



# CODE OF ETHICS

**Adaptation of the corporate governance system to the prevention of crimes  
under Legislative Decree 231/2001**

**FIRST CLASS S.r.l.**

**Registered office: Via Vittoria Colonna, 40 – 20149 Milan**

**Corporate office: Viale Italia, 173 - 57127 Livorno**

**Corporate office: Via Vittoria Colonna, 40 – 20149 Milan**

REV 02: Update of registered and corporate offices

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Drafted by: Administrative Manager      Marco Gazzarrini

Approved by: Sole director      Michela Morelli

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## SECTION I – INTRODUCTION

Specialised in the organization of conferences, meetings and events in general, with experience, professionalism, and expertise, First Class S.r.l. designs and implements customized activities to reach the client's objectives.

In particular, the company organizes, in Italy and Europe:

- congresses, meetings, and conferences,
- refresher courses,
- internships,
- incentive travels.

Since 2015, the company has been accredited as a final provider to issue training credits for Ongoing Medical Education. In the case of European events, the company has been accredited as a provider since March 2017 and issues training credits according to the provisions established by the UEMS under the EACCME system.

Since 2007, the company has implemented a Quality Management System under standard UNI EN ISO 9001, certified by the Lloyd's Register Certification Body and continuously updated.

The company's core business is mainly related to the organization of training events aimed at healthcare personnel. The main external factors influencing the service are therefore linked to the context of ongoing education in healthcare and to the provisions that regulate this training system in Italy and internationally.

With this Code of Ethics (hereinafter, the Code), the Sole Director intends to clearly reaffirm the ethical principles by which she is inspired and to which all Employees and external Collaborators have a duty to adhere when performing their activities by virtue of their expertise and role.

Every Employee is required to know and implement the Code and to report any shortcomings and/or infringements thereof.

### **The Code comes into force after being presented/circulated to all Employees of First Class S.r.l.**

If the existing Code is amended and/or supplemented, it takes on a new Date and a new Revision Index.

It is presented to newly hired staff when they sign their Employment Contract.

First Class S.r.l. undertakes to monitor compliance with the provisions of the Code by all its Employees and Collaborators working on its behalf.

### **Article 1 – Purposes and contents of the Code of Ethics**

The purpose of the Code is to provide orientation to the actions of First Class S.r.l. towards ethical behaviour by introducing a set of rules of conduct, compliance with which is an essential condition for the achievement of its corporate mission.

### **Article 2 – Recipients and dissemination of the Code**

Code provisions are binding for all the employees of First Class S.r.l., for all consultants, and whoever establishes, for any reason, directly or indirectly, permanently or temporarily, in Italy or abroad, relationships of collaboration or partnership.

The recipients of the provisions of the Code are required to comply with the prescriptions included herein and to adapt their behaviour and actions to the principles expressed. First Class S.r.l. undertakes to call for compliance with the provisions of this Code in all contractual relationships (economic, administrative, etc.) established by it and to disseminate it as widely as possible.

For this purpose, the Code is made available to any counterpart of First Class S.r.l. and a copy thereof is given to all its employees.

Furthermore, to foster the widest and most correct understanding and dissemination of the Code by the subjects concerned, First Class S.r.l. shall arrange to include, where possible, a specific reference to the Code in any contracts signed.

### **Article 3 – Effectiveness of the Code**

The conduct prescribed by this Code includes, from an ethical viewpoint, the conduct relevant to the full and proper fulfilment of the obligations of loyalty and diligence expected of managers and employees, as well as the general obligation of good faith demanded of collaborators in any capacity and of service providers and vendors.

Failure to comply with the conduct to which First Class S.r.l. explicitly attributes an ethical value shall be proportionally sanctioned, where applicable, in civil, criminal and disciplinary terms.

### **Article 4 – Implementation and updates of the Code**

The Code adopted by First Class S.r.l. may be amended and supplemented, including following suggestions, indications and proposals that may be made by the Supervisory Body.

### **Article 5 – Supervisory Body on the application of the Code of Ethics**

This is the Body entrusted with the implementation/monitoring and operation of the Code and the rules included therein. It has been set up to ensure:

- the dissemination of the Code to all the Parties concerned and support in its interpretation and implementation;
- the application and observance of the Code;
- performing checks on reports of Code violations received, ensuring that those who report non-compliant conduct are not subject to interferences. It should be noted that any report is taken into consideration only if it is submitted in writing and in non-anonymous form (the Body, without prejudice to legal obligations, guarantees the confidentiality of the reporter's identity);
- the actions that are deemed to be the most appropriate to be taken when faced with infringements of the rules of the Code;
- the updating of the provisions in relation to emerging requirements.

The Supervisory Body of First Class S.r.l. consists of:

- one or two members with power of initiative, independence, technical skills, and exclusive power of control (“independent director”).

When the infringement of the Code is ascertained, the SB will notify the Sole Director.

### **Article 6 – Sanctions**

When the infringement of the principles included in this Code also means a disciplinary offence, it shall give rise to immediate disciplinary proceedings, regardless of any establishment of a criminal proceeding where the conducts is also a crime.

In contracts for the provision of goods or services, express termination clauses shall be included in relation to conduct found to be contrary to the principles of this Code.

**Article 7 – Infringements of the Code of Ethics related to Legislative Decree 231/2001**

The adoption of ethical principles relevant to the prevention of crimes pursuant to Legislative Decree 231/2001 is an essential element of the preventive control system.

For this purpose, the rules of conduct set out in the Code represent a basic reference to which recipients must adhere in their relationships with counterparts, among which a major role is assigned to the Italian and foreign Public Administration, and civil servants.

## SECTION II – GENERAL ETHICAL PRINCIPLES

The principles of transparency, correctness, collaboration among employees, professional development, and competition are the general ethical principles of First Class S.r.l.

The general ethical principles underlie the actions of all the recipients of the provisions of the Code.

### Article 8 – Transparency

The principle of transparency is based on the truthfulness, clarity, and completeness of information.

Observance of this principle implies a commitment to provide the necessary information, outside and inside First Class S.r.l., clearly and completely, adopting verbal or written communication that is easy and immediate to understand, and after checking the requirements of the information.

### Article 9 – Correctness

The principle of correctness implies respect by everybody in the performance of their working and professional activities, of the rights of every subject concerned, beyond mere compliance with the law and the employment contract.

### Article 10 – Collaboration among employees

Conduct between employees, at all levels and degrees of responsibility, and between them and external personnel, are constantly and mutually aimed at facilitating the best possible performance.

### Article 11 – Competition

First Class S.r.l. acts in line with the principles of correctness, loyalty and transparency when dealing with all potential market competitors.

### Article 12 – Conflict of interest

The utmost care must be taken to avoid situations where the subjects involved in the transactions are or may appear, in conflict of interest.

To avoid such situations arising, it is worth noting that

- any transaction/activity should be pursued solely and exclusively in the interest of the Company in a lawful, correct, and transparent manner;
- conflicts of interest between personal (or family) economic activities and the tasks carried out in the Company must be avoided;
- it is forbidden to perform work activities (of any kind and also outside working hours) at Company Clients, Suppliers, and competitors;
- no personal favours, gifts<sup>1</sup> or even money should be accepted from persons or companies that intend to enter into a business relationship with First Class S.r.l.;
- any, even apparent, situation of conflict of interest must be promptly reported to the Supervisory Body.

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<sup>1</sup> Except for gifts that can be considered as “acts of commercial courtesy”, a gift means any kind of benefit in cash, kind or service.

## SECTION III – PRINCIPLES OF CONDUCT WITH STAKEHOLDERS

### Article 13 – General principles

In carrying out its business activities, First Class S.r.l. acts in compliance with current legislation. All activities are carried out in compliance with the principles and procedures defined for this purpose.

First Class S.r.l. takes the necessary measures to ensure that compliance with the regulations is adopted and practiced by all its employees, suppliers and customers, and by any other subject within the framework of their relationships.

### Article 14 – Relations with customers and sponsors

First Class S.r.l. undertakes to satisfy its clients by fulfilling the obligations established by current legislation, contract provisions and the quality standards set, and to periodically monitor the quality of its service.

With specific reference to sponsors, First Class S.r.l. undertakes to comply with existing laws, the general principles of conduct of the company, internal company procedures, the provisions and directives of AIFA (Italian Medicines Agency), EFPIA, the Codes of Professional Conduct of Farmindustria and Assiobiomedica, the Code of Ethical Business Practice of Medtech Europe and any other requirement defined by the regulations on Ongoing Medical Education, as well as the Code of Ethics of the companies with which they work.

### Article 15 – Relations with clients

First Class S.r.l. assesses the feasibility and adequacy of the services requested, with particular regard to regulatory, technical and economic terms, to promptly detect any anomalies.

### Article 16 – Relations with suppliers

Supplier selection and the purchase of tangible and intangible goods and services must take place in compliance with the principles of transparency, competition, and equal terms for bidders, and based on objective assessments of the competitiveness, usefulness and price of the supply.

When selecting a supplier, First Class S.r.l. shall take into account the ability to ensure compliance with the requirements of the Quality Management System. Suppliers' adherence to the Code is to be considered a necessary condition for the initiation and continuation of the negotiating relationship.

First Class S.r.l. has a list of company suppliers, which is continuously updated, whose qualification criteria do not represent barriers to entry.

In general, with regard to relations for the supply of goods and services, employees in charge are required to

- comply with the company procedures concerning the selection, choice and monitoring of the Supplier;
- not prevent any Supplier, which features the requested requirements, from the possibility to compete for the sale/supply of the necessary products/services (without prejudice to the search for the maximum competitive advantage for First Class S.r.l.);
- obtain Supplier collaboration in meeting corporate requirements in terms of quality, cost and compliance with delivery deadlines;
- observe and enforce the contractual terms and conditions clearly stipulated in writing;
- maintain an open and honest dialogue with Suppliers (in line with good business practice);
- avoid taking the cue from any contractual gaps (or unforeseeable events) to call the contract into question by exploiting the situation of dependence in which the counterparty finds itself in.

First Class S.r.l. also monitors the adequacy of the services or assets supplied in relation to the agreed consideration and ensures equal treatment of companies that come in contact with it. Any arbitrary act that could have a negative effect on the companies, let alone any preferential treatment, is forbidden.

Anyone in charge of aspects relating to procurement shall protect the confidentiality of the data communicated by the supplying companies that come in contact with First Class S.r.l.

The entire staff of First Class S.r.l. shall not request nor accept, for themselves or for others, gifts or other benefits from suppliers, competing companies and third parties. Equally, they do not accept remunerations or other benefits in cash or in kind, nor collaborative assignments by subjects other than First Class S.r.l.

#### **Article 17 – Relations with shareholders**

First Class S.r.l. undertakes to provide accurate, true and timely information to any shareholders.

Accounting transparency is based on the truth, accuracy, and completeness of the basic information for the related accounting records.

Adequate documents are kept for each transaction to facilitate accounting records.

#### **Article 18 – Relations with the Public Administration**

Any relationship with the Public Administration is based on the respect for the impartiality it is bound to and a good performance of relations. Such relations are reserved only for the Functions and responsibilities delegated to them.

Promising and/or offering objects, services, performances, or favours of value (to Managers, Officials, or Employees of the Public Administration or their relatives) to obtain an interest of or a benefit for First Class S.r.l. is not permitted. The offer of gifts or other benefits of modest value is only permitted if they fall within legitimate custom or usage.

Any relationship with the PA must guarantee the most stringent compliance with regulatory provisions and cannot compromise in any way the integrity and reputation of First Class S.r.l.

First Class S.r.l. shall not be represented, in dealings with the PA, by a consultant or third party, whenever a conflict of interest may arise. Any violation, or mere attempt committed by First Class S.r.l. or a third party, must be promptly reported to the Supervisory Body.

The Company may adhere to requests for contributions from non-profit organizations and associations with regular bylaws and articles of association.

Sponsorships may concern general social, environmental, sports, art, and cultural topics.

#### **Article 19 – Relationships with Political Parties**

First Class S.r.l. does not contribute in any way to the funding of political parties, movements and organisations.

#### **Article 20 – Duties of employees**

Each employee is required to be aware of the Code and the rules of reference that regulate the activity, within the framework of their job.

All employees are obliged to refrain from conduct contrary to these rules and to report to their manager in case of doubt or need.



It is the duty of each employee to set an example to their colleagues by means of their behaviour.

Even the Sole Director is obliged to comply with existing regulations and this Code. For the purposes of the Code, each employee is obliged to

- set a good example for their co-workers and colleagues by means of their behaviour, avoiding any form of abuse and any form of discrimination based on:
  - \* their age;
  - \* gender;
  - \* sexual habits;
  - \* state of health;
  - \* race;
  - \* nationality;
  - \* political opinions;
  - \* trade union membership;
  - \* religious beliefs.

Every form of harassment and/or discrimination will be prosecuted.

#### **Article 21 – Staff management**

The selection of employees to be recruited is carried out by ensuring equal opportunities to all the subjects concerned, on the basis of the correspondence of the candidates' profiles and their specific skills with the company's requirements. The information requested is limited to that necessary to check the appropriateness of the requested profile while respecting the candidate's privacy and opinions.

Employees are hired under lawful contracts and no form of irregular employment is tolerated.

First Class S.r.l. guarantees the right to equal pay between men and women for equal work. When establishing the employment relationship, the new employee receives information regarding

- the features of the job to be performed,
- regulatory and remuneration elements,
- rules and procedures to be adopted to reduce risks for health and safety at work. First Class S.r.l.

avoids any kind of discrimination towards its employees and makes information and training tools available to them.

The training courses of each employee are stored in a specific IT register, which can be used to record past training and plan future training.

First Class S.r.l. also protects the privacy of its employees, by avoiding communicating and disseminating personal data without the prior consent of the person concerned.

#### **Article 22 – Health and safety**

First Class S.r.l. undertakes to spread and consolidate a culture of health and safety at work by developing awareness and promoting responsible behaviour by all workers.

To pursue a continuous improvement of aspects related to the prevention and protection of risks to workers' health and safety, First Class S.r.l. has developed a continuous system of risk analysis and definition of control measures aimed at eliminating risks and, where this is not possible, reducing them to a minimum with respect to the knowledge acquired as a result of technological progress.

### **Article 23 – Environment**

First Class S.r.l. is attentive to environmental issues and is aware of the strategic role of the environment as a tool for environmental enhancement; it is committed to adopting strategies aimed at minimising environmental risks, at the ongoing improvement of results in the field of environmental protection and management.

### **Article 24 – Use of corporate property**

All the staff shall operate diligently to protect corporate assets.

It is forbidden to use company assets inappropriately and for private use. All IT systems used by First Class S.r.l. employees must be used in such a way as not to compromise their functionality and security.

Corporate assets must be used in strict compliance with policies and rules/procedures relating to Health and Safety at Work and environmental protection.

- Each Employee is required to use the Company's infrastructures, means, tools and materials with the utmost respect, reporting to the Supervisory Body any non-compliant use by other Employees.
- Each Employee is bound to use the Company's equipment only to perform their duties and tasks (carried out both inside or outside the Company).