

ETHICS CODE

COGENTECH

CONSORTIUM FOR GENOMIC TECHNOLOGIES

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COGENTECH ETHICS CODE

ARTICLE 1. AIMS AND PURPOSE OF THE CODE

The Ethics Code (the “Code”) is an official document of the Consortium for Genomic Technologies (“COGENTECH” or the “Consortium”), approved by the Consortium Assembly, containing the principles and regulations of conduct governing all those who operate within the context of the Consortium.

The purpose of the Code is to declare and promote the values and regulations of conduct which COGENTECH intends to observe in its institutional activities.

ARTICLE 2. RECIPIENTS

The Code is binding and must be observed by all Consortium employees or by any person operating in the name and/or on behalf of the Consortium, either in Italy or abroad, including the Consortium’s representatives, administrators or directors, personnel transferred to the Consortium by Associated Institutions, external collaborators or consultants acting in the interests of the Consortium.

ARTICLE 3. REGULATORY AND SUPERVISORY ORGANISATION

Compliance with the Code will be supervised by the appointed Supervisory Organisation.

All recipients and third parties may report cases of non-compliance with the Code by writing to the following email: odv@kogentech.it or by sending a letter to the following address: Organismo di Vigilanza – COGENTECH – Consortium for Genomic Technologies, 16 Via Adamello, Milan.

ARTICLE 4. ENTRY INTO FORCE, UPDATING AND PUBLICATION OF THE CODE

This Code was adopted by Assembly resolution dated 25/11/2010, with immediate effect.

The Code is available on the Consortium’s internet site www.kogentech.it.

ARTICLE 5. IMPARTIALITY AND CONFLICT OF INTEREST

In the course of its institutional activities the Consortium operates according to principles of impartiality, fairness, transparency, independence and equality, including through the lack of restrictions in order to ensure that the information provided is always balanced.

All recipients of the Code are required to perform their work with impartiality and neutrality, making decisions with rigour and transparency in accordance with the Law.

All employees operating for the Consortium must avoid situations or activities which could lead to a conflict of interest with the Consortium itself or which could affect their capacity to make impartial decisions.

To this end, employees may not use their position or the information acquired in the course of their duties in such a way as to create conflict between their own personal interests and those of COGENTECH; furthermore, without prejudice to the relevant contractual regulations in force, employees collaborating with the Consortium must not accept duties outside the Consortium in other Institutions/Companies whose interests are directly or potentially in conflict or interference with those of COGENTECH.

In the case of a conflict of interest, COGENTECH employees are obliged to report the matter to the Consortium Assembly.

The pursuance of COGENTECH aims may not be used as justification for failure to comply with the Law, nor will it justify dishonest or reprehensible conduct or behaviour in any way in violation of the principles of this Code.

ARTICLE 6. HUMAN RESOURCES MANAGEMENT

In accordance with International Labour Organisation standards and current employment legislation, the Consortium undertakes to respect fundamental human rights. In particular, the Consortium:

- avoids any form of discrimination against its own employees and offers the same opportunities to all workers, so that each may benefit from equal treatment according to merit;
- oversees the selection and hiring of employees, ensuring the respect of equal opportunities in line with the relevant legal requirements, the Italian Statute of Labourers and the relevant National Collective Employment Contracts (CCNL);
- promotes the value of human resources in order to achieve its own mission in the best way possible;
- creates a working environment in which the personal characteristics of each single employee do not give rise to discrimination;
- ensures the respect of employee privacy together with the right to work without any form of illegal limitations;
- supervises internal and external employment relationships in order to ensure that employees are not reduced to or kept in a state of submission by violence, threats, fraud, or abuse of authority on the part of managers by taking advantage of a situation of physical or psychological inferiority, a situation of necessity or by promising or subtracting sums of money or other benefits;
- abstains from initiating any form of employment relationship with persons without a permit to stay, or performing any activity with the aim of encouraging illegal immigration into Italy;
- promotes a culture of safety in the workplace and risk limitation, including by means of employee information and training initiatives;
- promotes a culture of respect for the environment.

ARTICLE 7. THE WORKPLACE

The Consortium rejects and considers reprehensible and offensive any form of employee behaviour in the workplace that goes against current legislation or that could damage their own health and integrity or that of others in any way or which could offend the common sense of decency.

ARTICLE 8. USE OF COMPANY PROPERTY

The documents, tools, facilities and equipment, along with any other tangible or intangible assets (including intellectual property and trademarks) belonging to the Consortium may be used exclusively for institutional ends, using the methods specified by the Consortium; employees may not use these assets for personal use, transfer them or make them available to third parties, and are required to use and maintain them with the same diligence as with their own personal property.

The Institution's property also includes the Consortium's strategies and plans, employee details, communication plans, organograms, financial and accounting information and any other information relating to the Consortium's activity, Founders or employees.

ARTICLE 9. FINANCIAL AND ACCOUNTING MANAGEMENT

All recipients of the Code who are involved in any way with the Consortium's accounting or the compilation of the financial statements are required to comply with all regulations and legislation regarding the accuracy and clarity of information and evaluations.

COGENTECH prohibits its employees, collaborators and members of the governing bodies from substituting or transferring money, assets or other income from illegal activities, or performing any other operations in such a way as to impede the identification of their origin.

The Consortium and its employees must never perform or be involved in activities implying the acceptance or use of income from criminal activity, in any form or manner.

To this end, the Consortium undertakes to preventively verify the absence of any anomalies in the performance of its activities.

ARTICLE 10. WORKPLACE HEALTH AND SAFETY

The Consortium pays particular attention to the issue of health and safety in the workplace in order to prevent the risks associated with the performance of the Institution's activities. The Consortium therefore requires all employees to comply with all the relevant legal requirements. In particular, the Consortium:

- provides a Health and Safety in the Workplace Management System;
- provides adequate information/training to its employees regarding health and safety;

- ensures that all employees operate in a safe workplace and are provided with suitable safety equipment;
- uses and maintains safe facilities equipped with adequate safety equipment;
- periodically verifies the suitability of the spaces assigned, ensuring that these meet legal health and safety requirements for employees and requiring all employees to comply with the relevant regulations;
- requires third parties operating on behalf of the Consortium to guarantee the health and safety of their own workers and third parties in the performance of their duties.

The Consortium requires all employees to provide the maximum availability and collaboration to inspectors and controls on behalf of the Consortium and/or Supervision Authorities. Therefore, any member of the Consortium that encounters any anomalies or irregularities must immediately report the matter to the Prevention and Protection Service Manager.

Employees of the Consortium must not expose other employees to pointless risks which could cause damage to their health or personal safety.

All those who work for the Consortium are responsible for good management and compliance with health and safety in the workplace procedures.

The Consortium also undertakes to promote and consolidate a culture of safety, developing risk awareness and encouraging responsible behaviour by all employees. To this end, COGENTECH provides a Health and Safety in the Workplace Management System in accordance with UNI-INAIL Guidelines.

ARTICLE 11. PROTECTION OF THE ENVIRONMENT

The Consortium considers respect for the environment as a fundamental value to be promoted. Recipients are therefore required to respect all legal obligations regarding the environment.

COGENTECH observes and requires its employees to observe current regulations and standards regarding environmental protection, as adopted by the Consortium itself.

ARTICLE 12. RELATIONS WITH THE PUBLIC ADMINISTRATION

In all dealings with the Public Administration, public authorities and public institutions the Consortium undertakes to fully and scrupulously apply the relevant regulations and legislation and prohibits its own employees and staff from giving, offering or promising money or other benefits or exercising illegal pressure on public officials, public service employees, managers, civil servants, Public Administration employees, their relatives or coinhabitants in order to induce them to perform any act whatsoever, whether or not in compliance with their official duties.

In said relations, the Consortium undertakes to act with probity and transparency, avoiding the communication of false information.

ARTICLE 13. EXTERNAL RELATIONS

In relations with its Founders and the Community as a whole, the primary aim of the Consortium is to improve its own reputation and social acceptance and to offer a high level of services, raising awareness of the needs of Society and providing accurate, true, complete and correct information, accepting suggestions to improve the quality of the services provided.

Therefore, external relations are managed according to the principles of maximum professionalism, transparency and confidentiality in order to lay the foundations for a solid and long-lasting relationship based on reciprocal trust.

The Consortium bases its choice of suppliers on a careful technical-economic evaluation, based on the following parameters: product analysis; product range; the capacity to guarantee workplace health and safety; economic considerations; technical, professional and moral suitability; competence and reliability. Suppliers are therefore selected according to principles of impartiality and independence, in compliance with internal management procedures regarding contractors and suppliers.

In the case of ongoing supply contracts, the Consortium maintains relationships based on the principles of good faith, transparency and the respect of equality, impartiality, loyalty and equal opportunities.

The principles and selection criteria described above also apply to relations with external consultants and staff.

COGENTECH shall not pay consultants and/or other external staff fees that are unjustified or incongruous with the nature of duty performed and current local practices.

COGENTECH employees, staff and consultants shall abstain from behaviour or statements that could damage the image of the Consortium in any way, which they undertake to promote through the probity of the behaviour required. Relations with the press and mass media shall be exclusively conducted through the delegated management bodies, in accordance with the institution's policy and principles of probity, transparency and availability of information in addition to confidentiality.

ARTICLE 14. CONSORTIUM REQUIREMENTS

When drafting financial statements and any other legally required communications, COGENTECH observes and requires its employees to:

- observe the relevant legal and accounting standards in force;
- represent the Consortium's financial position in a true and accurate manner.

ARTICLE 15. OBLIGATIONS AND SANCTIONS

Recipients undertake to observe and respect the principles of this Code and conform to its rules of conduct.

Knowledge and respect of the provisions in this Code are an indispensable requirement in order to construct and maintain correct and collaborative relations with third parties, who COGENTECH undertakes to inform of the Code and any associated information.

Employees or managers found to violate the provisions of this Code will be liable to the penalties established by the applicable collective contracts.

The violation of this Code by members of the statutory or managing bodies may lead to divestiture.

The violation of the provisions in this Code by suppliers, external collaborators and consultants is considered as serious default on their part.