

EIT Health Code of good Conduct including Policy on Conflicts of Interest

Version: 3

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0. Definitions

“Articles of Association” shall mean the articles of association of EIT Health e.V. (“KIC LE”).

“Regional Innovation Hub” shall mean one of the co-location centres of EIT Health, as defined in article 2.3.6 of the Articles of Association of EIT Health e.V.

“Code” shall have the meaning assigned to it in Article 1 hereunder.

“EIT Health Staff” shall mean members of the Supervisory Board of KIC LE, the members of the Executive Management of KIC LE and the other persons employed under a labour contract by KIC LE, the persons providing services to KIC LE, the personnel or consultants of the EIT Health Partners when acting in a EIT Health management or coordination role for the benefit of the KIC.

“Partnership Agreement (PA)”: the agreement between the Association, laying down the general terms and conditions under which the KIC EIT Health must operate as an institutionalized European partnership.

(Model) Grant Agreement ((M)GA): an agreement signed between the Association and the EIT, laying down the provisions concerning the implementation of the KIC Business Plan through grants.

1. Introduction

In accordance with Article 6.c) of the PA between EIT and EIT Health, the KIC must adopt its Code of Conduct based on the model provided by the EIT which includes policies on conflict of interests, ethical values and integrity.

EIT Health has committed to the following: “Within six months after the signature of the FPA, the KIC LE and EIT Health Partners must adopt of code of good conduct including a policy on conflict of interests.” This document constitutes the code of good conduct including a policy on conflict of interests of EIT Health, hereinafter the “Code”.

2. Purpose

The purpose of the Code is intended to lay down EIT Health’s expectations and guiding principles for the moral and lawful conduct of the EIT Health Staff.

3. General provision

This Code contains the general principles of the moral and lawful conduct, which apply to all relations of EIT Health Staff falling within the scope of their activities for EIT Health, unless they are governed by specific provisions. This Code further contains also a Conflict of Interest Policy, attached in Annex to this Code. This Code is complementary to the Articles of Association and By-Laws of EIT Health.

4. Impartiality and Independency

When taking decisions, EIT Health Staff shall ensure that he/she shall always act taking into account the scope of his/her mandate and/or function and in an independent and impartial way, and shall refrain from any preferential treatment. In particular, the members of the governing bodies of EIT Health shall perform their duties in conformity with the overall purpose of EIT Health, as laid down in the Articles of Association and the By-Laws of EIT Health. They shall refrain from acting solely in the individual interests of individual EIT Health Partners or regional Innovation Hub. The conduct of EIT Health Staff shall never be guided by personal interest or political pressure. The EIT Health Staff must avoid any actions or transactions that may harm the interests of EIT Health. In the event of conflicts of interests, they shall act as pursuant to the Policy on Conflicts of Interest, attached in Annex to this Code.

5. Objectivity

When taking decisions, EIT Health Staff shall take into consideration the factors relevant for the decision at stake and give each of them its proper weight in the decision, whilst excluding any irrelevant element from consideration. In particular, the members of the governing bodies of EIT Health shall apply this principle when preparing, approving and executing the Business Plan of EIT Health.

6. Information

EIT Health Staff shall provide and share in timely manner information with his/her line manager that is needed for the performance of their duties, for purposes such as documentation, reporting and transparency. Such information can be requested to the EIT Health Staff by the line manager or other Executive Management members, and shall be provided reasonably accurate and complete. When sharing information, EIT Health Staff shall take into account the confidentiality provisions of the legally binding agreements. When sharing information, EIT Health Staff shall respect the confidentiality of information acquired except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of execution of one's duty for EIT Health will not be used for personal advantage. When communicating on a matter on which a competent body of EIT Health has taken a position, the EIT Health Staff shall represent the views of EIT Health. In case of any doubts, the EIT Health Staff can contact the Compliance Officer.

7. Transparency and accountability

EIT Health Staff must act in a transparent manner and be ready to justify the reasons for particular actions and the context in which they have been taken.

8. Lawfulness

The EIT Health Staff shall act according to law and apply the rules and procedures laid down in applicable law, rules and regulations. In particular, EIT Health Staff is to comply with privacy and information security laws and regulatory requirements such as but not limited to the regulation EU 2016/679 when personal information is collected, stored, processed, transmitted, and shared.

9. Principle of non-discrimination

EIT Health Staff shall avoid any unjustified discrimination between individuals, for example based on sex, race, colour, ethnic or social origin, genetic features, language, religion or belief, political or any other opinion, membership of a national minority, property, birth, disability, age or sexual orientation, as defined by the European Agency for Fundamental Rights. In taking decisions, EIT Health Staff shall ensure that the principle of equality of treatment is respected. Anybody who is in the same situation shall be treated in an equal manner. Non-compliance will result in disciplinary measures established in the relevant HR policies, which are available on the staff intranet Compass.

10. No Improper Advantage

Fraud, corruption, bribery or other means of obtaining undue or improper advantage are not to be promised, offered, authorized, given or accepted. This prohibition covers promising, offering, authorizing, giving or accepting anything of value to or from any third party, including national or European government officials, either directly or indirectly through a third party, in order to obtain or

retain certain subsidies, approvals or authorizations, or an exemption from certain legal or contractual obligations. EIT Health Staff shall not commit or participate in any fraudulent acts. EIT Health Staff shall immediately report any fraudulent acts by others concerning EIT Health that comes to their knowledge, it is understood that Supervisory Board members shall report such act to the Chairperson of the Supervisory Board and all other persons shall report to the CEO. In case the Supervisory Board Chairperson and/or CEO would be involved or cited in the improper advantage claim, alternatively the Supervisory Board Deputy Chairperson, or the COO instead of the CEO are the alternative reporting routes. Non-compliance will result in disciplinary measures established in the relevant HR policies including guidance on how to prevent such occurrences and when incidences occur. Moreover, EIT Health's Whistleblowing Policy provides additional guidance on how fraud, corruption and bribery can be reported. Non-compliance will result in disciplinary measures established in the relevant HR policies (specifically the "Disciplinary Policy"), which are available on the staff intranet Compass.

11. Professionalism – Fairness

EIT Health Staff must conduct themselves in such a way as to maintain the integrity of and public confidence in EIT Health. EIT Health Staff shall always act in a professional manner and in good faith. They shall maintain skills important and relevant to the EIT Health's needs. EIT Health Staff shall act fairly and reasonably. Individuals shall be treated with due respect and dignity.

12. Policy review

This Policy will be revised at least every three years, and updated regularly whenever required, to ensure it is compliant with legislative and organisational changes.

Attached in Annex: EIT Health Conflict of Interest Policy

The information contained in this document is the proprietary information of EIT Health e.V., is for internal use only, and should not be disclosed to a third party without the written consent of an authorised organisation's representative.

Revision History Date	Revision	Author	Description
2017	1.0	Jan-Philipp Beck	First version
April 2021	2.0	Sabine Schumann	Second version
September 2022	3.0	Sabine Schumann	Third version

EIT Health Conflict of Interest Policy

1. INTRODUCTION

The following constitutes the Conflict of Interest Policy of EIT Health (the “**Policy**”), which has been developed to govern the disclosure, management, and, if possible, avoidance of conflicts of interest within EIT Health. This Policy is compliant with and applies in addition to the requirements of the Articles of Association and By-Laws and other governing documents, as well as the applicable laws. The purpose of this policy is to protect the integrity of EIT Health's decision-making process, to enable stakeholders to have confidence in EIT Health's integrity, and to protect the integrity and reputation of the members of the Supervisory Board and the Executive Management and other EIT Health Staff.

2. SCOPE

All EIT Health Staff will strive to avoid any conflict of interest between the interests of EIT Health on the one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

3. DEFINITION OF CONFLICT OF INTEREST

A conflict of interest refers to a situation where the impartiality and objectivity of a decision, opinion or recommendation of a governing body of EIT Health is or might be perceived as being compromised. It arises where a member of the EIT Health Staff has a personal, professional or business interest which may be in conflict with or may influence the exercise of his/her obligations or responsibilities in his/her role with EIT Health. A conflict of interest arises whenever personal activities and relationships interfere, or appear to interfere, with one's ability to act in the best interest of EIT Health. There is normally no

risk for conflict of interest when the member of the governing body acts in the general interest of EIT Health. The mere fact that members of the Supervisory Board are the representative of or have a professional link with a particular KIC Partner does not imply that they have a conflict of interest with regard to decisions on the approval of the Business Plan (i.e. as opposed to decisions on specific amendments in order to promote interests of individual KIC Partners).

Examples of conflicts of interest include:

- a) A member of the Supervisory Board who is employed by a KIC Partner may be faced with a decision in a meeting of the Supervisory Board regarding whether EIT funding for the individual KIC Partner should be granted in the context of a discussion regarding amendments to the Business Plan.
- b) A member of the Executive Management who is related to a member of EIT Health staff and there is decision to be taken on staff pay.
- c) A member of the EIT Health Staff who has shares or other interests in a legal entity that may be awarded a grant under the Business Plan or a contract to do work or provide services for EIT Health or is a director, partner of that legal entity or related to someone who is such a director or partner.

4. PROCEDURE IN CASE OF CONFLICT OF INTEREST

Members of the Supervisory Board

In case a situation of potential conflict of interests arises in the context of the Supervisory Board activities, the members of the Supervisory Board or any other person who identifies a potential conflict of interests shall immediately inform the Supervisory Board Chairperson. In case the conflict of interest regards the Chairperson, the person to be informed is the Deputy Chairperson of the Supervisory Board.

The Supervisory Board Chairperson (or the Supervisory Board Deputy Chairperson) shall without delay decide on any specific measure in this respect.

The member of the Supervisory Board concerned shall refrain from any actions that could be affected by the conflict of Interest. He/she withdraws from the part of the meeting at which there is discussion of any arrangement or transaction affected by the potential conflict of interest. The member who has the potential conflict of interest does not vote on any such matter and is not to be counted when considering whether a quorum of members of the Supervisory Board is present at the meeting.

Any such disclosure and the subsequent actions taken will be noted in the minutes of the Supervisory Board, and will be centrally stored and monitored by the Compliance Officer.

Members of the Executive Management and other EIT Health Staff

If at any time in the course of his/her duties a member of the Executive Management or of the EIT Health Staff, becomes aware of any potential conflict of interests, he/she shall:

- i. make a spontaneous declaration of interests highlighting the potential conflict to the CEO, and

- ii. refrain from any actions that could be affected by the conflict of interests.

In case the potential conflict of interest regards the CEO of EIT Health, the person to be informed is the Chairperson of the Supervisory Board. Provided that the Conflict of Interest has been disclosed, the CEO or, as the case may be, the Chairperson of the Supervisory Board, shall without undue delay decide how the conflict of interest shall be managed/resolved following the processes as defined in the relevant HR policies.

Same as with the Supervisory Board, all disclosed conflicts of interest of Executive Management and Staff will be centrally stored and monitored by the Compliance Officer.

5. EX-POST TREATMENT OF SITUATIONS OF NON-COMPLIANCE WITH THE OBLIGATIONS OF THIS POLICY

Members of the Supervisory Board

Should the Supervisory Board of EIT Health become aware that a conflict of interest was not declared by a member of the Supervisory Board, the Supervisory Board shall decide on the appropriate measures to be taken after hearing the affected member of the Supervisory Board. The Supervisory Board may carry out an internal assessment involving outside counsel to determine the existence of the conflict of interest. The Supervisory Board Chairperson may also request the ELSI Board of EIT Health for advice.

Members of the Executive Management and other EIT Health Staff

Any failure by the CEO, any other member of the Executive Management or the EIT Health Staff to comply with his/her obligations under this policy of conflict of interests, whether intentionally or through negligence on his/her part, shall make him/her liable to administrative measures in accordance with the rules applicable in the specific case. The CEO shall be given the opportunity to explain his/her case towards the Supervisory Board. The other members of the Executive Management or the EIT Health Staff shall be given the opportunity to explain his/her case towards the CEO. The Supervisory Board, respectively the CEO may carry out an internal assessment involving outside counsel to determine the existence of the conflict of interest. The Supervisory Board Chairperson, respectively the CEO, may also request the ELSI Board of EIT Health for advice.

All members of the Supervisory Board and the members of the Executive Management and other EIT Health Staff shall be required to sign the following declaration:

I have received a copy of the current Conflict of Interest Policy of EIT Health. I have read, understand and agree with it and I will abide by it.

Signature:

Date: