

# Code of Ethical Conduct

(as per Legislative Decree 231/2001)

Adopted by the Deputation of the Opera della Primaziale Pisana on November 15, 2023

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## **1. PREMISE**

The Opera della Primaziale Pisana is the institution which was founded to oversee the construction works of the monuments in Piazza del Duomo, which occupied and characterized the entire communal era in Pisa and which still represent a distinctive and identifying feature at both national and international levels.

The Opera della Primaziale Pisana, as a "fabbriceria" (a church building maintenance institution), is

subject to the Concordat Law of 1929, revised in 1984, and particularly regulated by D.P.R. n. 33/1987, which defines its executive regulations, specifically in Articles 35 to 41.

According to the current regulations, the Opera is governed by an Administrative Council (Deputazione) composed of seven members, appointed every three years by a decree of the Minister of the Interior. These members elect from among themselves a President (Worker-President).

The entity enjoys the status of legal personality by possession of state, confirmed by the Minister of the Interior on November 24, 1987, the year in which the monumental complex of Piazza del Duomo in Pisa was recognized by UNESCO as a World Heritage Site. Since 1999, the Opera della Primaziale Pisana is legally configured as a non-profit organization (ONLUS), governed by its own Statute, which defines among its institutional purposes the "protection, promotion, and enhancement of its artistic heritage" in order that its religious and artistic significance can be transmitted to present and future generations. The entity, in fact, exclusively pursues goals of social solidarity in those areas of activity defined by the Statute.

The Piazza del Duomo in Pisa represents the highest example of the Pisan Romanesque architectural style - a harmonious fusion of classical, early Christian, Lombard, and oriental motifs - and its buildings have an evident stylistic unity. The Cathedral, the Tower, the Baptistery, and the Camposanto together represent a clear allegory of human life, thus assuming a universal meaning. The Museo delle Sinopie houses the large preparatory drawings found beneath the frescoes that decorate the Camposanto, and the Museo dell'Opera del Duomo renders visible the development of Pisan art and the great medieval sculptures through a captivating museum itinerary.

The Opera della Primaziale Pisana adopts a comprehensive Model of Organization, Management, and Control according to Legislative Decree no. 231 of 2001 (hereinafter, for brevity, M.O.G. 231 or Model 231), which includes this binding Code of Ethics not only for members of the Organization but also, as applicable, for clients, suppliers, subcontractors, and commercial partners in general, as well as any other subject having relations, even of an institutional nature, with the Organization.

Aware of its socially responsible, impartial, and ethical role, the Opera della Primaziale Pisana bases its activities on principles of integrity, honesty, fairness, loyalty, transparency, equity, objectivity, respect for individuals, and responsibility in the prudent use of the entity's economic, social, and environmental assets and resources.

To this end, this Code of Ethics (hereinafter "Code") has been conceived, defining the fundamental ethical values of the entity. It serves as a guide for the activity and helps to shape its image in the management of all its affairs.

The Code is an integral part of the M.O.G. 231 of the Opera della Primaziale Pisana, and the ethical principles it sets forth guide its activities and are relevant for the prevention of so-called predicate offenses as referred to by Legislative Decree no. 231 of 2001, which form the basis of the organizational liability of the entity.

However, the Code does not aim to establish or introduce an independent and separate sanctioning system (such a system is already provided for by the Workers' Statute for employees, the Civil Code, the National Collective Labor Agreement for fabbricerie employees, and contractual agreements). Rather, it serves as a specification of the application regarding eventual violations of the provisions contained in M.O.G. 231. In the case of violations of its standards, relevant elements and/or aggravating circumstances which come to light will be punishable according to the current law and the legal norms that generally govern collaborative relationships.

The Recipients may, therefore, be subject to disciplinary sanctions, including, in the most severe cases, the termination of the employment relationship if they are employees, or more generally, the termination of the existing contractual relationship.

The standards contained in this Code may also be further explained or implemented through

company policy documents, including those relating to specific sectors of the activity of the Opera della Primaziale Pisana.

All bodies of the entity, employees, suppliers, and consultants (collectively referred to in this Code as “Interested Parties” or “Recipients”) must read and understand this Code, accepting the operational principles described in their business activities, and taking responsibility for also complying with all other applicable company procedures.

Should the Recipients of this Code become aware of a situation that may lead to a violation of it, they must inform the Supervisory Body established under M.O.G. 231 of the Opera della Primaziale Pisana, as it is the guarantor, or inform their manager, who must in turn promptly inform the aforementioned body.

## **2. GENERAL ETHICAL PRINCIPLES**

The fundamental values underpinning the activities of the Opera della Primaziale Pisana can be summarized in the concepts of legality, fairness, transparency, integrity, honesty, loyalty, equity, objectivity, confidentiality, respect for the dignity and safety of individuals, equality and equal opportunity, protection of the environment and of the cultural heritage.

In full respect of the principle of legality, and therefore in observance of all current regulatory provisions, the Opera della Primaziale Pisana adopts—and the Interested Parties are obliged to comply with—the general ethical principles established and outlined in this Code:

### **2.1. *Legality***

The Opera della Primaziale Pisana recognizes compliance with all laws, regulations, and overall current norms, both nationally and internationally, as a fundamental principle in carrying out its activities.

Therefore, the Opera della Primaziale Pisana demands that institutions, administrators, employees, and anyone who carries out, even in practice, representative functions, respect the legislation and all regulations in force, as well as the procedures prepared for this purpose, stipulating that, in case of doubts regarding the appropriate conduct to adopt, the Recipients should consult their hierarchical superior or the reference person for the activity performed, or the Supervisory Body.

More specifically, the Recipients:

- must avoid any situation, even an apparent one, of conflict of interest;
- in any potential dealings with the judicial authorities, in case of disputes and/or testimonies involving the interests of the entity, must observe behaviors inspired by transparency and truthfulness, excluding any statements not corresponding to the truth, as such behaviors are absolutely incompatible with the interests of the Opera della Primaziale Pisana.

Additionally, the Recipients must specifically:

- acquire adequate knowledge of the contents of their duties sufficient to allow them to recognize potential issues or regulatory and ethical violations, and know when to seek appropriate directives from higher bodies or the Supervisory Body regarding specific procedures of the entity;
- respect the Execution Procedures of the entity's services as well as any applicable Protocols and company policies.

If this Code conflicts with an existing regulation—for example, if it conflicts with a provision that came into effect after the adoption of this text—the Interested Parties are called upon to disregard the Code, adhering instead to the aforementioned general regulation.

## **2.2. Fairness and Transparency**

Recipients are required to comply with rules concerning diligence in the performance of their duties, maintaining a diligent conduct and respecting transparency, understood as clarity, completeness, and relevance of information related to the entity's activities. Therefore, in performing any activity, situations must be avoided and excluded, such as where parties involved in contract negotiations are, or may appear to be, in conflict with the entity's objectives or could privately benefit from any opportunity arising from the entity's overall operations. Such individuals must also avoid acting in conflict with the fiduciary duties associated with their relationships with the Opera della Primaziale Pisana and comply with related company Procedures. The Opera della Primaziale Pisana provides complete, accurate, and understandable information to enable third parties to make informed decisions regarding both the involved interests and the relevant alternatives and consequences. The Opera della Primaziale Pisana also maintains timely and transparent dialogue with the public and private authorities competent in relation to the entity's activities.

## **2.3. Integrity**

In performing their duties, the personnel of the Opera della Primaziale Pisana must conduct themselves according to principles of moral integrity, transparency, and values of honesty, fairness, and good faith.

## **2.4. Conflict of Interest**

A conflict of interest exists when the private interest of one of the Recipients (or of a family member) conflicts or could conflict with the interests of the Opera della Primaziale Pisana. If pursued, this interest could potentially harm the entity and, by extension, all those who collaborate with it in various capacities. Consequently, the Interested Parties have a duty towards the Opera della Primaziale Pisana to:

- disclose their legitimate interests whenever necessary and appropriate;
- always remember that the entity's primary interest is the full compliance with the regulations of the places where it operates and that any unlawful behavior is never in the entity's interest, even if it could result in a benefit, which, being illicit, would be repudiated by the entity.

To make concrete the commitments of the Opera della Primaziale Pisana, the Interested Parties:

- are responsible for identifying and avoiding any situation that involves even a presumed or potential conflict of interest, thus preventing harm to the entity's image;
- must avoid associations or investments that interfere, could interfere, or could appear to interfere with acting according to independent judgment criteria that are in the best interest of the Opera della Primaziale Pisana;
- are responsible for taking appropriate measures to eliminate or prevent such conflicts or presumed conflicts, including reporting the possible conflict situation to the competent management body.

The Opera della Primaziale Pisana respects the privacy of the Interested Parties and their right to engage in external activities that:

- do not conflict with the entity's interests;
- do not interfere with the performance of the duties and tasks assigned to them by the entity;
- do not have negative implications for the entity.

Nonetheless, the Opera della Primaziale Pisana has the right and duty to assert the existence of conflicts of interest and to take appropriate actions to address them. In this regard, Article 3 of the Entity's Statute identifies causes of incompatibility specifically related to the members of the

Deputation, the Board of Directors of the Opera della Primaziale Pisana.

## ***2.5. Confidentiality***

The Opera della Primaziale Pisana ensures the confidentiality of the information it possesses, acquiring, in accordance with current regulations, express and informed authorization for the acquisition, use, and storage of the confidential data it needs. To this end, the Recipients are obliged to protect the confidentiality of the information they become aware of in the course of operations carried out in the name and on behalf of the Opera della Primaziale Pisana, as well as in the execution of contractual relationships with it. The Interested Parties are required to handle such data and information, acquired as described above, exclusively within the scope and for the purposes of their work activities and, in any case, to not disclose (communicate, disseminate, or publish in any way) sensitive information without the explicit consent of the individuals concerned, and confidential information without explicit authorization from the Opera della Primaziale Pisana. The entity, therefore, demands compliance with current legislation regarding the processing of personal data and prohibits any practices that may violate the integrity and confidentiality of third-party data and IT systems. A different conduct, even if it touches only the limits of an ethical violation, can also lead to civil and criminal sanctions.

## ***2.6. Respect for the Dignity and Safety of Individuals***

The Opera della Primaziale Pisana is committed to respecting the fundamental rights of individuals as enshrined in international conventions. It guarantees fair behavior and rejects conduct that induces people to act in violation of and/or in non-compliance with the law, internal rules, and this Code of Ethics.

The Opera della Primaziale Pisana also ensures the physical and moral integrity of its collaborators, guaranteeing a safe working environment and suitable working conditions for the best performance of work tasks.

The entity ensures compliance with national and international regulations governing labor relations and recognizes all forms of free association among workers, in accordance with current laws.

The entity is committed to ensuring the physical safety of its employees, collaborators, and, more generally, all those who work on its behalf from time to time, through procedures aimed at preventing risks and effectively managing potential issues.

## ***2.7. Equality and Equal Opportunities***

The Opera della Primaziale Pisana does not practice or promote discrimination in hiring, remuneration, access to training, promotions, or termination of contracts, based on race, nationality, religion, gender, disability, union membership, or political affiliation. It is committed to ensuring gender equality in accordance with Legislative Decree 198/2006, known as the Code of Equal Opportunities between Men and Women, and to preventing behaviors, gestures, language, or physical contact that are sexually coercive, threatening, abusive, exploitative, or constitute forms of moral and personal harassment.

The entity allows the Recipients to freely express their political, religious, and union opinions and is committed to preventing behaviors that may propagate ideas of superiority or racial, ethnic, or religious hatred, repudiating any activity that could harm individual safety, as well as any possible exploitation or subjugation of individuals.

Finally, the Opera della Primaziale Pisana condemns any behavior aimed at the illegal entry of a foreigner into the state territory or into another state of which the person is not a citizen or does not have the right of residence, for the purpose of deriving a profit, even indirectly.



## ***2.8. Protection of Minors***

The Opera della Primaziale Pisana places primary importance on the protection of minors and the suppression of exploitative behaviors of any kind against them. Any employee and/or collaborator who, in the course of their work activities, becomes aware of acts or behaviors that could harm the personal safety of minors must immediately report this to their superiors, reference persons, or the Supervisory Body.

## ***2.9. Transparency and Traceability***

The Opera della Primaziale Pisana ensures compliance with transparency and traceability obligations according to the criteria indicated by legislative provisions and applicable accounting principles. Every operation or transaction must be legitimate, documented, verifiable, authorized, consistent, and appropriate. Furthermore, where relevant and significant, it must be correctly and promptly recorded in the accounting system, according to the criteria indicated by regulations and based on applicable accounting principles. The administrative bodies and their members, employees, collaborators, attorneys, and generally third parties acting on behalf of the entity are committed to complying with current regulations and internal procedures regarding accounting to ensure that all operations are authorized by the designated officers, verifiable, appropriate, and correctly recorded. Anyone who becomes aware of omissions, falsifications, or negligence in accounting records or other documentation is required to report directly to the Supervisory Body, or to their director or reference person, who must promptly inform the aforementioned body. All individuals involved in the preparation of the financial statements, reports, or other corporate communications are required to verify, with due diligence, the truthfulness and correctness of the data and information that will be used for the drafting of the aforementioned documents. The Opera della Primaziale Pisana is committed to actively preventing the use of its economic and financial system for criminal purposes (with particular attention to preventing money laundering and self-laundering crimes) by the Recipients of this Code. To ensure the respectability and legitimacy of the activities of the parties with whom it intends to establish economic and/or business relationships, the entity is committed to diligently verifying the available information on all Recipients. Any Recipient involved in procurement and payment processes is required to exercise the utmost care and diligence to ensure the correct and exhaustive identification of counterparties and the security in executing due payments. To this end, strict compliance with current regulations and procedures is required. Finally, the Opera della Primaziale Pisana excludes the possibility of establishing any relationship with parties who are believed to be involved, in any way, in criminal activities of any kind.

## ***2.10. Anti-Corruption Measures***

The Opera della Primaziale Pisana is firmly convinced that its commitment to preventing corruption can positively influence its relationships with all stakeholders, thereby ensuring the progressive dissemination of ethical principles and values to an increasingly wider range of interested parties. In applying this commitment, the Opera della Primaziale Pisana endeavors to prevent, including through training, any behavior that may be considered corrupt, even if only attempted, whether towards public or private entities. The entity is committed to complying with current legislation on the prevention and fight against corruption, involving employees, collaborators of any kind, and all subjects who operate in favor of and/or under corporate control.

## ***2.11. Environmental Protection***

For the Opera della Primaziale Pisana, the environment is a primary asset that it is committed to safeguarding and promoting respect for, in the awareness that only active commitment to protecting natural resources can ensure their survival in the short, medium, and long term. To realize its intentions, the Opera della Primaziale Pisana applies and conforms to international and local environmental regulations and is committed to adopting measures and technologies capable of

ensuring minimal environmental impact, maximum energy efficiency, prudent management of natural resources, reduction and recovery of waste, and containment of polluting emissions.

### ***2.12. Protection of Cultural Heritage***

The Opera della Primaziale Pisana respects the regulations safeguarding heritage of cultural or landscape significance, not only for those it manages, but also in the light of the entity's mission, as stated and explicated in its statute (Article 16 of the Statute), which places the conservation of the monumental heritage at the center of its activities. Where the Opera della Primaziale Pisana operates in an environment subject to landscape, cultural, or artistic restrictions, all activities must be conducted in full compliance with the relevant regulations, including technical ones, primarily those contained in Legislative Decree no. 42/2004, known as the Code of Cultural Heritage and Landscape.

### ***2.13. Diligence and Accuracy in the Execution of Tasks and Contracts***

Contracts and, more generally, work assignments must always be executed in full compliance with current regulations, ethical principles, and the terms consciously agreed upon by the parties. The Opera della Primaziale Pisana also commits to not taking advantage of any conditions of ignorance or incapacity of its commercial partners. In particular, anyone acting in the name and on behalf of the Opera della Primaziale Pisana commits to not exploiting any contractual gaps or unforeseen events to renegotiate the contract solely to exploit the other party's position of dependency or weakness.

### ***2.14. Protection of Copyright and Industrial Property***

The Opera della Primaziale Pisana strives to prevent any violation of copyright or industrial property rights and condemns any form of counterfeiting or usurpation of tools or marks of authentication, certification or recognition, patents, trademarks, distinctive signs, models, or designs. The Opera della Primaziale Pisana also repudiates the reproduction of software, photos, images, and, in general, any work protected by someone else's copyright, except as authorized by previously obtained license agreements.

### ***2.15. Relations with Employees and Collaborators***

Administrative bodies, managers, and heads of the various areas and company structures, in the performance of their duties, must always adhere to ethically and professionally impeccable conduct and serve as role models for all employees. All employees and collaborators must consistently contribute to ensuring a work environment inspired by trust, mutual respect, cohesion, and team spirit, and also convey these values externally. The Opera della Primaziale Pisana promotes the professional and personal development of those involved in the entity's activities through various active measures, including:

- **Work Environment:** Ensuring a safe work environment that protects the physical and psychological integrity of the staff, and, in order to do this, providing workplaces that comply with current health and safety regulations. Therefore, personnel must comply with all applicable safety and environmental protection laws and standards and adhere to the entity's rules where they impose stricter requirements than the law.
- **Selection and Recruitment:** Staff hiring is carried out by evaluating candidates' profiles against the entity's needs, in strict compliance with equal opportunity, rejecting any form of discrimination that cannot be justified by specific job-related needs. Employees, collaborators, interns, and trainees are prohibited from accepting or soliciting payments, goods, benefits, pressures, or services of any kind aimed at promoting a candidate's hiring or an employee's promotion. The Opera della Primaziale Pisana rejects child labor and may involve minors only in legally permitted cases, such as school-work programs and

internships, provided they are at least 16 years old and have parental consent.

- **Remuneration Policy:** The Opera della Primaziale Pisana follows a policy of *attraction* and *retention* for those individuals with the professional qualities necessary to manage and operate successfully within the entity, adhering to the principles of this Code concerning professionalism, skills, merit, and achieving assigned goals. To achieve these objectives, it adopts a remuneration system designed to ensure long-term equity and sustainability. The remuneration system, at any level, both in monetary terms and in potential benefits, is inspired by evaluations of specific professionalism, acquired experience, demonstrated merit, achievement of assigned goals, and the level of training attained. The entity prohibits even suggesting increases in remuneration, career advancements, or other benefits as a consideration for activities that deviate from this Code and current legal and regulatory provisions.
- **Rejection of Unreported and Forced Labor:** The entity does not tolerate any form of irregular or forced labor. Employment relationships must be voluntarily established in compliance with the law, and all rights ensured by the legal system to workers must be guaranteed. Consequently, all employment relationships must be formalized with a contract in accordance with the National Collective Labor Agreement (C.C.N.L.) for employees of the Fabbricerie.
- **Professional Growth:** The management of employment relationships is based on merit, equity, fairness, and mutual loyalty. To ensure comprehensive and continuous training of employees and collaborators concerning their assigned duties, the Opera della Primaziale Pisana promotes their professional growth through appropriate tools and training plans.
- **Prohibition of Discrimination and Harassment:** The Opera della Primaziale Pisana ensures a workplace free from discrimination or harassment. Equal opportunities will be provided to all personnel and job seekers, in line with applicable legal provisions, and harassment or behaviors that could create even a hostile work environment will not be tolerated.
- **Privacy Protection:** The privacy of employees and collaborators is guaranteed by the Opera della Primaziale Pisana, which complies with current regulations in this regard.
- **Respect for the Code of Ethics:** Personnel must act in accordance with this Code and report any violations to their superior, reference person, or the Supervisory Body.

## 2.16. Combating Terrorism and Crime

Anyone who becomes aware of the commission of crimes with terrorist aims or aimed at subverting democratic order within the Opera della Primaziale Pisana has the duty to immediately report it to the Supervisory Body or their hierarchical superior or reference person. To prevent attempts of mafia infiltration and counter any hypothesis of association with criminal organizations, members of the governing bodies, employees, collaborators, and anyone else involved in the entity's activities must avoid any contact or behavior that offers an opening towards individuals linked to criminal organizations and must report to the competent authority any hypothesis that may constitute a crime of this nature. The entity condemns any activity that involves money laundering (i.e., the acceptance or handling) of proceeds from criminal activities in any form or manner.

## 3. CODE OF CONDUCT

All recipients of this Code of Ethics must adhere to the following conduct rules, which have immediate prescriptive content and represent initial control measures. These measures can still be subject to further specifications through specific Procedures.

### **3.1. *Ethical principles in corporate governance***

The governance and criteria for delegating and assigning powers within the Opera della Primaziale Pisana are based on current regulatory and statutory provisions and conform to principles of certainty, transparency, competence, diligence, and trust in relations with all Recipients, in order to prevent any conflicts of interest, including potential conflicts.

Examples of potential conflict of interest situations include, but are not limited to:

- having economic and financial interests, even through family members, business partners, or competitors;
- working for suppliers, business partners, or competitors;
- requesting or accepting gifts or benefits of any kind, of significant value, that could compromise the integrity and reputation of either party or influence their decisions and autonomy;
- using one's position, role, or information acquired during one's work in a way that creates a conflict of interest between the subject and the entity.

For this purpose, the Entity promotes a policy of full cooperation and timely communication of information to the designated bodies, in compliance with civil law provisions and other applicable regulations.

To specify and implement the principles of "good governance":

- those who hold management and representation roles must operate with loyalty and efficiency, cooperating faithfully with any supervisory body, whether internal or external, public or private;
- individuals appointed to carry out internal supervisory activities are selected based on professional competence and integrity, as well as real and effective independence;
- the Entity's bodies act and deliberate independently, pursuing statutory purposes and ensuring all decisions and actions comply with the Code. Additionally, they disseminate knowledge of it and encourage its sharing among the Recipients;
- members of the Entity's bodies must ensure maximum transparency in managing operations in which they have particular interests, complying with current regulations. Specifically, they are individually required to perform their duties with seriousness and professionalism, allowing the Opera della Primaziale Pisana to benefit from their expertise;
- the Opera della Primaziale Pisana promotes the utmost confidentiality of information acquired during the course of its overall activity;
- the Opera della Primaziale Pisana promotes maximum transparency, reliability, and integrity of accounting information and commits to providing a full, truthful, accurate, timely, and understandable representation of all contractual relationships and documents sent or filed, as well as all other communications made, that are not merely executive or details.
- every commercial transaction must be correctly recorded, authorized, verifiable, legitimate, coherent, congruent, and its preservation must be ensured, as well as the possibility of accessing it in ways that comply with applicable regulations;
- it is forbidden to make choices that could compromise the real and effective value of the Opera della Primaziale Pisana and its continuity, as well as to represent it falsely;
- recipients who become aware of omissions, falsifications, or negligence are required to report the facts to the Supervisory Body;

### **3.2. *Principles in accounting and financial activities***

The Opera della Primaziale Pisana observes the rules of correct, complete, and transparent accounting, according to the criteria indicated by legislative provisions, current accounting principles, and the Entity's Statute (Articles 2, 11, 13, 14).

In the activity of accounting for facts related to the entity's management, administrators, employees, and collaborators are required to strictly adhere to the regulations and internal procedures. For each operation, documentation supporting the activity carried out is archived to allow accounting registration and the identification of different levels of responsibility, as well as the reconstruction of the operation to verify the decision-making, authorization, and execution process of each operation.

Administrators, employees, and collaborators are required to act transparently towards those responsible for verification and control activities.

The Opera della Primaziale Pisana also observes current tax regulations, preparing and submitting the legally required declarations based on data and tax documentation founded on real and truthful operations. All individuals involved in the preparation of the financial statements, reports, or other corporate communications are required to verify, with due diligence, the truthfulness and accuracy of the data and information that will be incorporated into the above-mentioned documents.

### ***3.3. Ethical principles towards third parties***

Third parties include suppliers, consultants, clients, partners, public and private entities, and institutions.

#### ***3.3.1. Criteria towards suppliers and contractors***

The processes of selection and choice of suppliers and contractors are based on principles of legality, fairness, and transparency. The choice of the contracting party is based on objective and impartial criteria in terms of quality, innovation level, cost, and additional services with respect to the services and products offered.

Suppliers and contractors must be appropriately informed of the conduct rules contained in the Code and conform their behavior to them for the entire duration of the contractual relationship with the Opera della Primaziale Pisana. The selection of suppliers and contractors is also based on their compliance with the principles established in this Code and those related to the fight against corruption, terrorism, receiving stolen goods, money laundering, and illegal brokerage and labor exploitation. In this regard, the Entity has created a supplier register in which operators are admitted based on their reliability and competence, and who have also demonstrated over time their commitment to respecting the principles established in this Code.

The Entity encourages its suppliers and contractors to apply the same selection criteria when choosing subcontractors, with the aim of encouraging and promoting compliance with the principles and values of this Code throughout the entire supply chain. Violation of the principles of legality, fairness, transparency, confidentiality, and respect for human dignity is just cause for the termination of relationships between the Opera della Primaziale Pisana and its suppliers, who must be expressly informed of this during negotiations, or following the adoption or modification of this Code. To this end, individual contracts include clauses that make the content of the Code of Ethics mandatory and specify the sanctions related to violations of the general principles contained therein (specifically, elements related to gender equality, ethical certification of production processes, the implementation of environmental sensitivity policies, and management techniques for waste and for products resulting from work done.).

#### ***3.3.2. Criteria Towards Consultants and Their Conduct***

The processes of selecting and choosing consultants are based on the principles of legality, fairness, transparency, competence, and respect for gender equality. Consultants are party to contracts and recipients of messages and communications that avoid hard-to-understand terms or encourage unfair commercial practices. Contracts with consultants must include the obligation to comply with the Code and Procedures of the Opera della Primaziale Pisana, as well as clauses for termination and compensation in case of violation of these rules. Violation of the principles of legality, fairness, transparency, confidentiality, and respect for human dignity are, by way of example, just cause for

the termination of relationships with consultants. Recipients who become aware of violations, omissions, falsifications, or negligence by consultants, or one of their collaborators, in the course of the contractual relationship with the Opera della Primaziale Pisana, are required to report such facts to the Supervisory Body.

### *3.3.3. Criteria of Conduct Towards Authorities*

In relationships with public institutions, whether local, national, ecclesiastical, community and also international, the entity's bodies, the staff, and all Recipients promote lawful and fair relationships within the scope of maximum transparency, based on dialogue, and recognizing and respecting the role and authority of public officials. Relationships with Authorities must be managed by the officers of the entity delegated to this through correct and transparent conduct, free from any behavior that could prejudice impartiality and autonomy of judgment. Any act of corruption or collusive behavior of any kind or form is prohibited. It is forbidden to solicit or obtain confidential information that could compromise the integrity or reputation of both parties or otherwise violate equal treatment and public disclosure procedures initiated by Institutions or Public Officials. Offers of goods or other benefits to representatives, officials, or employees of the authorities, even through intermediaries, or to private individuals are prohibited. It is forbidden to seek or establish personal relations of favor, influence, or interference with representatives or employees of the authorities and private individuals that could illicitly affect the outcome of the relationship.

In conducting any negotiation, situations where the parties involved in the transactions are or may appear to be in conflict of interest must always be avoided. It is forbidden to use contributions, funding, grants, and subsidies provided by public bodies for purposes other than those for which they were granted; it is also prohibited to make untruthful statements, produce false or falsified documents, in whole or in part, omit or alter information, also through IT tools, to induce entities to disburse the aforementioned contributions. The officers responsible for maintaining commercial and work relations with public or private entities must provide truthful statements, documentation, information, and certifications, avoiding evasive and collusive behavior. During inspections, checks, and proceedings by competent authorities or bodies, the staff must actively cooperate during the procedures, and the related activities must not be obstructed in any way. The provisions of this Code concerning anti-corruption, gifts, donations, and sponsorships must be respected. Any conduct that deviates from the aforementioned principles must be immediately reported to the Supervisory Body.

### *3.3.4. Criteria of Conduct Towards Clients/Users*

The Opera della Primaziale Pisana establishes with clients relationships based on trust, respecting agreements and commercial communications defined and adopting behaviors based on fairness and loyalty, ensuring compliance with laws and regulations in force. Clients - users of the Opera della Primaziale Pisana can be identified, by way of example and not exhaustively, as users of the monumental complex and purchasers of related goods and/or services. The safety of its clients - users represents a primary duty of the Opera della Primaziale Pisana, and in respect of this duty, it commits to ensuring the application of all procedural and structural safety standards and models provided for by current regulations. The Opera della Primaziale Pisana, in order to promote the widest possible access to the monumental complex of Piazza del Duomo, implements actions aimed at overcoming the physical and cognitive barriers of users as indicated in the Plan for the Elimination of Architectural Barriers provided by the Ministry of Cultural Heritage and Activities and Tourism (Decree No. 534 of 19.05.2022).

### *3.3.5. Criteria of Conduct Towards Business Partners*

The Opera della Primaziale Pisana selects business partners with a respectable reputation, who are engaged in lawful activities, are inspired by ethical principles in line with its own, and operate in compliance with current regulatory and legal provisions. Additionally, the Opera della Primaziale Pisana verifies in advance the skills and reliability requirements of business partners, establishes

frank, transparent, and collaborative relationships with them, and avoids entering into secret pacts or agreements contrary to the law.

### ***3.3.6. Criteria of Conduct in Relationships with Private Entities and the Combating of Corruption***

The Opera della Primaziale Pisana is aware that the "new" Article 2635 of the Italian Civil Code has expanded the cases attributable to the category of corruption by establishing the crime of private-to-private corruption and that, subsequently, the legislator included this crime among the predicate offenses for the administrative liability of entities under Legislative Decree No. 231 of 2001.

Consequently, the organization has committed to actively combating the phenomenon of corruption in its relationships with private entities by mapping the sensitive activities of "at-risk" business processes. In the Organizational, Management, and Control Model (M.O.G.) 231, full awareness of this is provided, but it must be emphasized from this point that it is absolutely;

- prohibited to simulate fictitious expenses, or in any case, higher than the actual ones, with the aim of creating hidden funds through which to give or promise money to administrators, directors, managers responsible for preparing company accounting documents, auditors, or liquidators (Article 2635, paragraph 1, Italian Civil Code), or to individuals under their direction or supervision (Article 2635, paragraph 2, Italian Civil Code), with the purpose of performing or omitting acts, in defiance of the duties inherent in their office or loyalty obligations, causing damage to the company to which they belong;
- prohibited to purchase goods or services intended to be given to top executives of private companies or to individuals under their direction or supervision, with the aim of obtaining from them unfaithful behavior and economically disadvantageous actions for the companies to which they belong;
- prohibited to give or promise money or other benefits to top executives or individuals under their direction or supervision, in order to obtain an advantage for the entity, omitting acts in violation of the duties inherent in their office or loyalty obligations, and causing damage to the company to which they belong.

The Opera della Primaziale Pisana also requires the active commitment of its suppliers and partners to respect the above rules and principles when they are used for the implementation of sensitive activities likely to impact, even potentially, the commission of the aforementioned crime.

### ***3.4. Criteria of Conduct in the Process of Accounting***

The Opera della Primaziale Pisana, in the management of accounting and financial procedures, conforms to principles of correctness and transparency, according to the criteria indicated by legislative provisions and current accounting principles.

The entity's administrative bodies and their members, partners, employees, collaborators, attorneys, and generally third parties acting on its behalf, commit to respecting the regulations and internal procedures regarding accounting to ensure that all operations are authorized by the appropriate officers, verifiable, congruent, and correctly recorded. Anyone who becomes aware of omissions, falsifications, or negligence in accounting records or other documentation is required to report directly to the Supervisory Body or their supervisor, who must promptly inform the organisation.

All individuals involved in the preparation of the financial statements, reports, or other corporate communications are required to verify, with due diligence, the truthfulness and accuracy of the data and information that will be incorporated into the aforementioned documents.

The Opera della Primaziale Pisana repudiates behaviors that contrast with the principles of market protection and the guarantee of the stability of the public and private economy, such as, for example, hindering the exercise of supervisory functions by public supervisory authorities.

### ***3.5. Criteria of Conduct in Financial Resource Management***

The Opera della Primaziale Pisana requires that all Recipients ensure that the management of financial resources complies with applicable regulations, the statute, practices, procedures, and the objectives pursued by the organization.

### **3.6. *Criteria of Conduct in Relations with Mass Media and Social Media***

The Opera della Primaziale Pisana shares its cultural identity by promoting communication globally through mass media and social media. Relationships with mass media and social media are managed in accordance with the principles of transparency, sobriety, accuracy, timeliness, and exclusively by the officers delegated for this purpose. All Recipients are prohibited from providing information and news concerning the Opera della Primaziale Pisana, or committing to provide them, without authorization. In managing relationships with mass media and social media, payments or other benefits aimed at illicitly influencing their professional activities are not allowed.

### **3.7. *Management of Powers of Attorney and Delegations***

In the production area only (and not in the decision-making area, as this is reserved by statute exclusively for the Deputation), the Opera della Primaziale Pisana is represented externally only by individuals with specific powers of attorney or delegations, which are granted in a specific manner, indicating the delegate's powers, limits, and the persons or bodies to whom the delegate must report.

### **3.8. *Criteria of Conduct in the Use of the Entity's Instruments and Assets***

Recipients are required to use the entity's instruments and assets to which they have access or availability efficiently and in ways that protect their value. Any use of these instruments and assets that conflicts with the interests of the Opera della Primaziale Pisana or is motivated by professional reasons unrelated to the employment relationship, or that may in any way cause alterations or damage, is prohibited. It is never permitted to use the entity's instruments to commit or induce the commission of crimes, pursue any purpose contrary to current legal norms and this Code, or that could pose a threat to public order, the protection of human rights, or public decency.

### **3.9. *Criteria for the Use of Information Systems and Information Security***

The Opera della Primaziale Pisana adopts the necessary procedures and policies to ensure the security of the information in its possession, guaranteeing its integrity and confidentiality. In particular, it ensures that:

- there is a proper separation of roles and responsibilities;
- information is classified according to levels of criticality;
- national and supranational regulations on personal data protection are respected;
- specific measures are defined to ensure the security and confidentiality of information at every stage of processing.

To prevent the risk of altering the stability of computer applications and any other electronic devices, all employees of the Opera della Primaziale Pisana are absolutely prohibited from:

- modifying the configurations set on electronic devices;
- downloading files contained in media not related to their work performance;
- using software and/or hardware tools capable of altering, intercepting, counterfeiting, or deleting the content of IT documents;
- installing personal communication means on any of the entity's IT tools.

To all employees of the Opera della Primaziale Pisana:

- browsing websites that are not relevant to the tasks assigned to them is prohibited, and registration on such sites is also not allowed;
- unless expressly authorized, the downloading of free software from the web is prohibited;
- participation in forums, chats, or electronic bulletin boards for non-professional reasons is not permitted;



- storing IT documents that are offensive and/or discriminatory in nature is not allowed;
- it is strictly forbidden to connect to, access, or register on sites whose content may constitute crimes.

Email is a work tool, and all employees and collaborators using the entity's IT systems are prohibited from:

- sending or storing messages of an offensive nature to common moral sense and/or discriminatory;
- using the corporate email address to participate in debates or forums;
- using email for reasons not connected to the performance of their duties.

The entity's telephone communication devices, whether fixed or mobile, are intended for professional use unless expressly authorized otherwise by the entity.

### **3.10. *Reporting***

The Opera della Primaziale Pisana has implemented a reporting system, described in the General Part of the M.O.G. 231. All recipients of the Code have the duty to report violations to the Supervisory Body according to the system outlined by M.O.G. 231. The Supervisory Body analyzes the report, and the related procedure follows standardized phases. The Supervisory Body monitors the investigation phase and the application of disciplinary measures, protecting the confidentiality of the whistleblower's identity. The whistleblower is, however, required to avoid instrumental, abusive reports or those aimed solely at undermining the reputation of a person or entity, making detailed reports based on precise and consistent facts. Sanctions are provided for those who violate the whistleblower protection measures, as well as for those who make reports that are found to be unfounded with intent or gross negligence.

## **4. COMPLIANCE WITH THE CODE OF ETHICS**

The Opera della Primaziale Pisana monitors compliance with the Code of Ethics and provides instruments for information, prevention, and control, ensuring transparency of information and behavior.

### **4.1. *Social Bodies and Members of the Supervisory Body***

Compliance with the Code and the operating protocols of the M.O.G. by the social bodies and the members of the Supervisory Body integrates and clarifies the obligations of diligence in the execution of the assumed task. Violation of the aforementioned rules constitutes a breach of the obligations arising from the contractual relationship and organic representation and leads to the consequent application of the sanctions provided by law and by the sanctioning and disciplinary system.

### **4.2. *Obligation to Understand the Code and Report Possible Violations***

Every Recipient is required to understand the principles and contents of this Code, as well as the reference procedures that govern the functions and responsibilities covered. In particular, it is mandatory to:

- refrain from behaviors contrary to the aforementioned principles, contents, and procedures;
- request confirmation from third parties with whom the Opera della Primaziale Pisana has relations that they have acknowledged the Code;
- report, in accordance with the operational procedures established by specific procedures, to the Supervisory Body any possible cases of Code violations;
- cooperate and, upon request, share the information requested by the Supervisory Body.

### **4.3. *Training***

The Opera della Primaziale Pisana commits to conducting periodic training sessions on the Code of Ethics aimed at ensuring its correct understanding and promoting knowledge of its principles, rules, and any amendments and/or integrations.

#### **4.4. *Violations***

Any Interested Party who becomes aware of information indicating that a violation of this Code has been or is about to be committed must immediately report it to the Supervisory Body. Failure to report a violation of this Code constitutes a violation itself. It is prohibited and constitutes a violation of this Code for Interested Parties and all collaborators or contractors to retaliate in any form against anyone who has, in good faith, communicated to the representatives of the Opera della Primaziale Pisana or the Supervisory Body information indicating that a violation of this Code has occurred or may occur. Prohibited forms of retaliation include, for example, changes in the employment relationship (such as termination, suspension, or demotion), creating a hostile work environment, and any other type of retaliation. Upon receiving a communication regarding a possible violation of this Code, the Supervisory Body must promptly initiate an investigation to gather relevant elements, based on the Regulations of the aforementioned body. The appropriate disciplinary measure will be determined by the designated authority at the end of the investigations, if the Supervisory Body concludes that a violation of this Code has occurred and considers disciplinary action appropriate. Possible applicable sanctions, by way of example, may include: verbal warning, written reprimand, fine, unpaid suspension, termination of the employment relationship in more serious cases, termination of the contract for third parties, without prejudice to any claims for damages.

#### **4.5. *Reference and Supervisory Structures***

The Opera della Primaziale Pisana, also through the designation of the Supervisory Body, is committed to ensuring:

- the widest dissemination of the principles and contents of the Code to the Recipients, and the provision of every possible knowledge and clarification tool for the interpretation and implementation of the Code, as well as its updating to adapt it to the evolution of civil awareness and current regulations;
- the conduct of checks on any report of violations of the principles and contents of the Code or the reference procedures;
- the objective evaluation of facts and the consequent implementation, in the case of confirmed violations, of appropriate sanctions, following the adoption of internal regulations aimed at typifying and exemplifying them;
- the absence of retaliation of any kind against those who have provided information on possible violations of the Code or the related reference procedures.

#### **4.6. *Revision and Update of the Code***

The Opera della Primaziale Pisana, with the assistance of the Supervisory Body, ensures the constant updating of the Code of Ethics and its consistency with the structure and Statute of the entity. The revision of the Code must be carried out in the same manner as its initial approval and, therefore, must be approved by the Administrative Body.

Pisa, November 15, 2023

For the Deputation

The President

Dr. Andrea Mastrelli

