefs have been discriminated against, may report the event to the Supervisory Board which will evaluate effective violation of this Code. Disparities are not however considered discrimination if justified or justifiable according to objective criteria.

6.1.7 Duties of employees

An employee must act lawfully in order to comply with the obligations undertaken in the employment contract and the provisions of this Code, assuring the required fulfilments.

Data management

An employee must know and implement the provisions of institute policies regarding security of information for guaranteeing the integrity, privacy and availability of data. He/she is required to complete his/her documents using clear, objective and exhaustive language, enabling any verifications by internal or external entities authorised.

Conflict of interest

A conflict of interest arises when a relationship between an employee or collaborator and a third party could harm the interests of the Institute or violate applicable regulations.

All employees or collaborators of the European Institute of Oncology must, when dealing with clients/patients, suppliers, contractors and competitors, act in the interest of the Institute over any other situation, which may involve a real or potential personal benefit, for him/herself or for his/her relatives or for their associates (meaning individuals that enter into business dealings via contracts or association with the employee).

Where there is even the slightest conflict of interest, the employee is required to communicate it to the Conflict of Interest Committee, as required by the Regulations for the Prevention of Conflicts of Interest and Intellectual Property Rights which, according to the methods set out therein evaluate the effective presence of a conflict. The employee is also required to provide information regarding activities carried out outside of work times, where a conflict-of-interest with the European Institute of Oncology may potentially arise.

Use of Institute assets

Each employee is required to act with diligence to protect Institute assets, via behaviour that is responsible and in line with the relevant operating procedures, documenting such use precisely. More specifically, each employee must:

- use the assets assigned to him/her scrupulously and frugally;
- avoid improper use of Institute assets which may cause damage or reduce efficiency, or that is contrary to the Institute's interests in any event.

Each employee is responsible for the protection of the resources assigned to him/her and has the duty of promptly informing the relevant departments of any threats or damaging events for the Institute.

As regards IT applications, each employee is required:

- scrupulously to adopt the provisions of the Institute security policies, in order not to compromise the functionality and protection of IT systems;
- not to send harmful or mining e-mail messages, or use inappropriate language or comments that may cause offence to the person and/or damage the Institute's image;
- not to browse Internet sites with inappropriate or offensive content.

Intellectual property rights

Intellectual property rights deriving from inventions developed as part of working activities belong to the European Cancer Institute, which retains the right to use these inventions

according to methods and times considered most appropriate, in accordance with current regulations.

Rules are provided in any event for this issue in section 3. (Inventions, patents and technological transfer) of the Regulations for the Prevention of Conflicts of interest and Intellectual Property Rights.

CRITERIA FOR CONDUCT IN INFRA GROUP RELATIONS

Autonomy and common ethical values

The European Institute of Oncology allows autonomy to its subsidiaries, which are required to conform to the values expressed in the Code of Ethics, and lawful collaboration in the pursuit of the objectives, according to the law and current regulations.

The institute avoids putting into place conduct which, in its exclusive interest, is harmful to the integrity or image of the subsidiary company. The European Institute of Oncology also requires subsidiaries not to put in place conduct or enter into decisions which, while being beneficial to the subsidiary, could harm the integrity or image of the Institute.

Cooperation and communication

Whoever holds a social office within the subsidiary company, on the appointment of the European Cancer Institute, has the “duty” of “participating” in meetings on request, carrying out the roles assigned to him/her lawfully, correctly and transparently, while promoting communication between the European Institute of Oncology and the subsidiary, encouraging and using group cooperation for mutual interest. Information must be distributed within the Group, in particular for the purposes of drafting the individual accounts and consolidated financial statements and other communications, according to the “principles of truthfulness, lawfulness, correctness, completeness, clarity, transparency, prudence” and with respect for the “autonomy” of each company and the specific spheres of operations.

SUPERVISION OF THE APPLICATION OF THE CODE OF ETHICS AND CONSEQUENCES OF ITS VIOLATION

Supervisory Board

The European Institute of Oncology has established an internal Supervisory board with autonomous powers of initiative and control and has been assigned the role of supervising



the operation and observance of the Organisational, management and control model ex Legislative decree 231/2001, and the task of systematically updating it.

The Supervisory Board has also been assigned the task of promoting the dissemination and knowledge of the Code of Ethics and applying and updating it. It will activate, on its own initiative or when notified, to prevent or reprimand any violations via the competent departments.

The Institute has also established an Ethics Committee, an independent body which evaluates and verifies the conduct of studies of new diagnostic and treatment methods and oversees correct operation of research programmes and patient protection.

Reports of Code violations

Employees and collaborators of the European Cancer Institute, and third parties who intend to report a violation of the Code of Ethics must follow the procedure set out in the Organisation, management and control model adopted pursuant to Legislative decree 231/2001.

The European Institute of Oncology opposes and rejects all forms of discrimination or reprisal against employees, collaborators or third parties who report a violation of the Code.

Any groundless report submitted itself represents a violation of the Code of Ethics.

Actions against directors and the General Administration

For violations of the Code of Ethics by directors, the Supervisory Board shall inform the Institute Board of Directors and Board of Auditors which will take the appropriate initiatives according to current regulations such as, where applicable, calling an AGM, there to propose dismissal of the director and the liability action.

For violations of the Code of Ethics by the General Administration, the Supervisory board shall inform the Board of Directors and the Chief Executive Officer, which shall take the appropriate measures.

Actions against managers and specialist medical staff

For violation of the Code of Ethics by managers and specialist medical staff, the Institute will evaluate the facts and the conduct and apply the remedies it deems most appropriate according to applicable regulations against those responsible.

Actions against employees

Violation of the principles and rules of conduct prescribed by the Code of Ethics, by Institute employees forms a breach of the obligations deriving from the employment relationship according to art. 2104 Italian civil code and is a disciplinary offence.

The role of verification of violations, management of disciplinary proceedings and handing out of penalties falls to the Human Resources management.

Actions against collaborators, consultants and counterparties

The European Institute of Oncology may terminate contractual relationships with collaborators, consultants and counterparties who put into effect conduct that violates the provisions of the Code of Ethics, according to the provisions of the specific clauses entered in the relevant letter of appointment. Such action does not affect any claim for compensation of damages where such conduct causes losses for the Institute, including independently from the termination of the contract.