

Code of Conduct for  
Members of the  
Governing Board

Article 1  
*General principles*

1. The members of the Governing Board shall comply with the principles laid down in this Code and with those to which they are bound in connection with any positions they might hold.

2. In performing their assigned duties they shall observe the principles of independence, impartiality, honesty and discretion and act without regard to their own personal interests.

3. Aware of the public character of their function and the importance of their duties and responsibilities, they shall behave in a way that safeguards and promotes the reputation of Banca d'Italia and the public's trust in it.

4. The rules set out in this Code shall be without prejudice to the application of stricter requirements based on other codes to which they are bound in connection with any positions held.

Article 2  
*Independence and impartiality*

1. When making decisions, the members of the Governing Board shall resist improper pressures, refrain from creating or profiting from situations of privilege and observe standards of transparency.

2. The members of the Governing Board shall act with impartiality and avoid preferential treatment. To this end, they shall not entertain relationships with persons involved in or affected by the activities of the Bank that could compromise their independence of judgment or impair their impartiality.

Article 3  
*Interactions with external parties*

1. In interacting with external parties, in particular those in the financial markets sector, the members of the Governing Board:

- shall conduct themselves in a neutral, transparent and fair manner;
- shall refrain from making statements or speeches that could influence expectations regarding monetary policy decisions in the seven days before a monetary policy meeting of the ECB Governing Council;
- shall not engage in behaviour that could be perceived as granting an advantage, including

those of a commercial or prestigious nature.

2. Records shall be kept of any meetings and shall include a list of the participants and a description of the issues addressed.

#### Article 4

##### *Gifts and other benefits*

1. The members of the Governing Board shall not accept, for themselves or for others, rewards, gifts or other benefits that exceed the value of €50 from persons (individuals, entities or companies) that are affected in any way by Banca d'Italia's activity, even on the occasion of celebrations. Gifts of greater value must be returned to the giver or handed over to the Bank.

2. The members of the Governing Board may accept invitations to conferences, seminars and the like if participation does not conflict with the interests of the Bank. They shall not accept money or other benefits for participation in such events, and the reimbursement of travel and board and lodging expenses is only allowed up to the amount granted to the other participants.

#### Article 5

##### *External appointments*

1. The members of the Governing Board may accept external appointments if these do not have any adverse effect on the performance of their duties and do not damage the Bank's image.

2. External appointments carried out during a member's term of office shall be reported annually to the Board of Directors.

3. Any remuneration received for external activities and appointments during a member's term of office shall be handed over to the Bank, unless the Board of Directors decides otherwise.

#### Article 6

##### *Conflicts of interest*

1. The members of the Governing Board shall avoid any situation liable to give rise to a conflict of interest, even if only apparent.

2. They shall refrain from making or participating in decisions and from undertaking acts that may directly or indirectly involve personal financial and non-financial interests of their own or of their spouses, companions or relatives up to the third degree of kinship

or their spouse's relatives up to the second degree of kinship. They shall also refrain in all other cases where there might be a serious issue of expediency.

3. Potential conflicts of interest shall be brought to the attention of the other members of the Governing Board, without prejudice to the provisions of Article 11.

#### Article 7 *Confidentiality*

1. The members of the Governing Board shall maintain the strictest confidentiality with regard to all news and information covered by professional secrecy.

2. They shall not divulge information about the decisions to be made or measures relating to proceedings under way until such decisions or measures have been officially adopted by the Bank and formally notified to the parties.

3. They shall neither use nor divulge confidential or inside information in order to benefit themselves or others, even when their term of office has come to an end.

#### Article 8 *Financial investments*

1. The members of the Governing Board shall exercise caution and restraint in their financial affairs, adopting a medium to long-term investment horizon in conducting private financial transactions for themselves or on account of third parties. In any event, they shall not sell any purchased financial instruments for at least 30 days. The Board of Directors may authorize their sale prior to the end of this minimum holding period if said sale is related to unforeseen personal expenditures.

2. The members of the Governing Board shall not undertake any private financial transactions involving:

- financial instruments issued by entities regulated by Banca d'Italia, IVASS, or by entities regulated for Single Supervisory Mechanism or Eurosystem purposes and set out in the annex hereto;
- financial instruments issued by the parent companies or subsidiaries of or companies belonging to the same group as supervised entities;
- derivatives on such instruments or collective investment undertakings whose main objective is investment in such financial instruments.

This prohibition does not apply to transactions involving shares in Cassa di

Sovvenzioni e Risparmio fra il personale della Banca d'Italia.

3. The members of the Governing Board shall notify the Board of Directors within 30 days of any private financial transactions of a critical nature that are not included in the prohibition referred to in paragraph 2. A private financial transaction shall be deemed to be of a critical nature when it is or may be perceived to be closely related to the exercise of the Bank's functions. The following types of private financial transactions may be considered critical:

- a) foreign currency transactions, gold transactions and trading in euro-area government bonds;
- b) transactions involving corporate shares and bonds issued by non-regulated entities subject to purchase through monetary policy or investment programmes by the Bank;
- c) transactions involving shares and bonds issued by insurance companies, not supervised by IVASS, registered in the list of insurance companies held by EIOPA;
- d) short-term transactions, namely the purchase and subsequent sale, or vice versa, of the same financial instrument within 90 days, without prejudice to the minimum holding period of 30 days referred to in paragraph 1.
- e) transactions in derivatives related to the financial instruments listed in points a) to c) and in collective investment undertakings whose main objective is investment in the financial instruments referred to in points a), b) and c).

4. The members of the Governing Board must notify the Board of Directors on a monthly basis of any transactions in listed financial instruments or in collective investment undertakings different from those referred to in paragraph 3 that exceed the €10,000 threshold for such financial instrument.

5. Investments made by granting independent third parties the discretion to manage their financial assets, pursuant to a written asset management agreement, so as to exclude that the beneficiary can have advance knowledge of the investments to be made, are not subject to the restrictions and reporting obligations referred to in the previous paragraphs.

6. Upon appointment, and thereafter on an annual basis, the members of the Governing Board shall disclose to the Board of Directors any financial assets that they hold that could give rise to a conflict of interest. As an exception to paragraph 2, they may sell any assets held, with the prior authorization of the Board of Directors.

#### Article 9 *Continuance of duties*

1. The members of the Governing Board shall avoid any conflicts of interest that

could arise in relation to any new private or professional activities for the duration of the cooling-off-period provided by law.

2. The Board of Directors's Ethics Committee shall assess whether a conflict of interest exists.

Article 10  
*Evaluation team*

1. The Legal Services Directorate has an evaluation team that examines issues concerning the application of the Code of Conduct and provides opinions on request from the Board of Directors or from members of the Governing Board.

Article 11  
*Monitoring application of the Code*

1. The Board of Directors is responsible for monitoring compliance with this Code of Conduct.

2. The members of the Governing Board shall cooperate with the Board of Directors in ascertaining compliance with the obligations regarding financial investments and shall report on facts and situations involving them that might impair, or simply appear to impair, the Bank's independence and impartiality, and on any related initiatives.

3. On these occasions the Board of Directors shall be informed of any opinions issued by the evaluation team referred to in Article 10.

## ANNEX - REGULATED ENTITIES

‘Regulated entity’ means any of the following:

- a) a monetary financial institution (MFI) as defined in point (1)(b) of Article 2 of Regulation (EU) 2021/379 of the European Central Bank (ECB/2021/2), excluding money market funds;
- b) a non-MFI credit institution as defined in point (4) of Article 2 of Regulation (EU) 2021/379 (ECB/2021/2);
- c) a financial holding company as defined in point (20) of Article 4(1) of Regulation (EU) No 575/2013 of the European Parliament and of the Council;
- d) a mixed financial holding company as defined in point (15) of Article 2 of Directive 2002/87/EC of the European Parliament and of the Council;
- e) a financial conglomerate as defined in point (14) of Article 2 of Directive 2002/87/EC that is subject to supplementary supervision by the ECB pursuant to Article 4 (1)(h) of Regulation (EU) No 1024/2013;
- f) a securities settlement system as defined in point (10) of Article 2(1) of Regulation (EU) No 909/2014 of the European Parliament and of the Council; a central counterparty as defined in point (1) of Article 2 of Regulation (EU) No 648/2012 of the European Parliament and of the Council, an operator of a central securities depository, as defined in point (1) of Article 2(1) of Regulation (EU) No 909/2014; an operator of a payment system as defined in point (1) of Article 2 of Regulation (EU) No 795/2014 of the European Central Bank (ECB/2014/28); an operator of any other payment system or card payment scheme falling within the scope of the Eurosystem oversight policy framework or the revised oversight framework for retail payment systems;
- g) a provider of essential services of a qualified financial market infrastructure that is directly supervised by the Eurosystem in accordance with the Eurosystem oversight policy framework.