

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

Version: 4

Review date: January 2024

0. Definitions

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

“CLCs” 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 Management Board 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 an EIT Health 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 the 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 Interests 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 making decisions, EIT Health Staff shall ensure that he/she shall always act taking into account the scope of his/her mandate and/or function independently and impartially 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 Co-Location Centres. 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 potential conflicts of interests, they shall act as pursuant to the Policy on Conflicts of Interests, attached in Annex to this Code.

5. Objectivity

When making decisions, EIT Health Staff shall take into consideration the factors relevant to 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 a 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 from the EIT Health Staff by the line manager or other Management Board members and shall be provided reasonably accurate and complete. When sharing information, EIT Health Staff shall consider 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 gender, 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 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 come to their knowledge, it is understood that Supervisory Board members shall report such acts 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 CEO Deputy 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 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.

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
January 2024	4.0	Sabine Schumann	Fourth version

Annex 1: EIT Health Conflict of Interests Policy

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EIT Health Conflict of Interests Policy

1. INTRODUCTION

The following constitutes the Conflict of Interests 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, the Management Board and other EIT Health Staff.

2. SCOPE

All EIT Health Staff will strive to avoid any conflict of interests 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 interests as well as the perception of conflicts of interests.

3. DEFINITION OF CONFLICT OF INTERESTS

A conflict of interests 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 when 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 interests 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 interests 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 interests 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 interests 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 Management Board who is related to a member of EIT Health staff and there is a 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 INTERESTS

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 interests 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 interests. 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 interests. The member who has the potential conflict of interests 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 Management Board and other EIT Health Staff

If at any time in the course of his/her duties a member of the Management Board 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 interests regards the CEO of EIT Health, the person to be informed is the Chairperson of the Supervisory Board. Provided that the Conflict of Interests 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 interests shall be managed/resolved following the processes as defined in the relevant HR policies.

Same as with the Supervisory Board, all disclosed conflicts of interests of the Management Board 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 interests 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 interests. The Supervisory Board Chairperson may also request the EIT Health Head of Compliance for advice.

Members of the Management Board and other EIT Health Staff

Any failure by the CEO, any other member of the Management Board 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 to the Supervisory Board. The other members of the Management Board or the EIT Health Staff shall be given the opportunity to explain his/her case to 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 interests. The Supervisory Board Chairperson, respectively the CEO, may also request advice by the EIT Health Head of Compliance.

All new Staff members of EIT Health shall be required to sign the declaration set out in annex 2. Management and Supervisory Board members are required to make a declaration upon appointment and afterwards on an annual base, see annex 4.

Annex 2: EIT Health Conflict of Interests Declaration

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EIT Health Conflict of Interests Declaration

EIT Health strives to avoid any conflict of interests 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 interests as well as the perception of conflicts of interests.

A conflict of interests refers to a situation where the impartiality and objectivity of a decision, opinion or recommendation is or might be perceived as being compromised. It arises when a member of the EIT Health staff, SB member, evaluator, decision maker etc. has a personal, professional or business interest that 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 interests 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 interests 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 interests 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).

The procedures in case of conflict of interests are defined in EIT Health's Conflict of Interests Policy.

Declaration on Conflict-of-Interests

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

Regardless of the EIT Health activity in which I will participate, I undertake to report any potential conflict of interests and, if necessary, to abstain from debates and decisions relating to this conflict of interests.

In case of any potential Conflict of Interests situation, I would submit the relevant Conflict of Interests Declaration in a separate document.

This declaration refers to my role as: *(EIT Health staff, Management Board member, Supervisory Board member, selection panel member of xxx recruitment, evaluator of xxx Call, etc.)*

Name:

Signature:

Date:

This declaration needs to be collected by your counterpart at EIT Health in the activity you are executing, who submits a copy to the Compliance Officer and centrally stored.

Annex 3: EIT Health Conflict of Interests Mitigation Agreement

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EIT HEALTH CONFLICT OF INTERESTS MITIGATION AGREEMENT

Parties:

The following Conflict of Interests Mitigation Agreement (hereafter CoI Agreement) is drawn up between:

EIT Health e.V. ("EIT Health ("), with registered office at Mies-van-der-Rohe-Straße 1C, 80807 München, Germany, represented by xxx

And

xxx [address details]

And

Additional Party (optional, can be a source of conflict or person affected by the conflict)

1) Nature of Conflict

Describe the conflict (e.g. personal relation to a vendor in a bidding process that the Employee is in charge of), how this affects the Employee (e.g. may be biased in decision making), and what the potential damage or risk is for EIT Health (e.g. may not get the best vendor – more expensive, not best qualification etc.)

2) Transparency, Involved EIT Health Personnel

- a. *When has the Conflict of Interests been reported, by who, and who was notified*
- b. *Identify and list EIT Health staff who should be involved pursuant to Conflict of Interests Policy*
- c. *Itemize dates when conflict has been reported and involved staff has been informed*

3) Conflict Handling and Mitigation

- a. *External mitigation: If applicable, describe option to settle the conflict externally; e.g. if the Employee has a financial benefit as a result of a deal that EIT Health enters into, eliminate this financial benefit; in that case, the other party to the deal should be included to this agreement;*
- b. *Internal mitigation: limit / eliminate Employee's influence on the internal process; e.g. by delegating the process to an independent coworker; in certain cases, it may be*

sufficient to add independent coworkers to the process without removing the Employee; the proposal needs to be evaluated and confirmed by the Compliance Officer; list the involved people to who the process was delegated, list the dates and expected duration of the mitigation

- 4) Compliance Officer Validation and Monitoring
 - a. Assessment: *confirm that the conflict mitigation has been validated with the Compliance officer and been considered as appropriate to solve the Conflict of Interests*
 - b. Schedule Follow-Ups: *schedule monitoring dates, if needed, in alignment with the duration of the mitigation*

- 5) Duration and closure of Conflict of Interests
 - a. *Start and finish dates of the Conflict of Interests situation*
 - b. *Close of Mitigation: confirm the close of the process where no finish date was set*

Annex 4: Conflict of Interests - EIT Health Boards

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CONFLICT OF INTERESTS - EIT HEALTH BOARDS

1. INTRODUCTION

1) Credible and effective governance depends on the capacity of the Supervisory and Management Board members to make fair decisions, unbiased by the existence of other personal or professional interests.

2) Board members shall participate in their personal capacity and act in the best possible interests of EIT Health and its mission, independently from any academic, institutional, industrial, political or other specific interests they might have.

3) Integrity and high standards of professional conduct are crucial for EIT Health's independence and reputation. One aspect of integrity is to demonstrate that those persons involved in the work of the Supervisory Board act in the general interest of the EIT Health and that proportionate measures are taken to manage potential conflicts of interests.

4) EIT Health recognises that the expertise of the members of the Supervisory Board is crucial for the fulfillment of its tasks and that the quality of such expertise is inherently based upon prior experience. Board members should therefore be able to combine participation in EIT Health with other positions, public or private. As a result, most members of the Supervisory Board have various activities and therefore multiple interests, both in organizational and personal life. Consequently, certain potential or actual conflicts of interests cannot always be entirely avoided and their mere existence does not necessarily imply any wrongdoing.

The intention of this guidance is not to ban or sanction the holding of interests. The various interests of members, once put together, may well result in a balanced interest for the Board as a whole.

6) Since it is impossible to lay down a set of prescriptive rules to cover every single eventuality, the basic principle to be applied is that a conflict of interests occurs when it can be reasonably considered that a conflict could influence or bias the judgment of the Board member.

7) The primary responsibility for assessing whether an interest might impede independence or influence judgment and for declaring any possible conflict of interests is placed on the member concerned. Doubt or ignorance cannot be used as excuses to justify situations of conflicting interests.

8) This Code of Conduct applies *mutatis mutandis* to the meetings of the Management Board.

2. INTERESTS DECLARATIONS

The responsibility for declaring any possible conflict of interest is placed on the individuals completing their declaration.

Taking into account the need to ensure their independence the written annual declarations of interest shall be requested from the members of the Supervisory Board.

3. ACTIVITIES TO BE DECLARED

- Ownership or other investments, including shares
- Membership in a Supervisory, Management Board or scientific advisory body
- Employment
- Consultancy
- Memberships or affiliations
- Interests of close family members
- Any other activities that can be perceived as an interest in an EIT Health activity (e.g. intellectual property rights)

It shall be indicated if the activity is a current one, or from the past two years.

If members are unsure what interests should be declared, guidance can be provided by the Board Chairperson or the Compliance Officer.

4. WHEN SHOULD INTERESTS BE DECLARED?

1) Declaration of independence

Upon appointment, each member is required to sign a declaration stating his/her independence and commitment to comply with this code of good conduct

2) Annual Declaration of interests

Each Board member shall submit an annual declaration of interests, indicating the absence of any interest which might be considered prejudicial to their independence and including interests which are inherent to the professional background of the individual.

The Chairperson will review the declarations of interests of Supervisory Board members in order to identify any interest which might give rise to a conflict with regard to the work of the Supervisory Board. In this exercise the Chairperson may ask for the support of the Compliance Officer.

3) Spontaneous declarations

Members have the primary responsibility for spontaneously declaring any conflicts of interests at all times.

4) Meetings

Members of the Board are asked to declare, at the beginning of each meeting, any interest that might be considered prejudicial to their independence in relation to the items on the agenda. The outcome should be recorded in the minutes of meetings by the SB Secretary together with statements of declared interests and the outcome of discussions.

If during a meeting, a member becomes aware that he/she has an interest that may be in conflict with a point on the agenda, then this must be declared immediately to the Chairperson. This could include, for example, situations where a member is asked to approve the awarding of a contract to an organization with which he/she is employed or otherwise affiliated.

The Chairperson, if need be having consulted the CEO, will determine the appropriate course of action, relying heavily on the principle of proportionality. The appropriate course of action to take depends on the nature of the conflict. The following are to be considered guidelines for action, according to the nature and breadth of interests noted:

- The situation is not considered serious enough to exclude the member from discussions and decisions
- The member is excluded from a particular decision or series of decisions, but may remain present and participate in discussions
- The member is excluded from any discussions and decisions relating to a particular question or series of questions

The Chairperson should be substituted for a given meeting session by the SB Deputy if items on the agenda could lead to a conflict of interests affecting his/her judgment.

Declarations made at meetings and the outcome of discussions related to declarations of interest shall be duly recorded in the minutes of the meeting.

DECLARATION OF INDEPENDENCE AND COMMITMENT

Name:
Position: EFF Health Supervisory Board member

I hereby undertake to perform my duties in the best interests of EIT Health. In particular, I am aware that I am obliged to complete and sign an Annual Declaration of Interests which might be considered prejudicial to my independence in relation to the treatment of items on the agenda.

DONE IN ON

SIGNA TURE

ANNUAL DECLARATION OF INTERESTS

Name:
EFF Health Supervisory Board member

Nature of activity	Current Or until which date	Name of Entity Please indicate Private or Public	Subject Matter
Ownership or other investments, including shares			

Membership in a Board or scientific advisory body			
Employment			
Consultancy			
Memberships or affiliations			
Interests of close family members			
Other			

Declaration:

I declare on my word of honour that the information provided above is true and complete.

Name

Signature

Date

Name of entity or organization is to be interpreted as meaning name, location and nature of all organizations (private, public, etc.) that relate to EIT. Thus, for the purpose of the declarations of interests the involvement in public bodies needs to be included as well.

When declaring financial interests e.g. stock and shares, only the type and the company name need to be stated.

"Ownership or other investments, including shares" is to be interpreted as meaning any substantial financial interests, including holding of stocks and shares, equity, bonds, partnership interests in the capital of a company, one of its subsidiaries or a company in which it has a holding. The holding of financial interests connected with a pension scheme would not be considered a financial interest, provided that the individual has no influence on its financial management

"Membership in a Board or Scientific Advisory Body " is to be interpreted as meaning any participation in the internal decision-making of a company, trade association or equivalent entity (e.g. board membership, directorship). Or is participating or has participated in the work of a Scientific Advisory Body with a right to vote on the outputs of that entity.

"Employment" is to be interpreted as covering all forms of employment, part-time and full-time, either paid or unpaid, in any organization whose activities are linked to EIT Health areas.

"Consultancy/Advice" is to be interpreted as an activity in which the concerned person charges or does not charge a fee for providing advice or services in a particular field. Any contracts or collaborations with

EIT Health falling outside the work of the Supervisory Board as identified above should be specified under this activity. The subject matter should only indicate the domain in which the consultancy is/has been active.

"Other membership or affiliation" is to be interpreted as any membership or affiliation other than the above that can be perceived as an interest in the field of activity of EIT Health

"Interests of close family members" are to be interpreted as meaning that they include known interests held by family members and relatives belonging to the same household or under the care of the members of the household. In order to maintain privacy, their names do not need to be declared. The relationship (e.g. wife) should not be specified.

"Name of entity or organization" is to be interpreted as meaning name, location and nature of all organizations (private, public, etc.) that relate EIT Health. Thus, for the purpose of the declarations of interests, involvement in public bodies needs to be included as well.

"Subject matter" is to be interpreted as meaning the domain in which the activity was or is carried out.