



Fondazione Livio Sciutto

Ricerca Biomedica in Ortopedia - ONLUS

Iscritta al Registro delle Persone Giuridiche al n. 40/UTG in data 21-12-2009

ETHICAL CODE OF THE FOUNDATION FONDAZIONE LIVIO SCIUTTO RICERCA BIOMEDICA IN ORTOPEDIA ONLUS

The “Fondazione Livio Sciutto Ricerca Biomedica in Ortopedia – Onlus”(hereinafter referred to as "**The Foundation**") is **non-profit**, pursues exclusively social solidarity purposes by promoting the development of human knowledge in the medical scientific sector, in particular in the field of orthopedics, to support the prevention and treatment of all human diseases, becoming active in scientific research and in the clinical application of the results obtained.

In order to achieve these objectives it is necessary to treat persons (the patient, his family, his doctor, his colleagues, the recipients and all the other subjects in various ways involved in the activity of the Foundation) with respect and honesty, as well as with professional competence, this does not constitute exclusively a correct behavior or a bureaucratic fulfillment, but also represents a fundamental factor that characterizes the Foundation, expressing the values that the same is committed to realize in daily practice.

The Foundation, in its relationships with staff, with clients, with patients, with public and private bodies, with companies and with any other subject, is in fact committed to maintaining a behavior inspired by honesty, respect, responsibility, security and transparency.

1. COMPANY CONDUCT CODE

The Foundation's Board of Directors has approved the Code of Business Conduct, which identifies the values inspired by the principles of honesty, good faith and fairness, the respect for which is an essential condition for the establishment and in any case for the continuation of collaboration at any title with the Foundation.

The term "Recipients" used in the Code refers to all those (managers, administrators, employees, doctors, collaborators, consultants, volunteers, etc.) who are expressly called to respect the Code itself, by virtue of their relationship with the Foundation, with any affiliated and / or controlled companies, as well as, to the extent that it can be pointed out, to the family members and to the recipients' heirs.

2. NATURE OF THE CODE

In carrying out their activities the Recipients must comply with the Laws, regulations, this Code of Conduct, as well as the procedures adopted by the Foundation.

Supervision on the compliance with the provisions of this Code and its interpretation, where necessary, are tasks entrusted to the administrative body, which may be required to be assisted by technical and / or legal experts.

3. CONFLICTS OF INTEREST

All Recipients must avoid situations of conflict of interest, current or potential, direct or indirect, even of a non-economic nature, with the Foundation.

There exist a conflict of interest when a relationship (family, association or business) between a Recipient and an institutional interlocutor or a third party can create obstacles to the application of this Code of Conduct.

By way of example, we list some hypotheses of situations likely to generate conflict of interests, within the specific areas of operation of the Recipients:

➤ Use of company's properties

Recipients are required to use the documents, assets, resources, services and spaces of the Foundation in a responsible, diligent, decent and transparent manner, exclusively for purposes related to the activity carried out in the interest of the Foundation, excluding any use for personal purposes. Each Recipient is responsible for the protection of the assets and / or resources entrusted to him and has the



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duty to promptly inform the President and/or Director of any threats or events harmful to the Foundation.

➤ **Agreements with suppliers and competition**

The Recipients must select and deal with suppliers, customers, companies, organizations and other persons linked to the Foundation by commercial relationships, or who aspire to undertake the aforementioned relations with the Foundation, according to criteria of transparency and correctness, to be applied:

- adopting rules and mechanisms for the selection and management of suppliers that take into account technical, economic and financial reliability, as well as social responsibility criteria;
- by defining homogeneous methods of supplier management, to ensure that all suppliers have equal dignity and opportunities;
- defining and applying criteria and systems of constant monitoring of the quality of the services and of the goods / services provided, with the exclusive aim of pursuing the interests of the Foundation.

Recipients are forbidden to solicit offers of gifts or benefits. They are also obliged to refuse any non-symbolic offer of gifts or benefits that could influence, even indirectly, the carrying out of activities in favor of the Foundation. It is allowed to accept spontaneous offers of gifts or benefits of moderate economic value occurring in cultural meetings, visits or public scientific meetings, and always that acceptance does not affect, even indirectly, the carrying out of activities in favor of the Foundation. In private relations with suppliers, consultants and third parties in general, it is forbidden to receive or promise money or other benefits. Recipients are entitled to receive a fee for external services, which have been authorized by the Foundation, if such external services do not affect the duties and obligations of the person towards the Foundation.

➤ **Interest in other companies / companies or relations with same**

Recipients may not be holders, either directly or indirectly, of shares, quotas, holdings or significant financial interests in public or private entities or companies that collaborate or intend to start a collaboration relationship with the Foundation or compete or may enter into competition with the same, except for the cases in which the Foundation, informed of the situation, has assessed that the ownership of shares, quotas or participations are not such as to affect the recipient's autonomy and independence, and without prejudice to compliance bans of the law. Recipients cannot accept a managerial position and cannot act as consultants or employees of a foundation, company, or of a company or public or private body, organized for profit, that collaborates or intends to collaborate with the Foundation, or that concurs or can enter in competition with the same, without prior specific approval from the administrative body and without prejudice to compliance with the law prohibitions. Recipients may not acquire, directly or indirectly, the ownership of real estate, shareholdings in companies, entities, or other properties that constitute or may be an object of interest for the Foundation in view of their possible acquisition.

➤ **Family Members**

The Recipients must not enter into commercial relations in the name of the Foundation with family members or companies, businesses, commercial bodies associated with a family, except for cases in which these negotiations were first communicated to the Foundation and the Foundation has given its approval in writing.



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➤ **Reporting obligations**

The recipients have the obligation to report in writing to the administrative body of the Foundation any possible conflict of interest. All the situations reported will be examined by the administrative body of the Foundation, which will issue a written assessment of the actual existence of a relevant conflict of interests.

Recipients will have to collaborate actively with the Foundation in order to eliminate all situations that could generate a conflict of Interest.

➤ **Business Opportunities**

The Recipients will not keep for themselves the knowledge of an opportunity discovered as a result of their position, or through the use of property or information of the Foundation, unless the Foundation has formally decided that the opportunity is not of interest for the Foundation and that there are no other circumstances that would make it inadequate for any other user. The formal decision of the Foundation on issues of this kind will be up to the Board of Directors.

4. LAWS AND REGULATIONS ON MEDICAL DEVICES

All Recipients are required to know and to apply the laws, the regulations and the specific discipline related to the pertinent activity.

The Recipients involved in clinical applications, technical assistance and clinical studies, sales and marketing, must know the procedures for immediate communication of any contraindications and complaints.

5. RELATIONSHIPS WITH DOCTORS AND CLIENTS

The Foundation complies with the laws and regulations in force that prohibit payments to doctors and clients (companies, institutions, public and private health facilities, etc.).

In addition to following the laws and regulations, the Foundation:

1. does not make any payment or donation to doctors or clients to obtain professional appointments, conventions or any other advantage for the company.
2. does not reimburse expenses for family members or acquaintances of a doctor or a client traveling as carers.
3. does not offer gifts or tickets for shows considered extravagant or unusual to clients or doctors.

The Foundation can execute agreements for clinical studies, consulting services and licensing of a patent. All these agreements must be stipulated in writing and indicate that the payments will be made upon execution of the agreed performance.

6. RELATIONSHIP WITH THE INSTITUTIONS, WITH THE GUARANTOR AND SUPERVISORY AUTHORITIES, WITH THE JUDICIAL AUTHORITY

1. The Foundation takes care of relations with public institutions and with the Guarantor and Supervisory Authorities on the basis of principles of fairness and professionalism.
2. The Recipients are required to comply with current legislation in the sectors related to their respective areas of activity and the provisions issued by the competent Institutions and / or by the Guarantor and Supervisory Authorities.
3. In relationships with local and national institutions, European Union and international public institutions or with the Guarantor and Supervisory Authorities, no applications or requests containing untruthful declarations are submitted, also for the purpose of obtaining public funds, grants or subsidized loans, or to unduly obtain unjustified treatment, concessions, authorizations, licenses or other administrative acts.



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4. Similarly, in the case of participation in public procedures, the Recipients involved are required to operate in full compliance with the law and with proper commercial practice, avoiding in particular to induce administrations to unduly operate in favor of the Foundation.
5. The Recipients promptly comply with any request from the competent Guarantor and Supervisory Authorities to perform checks, providing full cooperation and avoiding obstructive behavior.
6. The Foundation collaborates with the Judicial Authority and with the bodies delegated by the same. In the case of audits, inspections or investigations, all the existing documentation will be made available to the Judicial Authority, without prejudice to the prohibition to destroy or alter records, minutes, records accounting and any other type of document, as well as making false or reticent statements or to inducing others to do it.

7. SCIENTIFIC INTEGRITY

Recipients undertake to ensure that professional and scientific activity complies with the principles set out in the Statute and in this Code. The Recipients consider the training and updating activities a constituent and significant part of their commitment and ensure their continuity. The Recipients undertake to comply with the highest quality standards in the performance of professional and training activities.

8. SAFETY, HEALTH AND SAFETY

Within the framework of current legislation on the protection of health and safety at work (pursuant to Legislative Decree no. 9 April 2008, No. 81, as amended), the Foundation undertakes to take all necessary measures to protect the psychophysical and physical integrity of the Recipients and of all persons who work or stay in the spaces and structures of the Foundation.

9. CONFIDENTIAL INFORMATION, INVENTIONS AND CONFIDENTIALITY

1. The Foundation is the exclusive owner of all the rights of economic use of the intellectual works eventually created by the Recipients in the exercise of their services in favor of the Foundation itself (by way of example, of publication, reproduction, transcription, communication to the public, distribution, translation, and / or any other economic use).
The author of an intellectual property belonging to the Foundation is obliged not to use it for private purposes and to maintain the confidentiality of the results achieved by the same until moment of official disclosure.
2. The Recipients are required:
 - A) to respect the confidentiality of persons or entities of which the Foundation holds protected information,
 - B) to refrain from disclosing, communicating and disseminating business secrets, protected data or confidential information acquired in the performance of institutional tasks and the dissemination of which may unjustly affect the interests of the Foundation and / or of third parties;
 - C) to consult only the deeds, files, databases and archives to which access is authorized, making use thereof consistent with the duties of office and the rules on privacy.
3. The Foundation complies with the provisions concerning the confidentiality and protection of the personal data of the subjects concerned and adopts suitable security measures for the databases in which personal data are collected and stored, in order to avoid risks of destruction and loss or unauthorized access or treatments not allowed.

10. PRIVACY OF PATIENTS



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La Foundation obtains medical and other information on patients who use the services of the Foundation. This information is contained in the medical records provided by the patients or by the agreed healthcare facilities, in folders obtained as part of a clinical study, data on the detection of patients' medical devices, surveillance data, data obtained during the course of technical assistance or others. These data and information must be processed in compliance with the laws and regulations, Regulation (EU) 2016/679 of the European Parliament and Council of 26 April 2016 and the provisions of the privacy guarantor. This information can be shared with the patient, the patient's doctor and, if necessary, regional and governmental bodies respecting the privacy regulations.

11. POLITICAL CONTRIBUTIONS AND PAYMENTS TO GOVERNMENT OFFICIALS

The Foundation does not make direct or indirect contributions to parties, movements and associations, nor to their representatives and candidates, or to Government Officials.

12. BOOKS AND ACCOUNTING REGISTRATIONS, ACCOUNTING PROCEDURES AND REVIEWS

The accounting must be strictly based on the general principles of truth, accuracy, completeness, clarity and transparency of the recorded data. The Recipients are required to refrain from any conduct that violates directly or indirectly the principles referred to in the previous paragraph or the internal procedures that regard the formation of accounting documents and their representation outside. The financial statements of the Foundation must provide a truthful and correct representation of the economic and financial situation of the Foundation in compliance with current general and special legislation.

13. INSPECTIONS AND VERIFICATIONS

In the case of internal inspections and verifications, that is, by the Administrative Supervisory Authorities, the Recipient, if his involvement is expected, adopts an attitude of maximum availability and collaboration.

14. HUMAN RESOURCES

The Foundation protects the freedom, dignity and equality of the Recipients and, where applicable, protects their labor and their trade union freedoms, and prevents personal characteristics and orientations from giving rise to discrimination.

All the Recipients will have to adopt an adequate conduct by their work place. Normal courtesy standards and consideration of others' opinion in the work place will be observed.

The Recipients must respect the individual differences and the principles of other people, regardless of race, color, religion, gender, nationality, age, citizenship or disability.

15. RECORD OF CONVERSATIONS

The Recipients may not record or keep a telephone conversation or other conversations, unless all registered persons have been duly informed of the registration and that there is a record of their consent to proceed with registration. Customer calls records can be made for quality control purposes, if a system first notifies customers that the call can be recorded.

16. RELATIONS WITH THE MEANS OF INFORMATION

Relations with the media must be based on principles of truthfulness, correctness and transparency and are kept exclusively by the person appointed by the Foundation. None of the Recipients is permitted to act on behalf of the Foundation and to issue public statements (such as, for example, to write articles, to give



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interviews or to participate in information programs or social networks) unless specifically authorized by the competent bodies.

In relations with the media, where authorized, the Recipients act in such a way that they do not in any way prejudice the image of the Foundation.

17.EXCEPTIONS AND MODIFICATIONS

The Board of Directors has the power to grant exceptions to the Code of Business Conduct, in compliance with the principles that inspire it. The Board of Directors is authorized to modify and supplement, if necessary, in compliance with the law and the principles that inspire it, this Code of Business Conduct.

18.COMMUNICATIONS RELATED TO THE CODE

The Recipient who has doubts or questions about the applicability, the interpretation of the Code, of the company policies must contact the administrative body.

If a Recipient becomes aware of a violation or possible violation of the Code, he must immediately inform the administrative body.

All communications of possible violations will be immediately examined by the Foundation and treated in strict confidence in accordance with the interests of the Foundation and its legal obligations.

It is the duty of the Board of Directors to take disciplinary actions for one or more violations of the Code of Business Conduct and to apply the sanctions it deems necessary in relation to the seriousness of the violations.

All Recipients must sign a declaration confirming that they have received and read the Code, whose signature certifies that the Recipient is in agreement with the principles and undertakes to fully respect the content.

The President
(cav. Gian Piero Aicardi)