Client: BLYTH ACADEMY FLORENCE s.r.l.
From: LDP COMPLIANCE s.r.l.
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Subject: Code of Ethics

DOCUMENT B: CODE OF ETHICS

BLYTH ACADEMY FLORENCE SRL

1. GENERAL PRINCIPLES

a) Object and purpose

This Code of Ethics is an official document of BAF s.r.l. (hereinafter, **"BAF"** or the **"Company"** or the **"Entity"**).

Its purpose is to identify the ethical principles and moral, behavioural and professional standards that help guide the Company's activities and that are relevant to the prevention of crimes under Legislative Decree No. 231/2001.

The purpose of this Code of Ethics is to moralise and apply principles of conduct in all relationships, both internal and external to BAF and the School Institute managed by it, with teachers, school operators, employees, Social Bodies, Institutions, collaborators, customers, suppliers, and any other interested parties.

The provisions of this Code constitute specifications of the general obligations of diligence, loyalty, honesty, transparency, fairness, and impartiality that qualify the exercise of functions of public necessity.

The Code of Ethics is also intended to formalise the commitment to behave in accordance with the principles of loyalty and fairness, to protect the legitimate interests of all parties related to the Company, to avoid any conduct that may facilitate the commission of any kind of illegal act, and to preserve a positive reputation and avoid even the appearance of impropriety.

b) Scope of application

The principles and values identified in this Code of Ethics must be constantly observed by BAF's internal and external employees and school collaborators in the performance of their work activities.

Each member of the Corporate Bodies, in awareness of his or her responsibilities, is also required to fully observe the principles and values contained in this Code, respecting people and rules and mutual cooperation.

The Code of Ethics has the value of a disciplinary code, ex art. 7 of the Workers' Statute, and therefore its violation constitutes by employees an offence punishable according to the rules of the sanction system provided by the entity.

Behaviors that violate the provisions set forth in the Code of Ethics are reported by teaching and non-teaching staff to the **Head of School** and/or the **Supervisory Board (ODV)**, who will promptly summon the person concerned and ascertain the facts in question.

c) Moral values

All educational and non-educational activities, operations, transactions, and, more generally, the conduct of personnel with regard to the activities carried out in the exercise of their duties and responsibilities must be inspired by the utmost transparency, fairness, diligence, equity, objectivity, loyalty, cooperation, honesty, moral integrity and professional rigour, and a sense of responsibility to the Company, in compliance with applicable laws, procedures and regulations, and in accordance with this Code of Ethics.

Specifically, it is to be understood as:

- *transparency*, the clarity, analyticity and completeness of information and activities carried out;
- *fairness*, compliance with generally accepted norms and principles of behaviour;
- *diligence*, prudent behaviour, adherence to statutes and internal orders.
- *fairness*, impartiality, and neutrality of assessment.

The ethical and moral values previously identified must therefore constitute a constant and systematic duty of the operational conduct of each employee.

This commitment must also apply to external collaborators and anyone who has relations with the Company.

BAF ensures the widest dissemination of this Code of Ethics, including to "third parties" with whom the Company has relations and to all those who, in different capacities, are required to observe and concretely implement the provisions contained herein.

2. SUPERVISION OF COMPLIANCE WITH THE CODE OF ETHICS

It is the responsibility of the **Head of School** and the **ODV** to verify compliance with the Code of Ethics by all BAF employees and collaborators. It is the responsibility of the aforementioned to provide clarification regarding the correct interpretation of its provisions.

The Head of School is the person in charge of intervening, in case of violation of this Code, in the forms permitted by law.

It is the duty of the Head of School and the Head of Administrative Area to assist the Head of School and the ODV in supervising compliance with the Code of Ethics and to report all conduct contrary to it.

3. PRINCIPLE OF LEGALITY

BAF is committed to complying with all national and international rules, laws, directives, and regulations, inspiring its decisions and conduct to care for the public interest entrusted to it.

No conduct contrary to the laws and principles governing the school may be tolerated.

The Head of School guarantees and verifies the correct application of the legislation relating to the tasks entrusted to the staff; in particular, with reference to the training course for teachers, they are guaranteed updates on legislation and criminal jurisprudence in relation to offences related to the education and school sector.

Each worker shall take care of his or her own health and safety and that of other persons on whom the effects of his or her actions or omissions fall, in accordance with the training, instructions and means provided by the employer. It is the responsibility of the Head of School and the Managers of the various areas to supervise and monitor the compliance of individual workers with their legal obligations, as well as the company's health and safety at work provisions.

4. RESPECT FOR PRIVACY AND PROFESSIONAL SECRECY

BAF ensures the utmost confidentiality with regard to news and information concerning those working at the school. It is forbidden for anyone to use information acquired in the course of their duties for purposes unrelated to those duties.

All the School Institute's activities must be carried out in compliance with privacy legislation in accordance with the GDPR (EU Reg. 679/16 on the protection of personal data).

Information that is legitimately disseminated must be complete, transparent, comprehensible and accurate.

Information about pupils must be handled by school staff with respect for privacy and professional secrecy. Information on minors, concerning their health or private life, may only be disclosed if strictly related to the performance of their duties.

5. CONFLICT OF INTEREST

Any employee who finds him/herself in a situation of conflict of interest, even if only potential, must notify the Head of School.

No employee of the Head of School may carry out, outside the School, a professional activity in competition with that of the School, except in cases known to and expressly authorised by the Head of School.

Employees who proceed to the conclusion of employment contracts, tenders, purchase of goods or services, must ensure compliance with internal procedures for the selection of staff and suppliers, disregarding personal interests or friendship towards those whom they intend to favour by instrumentally using the conclusion of contracts in the name of the Institute.

6. RELATIONS WITH THE PUBLIC ADMINISTRATION

In the context of relations with Institutions and the Public Administration, it is forbidden for all BAF employees and collaborators to deliver, offer or promise money or other benefits, even through intermediaries, to public employees, their spouses or family members.

This is without prejudice to the possibility of offering gifts of modest value, not exceeding €50.00 on holidays.

Anyone who receives, explicitly or implicitly, requests for undue benefits from public officials is obliged to suspend all relations and immediately inform the Head of School.

In the event of participation in a tender called by the Public Administration, the School Institute will comply with the regulations and the reference notice. If the School Institute uses a consultant or, in any case, an external party to represent it in relations with the Public Administration, the provisions of this Code will also apply to the aforesaid party. In any case, the School Institute will not be represented by external parties who may find themselves in a situation of conflict of interest.

7. TRANSPARENCY OF ACCOUNTING AND ADMINISTRATIVE OPERATIONS

All accounting operations and transactions must be correctly authorised and recorded. Every document pertaining to the administrative and accounting management of the Company must be drawn up accurately and in compliance with the regulations in force.

For each operation falling into this category, an adequate documentary and IT support must be prepared in order to be able to verify, at any time, the characteristics and motivations of the operation as well as to be able to identify the person who authorised, executed and recorded it.

8. RELATIONS WITH SUPPLIERS

Suppliers of goods or services are selected, monitored and evaluated in compliance with the rules defined in the School Institute's organisational system.

When selecting contractors, particular attention is paid to verifying the supplier's compliance with the rules on health and safety in the workplace. The Company guarantees that suppliers are chosen according to objective criteria, such as to combine cost-effectiveness of management with the guarantee of quality and safety.

9. RESPECT FOR AND PROTECTION OF WORKERS

The protection of working conditions is considered a primary value of the Company, which adopts the necessary measures to protect the physical integrity and moral personality of its employees and collaborators in the exercise of its activities, following an assessment of health and safety risks with the aim of eliminating or reducing them to a minimum in relation to the knowledge acquired based on technical progress.

BAF guarantees working conditions that respect the dignity of the individual and fair remuneration. Every worker is treated with respect and dignity; no form of discrimination can be tolerated.

Employees are employed under regular employment contracts, no form of irregular employment, or employment established in violation of labour, tax and social security laws, is tolerated.

10. DUTIES OF SCHOOL EMPLOYEES AND OPERATORS

Employees and school operators undertake to comply with the rules, regulations and practices established by BAF.

All employees are required to diligently and loyally fulfil the obligations related to their position through responsible behaviour that complies with the Institute's internal regulations, the law and collective bargaining.

All school employees and operators are obliged to perform their duties with professionalism, respect for human dignity and solidarity towards others, taking into account the skills inherent to each worker and promoting healthy collaboration.

School staff must observe the precise instructions on the supervision of pupils contained in school regulations.

11. DUTIES FOR TEACHERS AND EDUCATORS

The teachers and educators working at the school know and share the School's mission; they are committed to collaborative attitudes and behaviour to achieve the training and educational objectives.

All the teachers act as training professionals, taking care of their preparation by updating and deepening their professional knowledge and skills. They undertake to safeguard their work by prioritising educational action, upholding the values of merit and competence.

In their relations with families, teachers, educators and school operators abide by criteria and behaviours of respect, sincerity and confidentiality, maintaining exclusively professional relations with them.

Teachers collaborate with parents on an educational level and undertake to foster communication in order to create a constructive climate between the family and the school.

All minors are treated with equal respect and no form of discrimination on the basis of nationality, ethnicity, social and cultural level, disability or other grounds is allowed.

Teachers and educators, in taking any disciplinary measures that may be necessary for the good of the pupils, undertake to calmly explain the reasons for the measure, always maintaining a measured and positive attitude.

Physical punishment of minors is not permissible under any circumstances teachers and educators are required to inform the Head of School of any relevant information concerning pupils or families that the teacher or educator has become aware of in connection with their work.

School employees and operators must refrain from actions that can be linked to sexual offences and child pornography. Verbal abuse of minors or the telling of stories or jokes of a sexual nature, in the presence of minors, is never permissible.

Inappropriate physical contact with pupils is not tolerated, except in situations where this is strictly necessary.

While respecting privacy and with due discretion, school employees and operators shall report to the Head of School and/or to the ODV any phenomenon or event that can be linked to bullying or homophobic attitudes, in order to encourage the School Institute to take the most appropriate educational interventions.

12. COOPERATION WITH THE SUPERVISORY BODY

BAF, complying with the indications of Legislative Decree 231/2001, has appointed a Supervisory Board with autonomous powers of initiative and control.

In particular, the Supervisory Board (ODV):

- has the task of supervising the operation of and compliance with the Organisational Model adopted by the Company;
- verifies that all BAF personnel are continuously trained and updated on the main criminal, civil and administrative regulations whose knowledge is necessary for the correct performance of their duties;
- verifies that all the School's internal rules and procedures are consistent with this Code;
- sees to the updating of the Code of Ethics, the Organisational Model and the analysis of the risks of offences committed;
- identifies possible misconduct by employees of the School and promotes the adoption of appropriate measures by the competent bodies, including the initiation of disciplinary action for employees.

All employees, internal and external collaborators of the School Institute may make reports to the ODV by e-mail at the following address: odv@csflorence.it

It is the obligation of the Head of School, the School Manager and the Head of the Administrative Area to promptly report to the Supervisory Body any information relating to:

- the opening of disciplinary proceedings against staff;
- particularly critical situations concerning pupils, staff, suppliers;
- submission of projects to public bodies for amounts exceeding € 3,000.00;
- intention to enter into contracts for the purchase of goods or services for amounts exceeding €3,000.00.