

CODE OF GOOD GOVERNANCE
AND CODE OF ETHICS

TRANSPARENCIA

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1. INTRODUCTION

The National Centre for Cardiovascular Research Carlos III (F.S.P.) (“CNIC”), in line with the principles of Spanish Act 19/2013 on transparency, access to public information and good governance, considers it essential to adopt both a Corporate Good Governance Code and a Code of Ethics. These instruments are conceived as necessary tools not only for the proper fulfilment of CNIC’s foundational purposes, but also for strengthening its social role and ensuring transparency in all its activities. Through this contribution, CNIC seeks to reinforce the trust and recognition placed in it by public authorities, the companies belonging to the Pro-CNIC Foundation that significantly support its funding, the scientific community and Spanish society at large, whose health-related progress it is specifically intended to serve.

CNIC is a not-for-profit entity pursuing objectives of general interest, whose corporate purpose and other defining features are set out in its deed of incorporation and its Articles of Association. It operates at State level and falls under the supervision and coordination of the Instituto de Salud Carlos III within the framework of the Ministry of Science, Innovation and Universities. CNIC is subject to the Protectorate exercised by the General State Administration through the Ministry of Culture under Article 40 of Royal Decree 1337/2005 of 11 November, approving the Regulation on State-level Foundations, without prejudice to the powers attributed to the State by the applicable legal system. The scientific community, users of the Spanish healthcare system and students participating in CNIC’s training programmes are deemed to be its beneficiaries.

The Good Governance Code and the Code of Ethics were originally approved by the Executive Committee of the CNIC Board of Trustees at its meeting held in December 2014. They provide the basic standards of conduct for CNIC’s governing and management bodies and for all its members, in their individual and collective actions connected with CNIC, and they also act as a general behavioural framework for personal relationships within CNIC, based on the principles of legality, mutual respect and courteous treatment as the foundation of a robust ethical and professional culture.

The update of the Code of Ethics provided for in the 2025 Equality Plan was approved by the Executive Committee on 4 December 2025 and entered into force on that same date.

2. CODE OF GOOD GOVERNANCE

2.1 Article 1. CNIC's mission: basic research, translational medicine and training

Despite the major advances in diagnosis and treatment achieved over the last thirty years, cardiovascular diseases remain the leading cause of death in developed countries, with enormous human, social and economic costs. Aware of this reality, the Spanish Government, through the Instituto de Salud Carlos III (ISCIII), decided to create CNIC in order to bring together the best cardiovascular research in Spain and to provide it with modern infrastructure and the funding required to conduct excellent biomedical research in the cardiovascular field. CNIC's mission covers both basic research and the transfer of research results to the National Health System, with particular emphasis on the training of young researchers through its various educational programmes.

2.2 Article 2. Purposes

CNIC's overarching purpose is to promote research into cardiovascular diseases, their prevention and the advancement of scientific and healthcare knowledge in this same area, mainly through the creation and maintenance of the National Centre for Cardiovascular Research Carlos III. To this end, CNIC pursues the following specific aims and activities:

A) Specific aims:

1. To promote and carry out cardiovascular research.
2. To plan and accredit knowledge networks in the field of cardiovascular research, fostering coordination of the research carried out in Spain on cardiovascular diseases.
3. To ensure that scientific progress is translated into improvements in the healthcare system and, consequently, in patients' well-being.
4. To design and implement programmes for the prevention of cardiovascular diseases.
5. To design and implement teaching and training programmes.
6. To undertake any other research-related activities that may help to improve the quality of life of citizens in general and of people affected by cardiovascular diseases in particular.

B) Specific activities:

1. To carry out prevention, research and teaching projects in the field of cardiovascular diseases and to disseminate their results by appropriate means.

2. To involve leading experts and researchers in its activities through the creation of knowledge networks and through events for standard-setting, discussion and the exchange of ideas.
3. To help establish general principles and guidelines for the promotion, organisation and accreditation of cardiovascular research activities in Spain.
4. To facilitate the implementation of coordinated cardiovascular research projects.
5. To develop training plans through specific actions such as seminars, fellowship programmes, supervision of doctoral theses and any other activity that contributes to training.
6. To maintain ongoing contact with private-sector organisations in order to set common objectives and to conclude collaboration and funding agreements with public or private entities, thereby ensuring a high level of self-financing and the economic and social sustainability of CNIC.
7. To pursue these aims, CNIC may receive collaboration and funding from individuals, institutions, associations, foundations and other public or private entities and may enter into any agreements, conventions or contracts it deems appropriate in accordance with applicable law. CNIC is required to provide sufficient publicity regarding its objectives and activities and to disseminate its achievements on a regular basis.

2.3 Article 3. Purpose of the Good Governance Code

This Good Governance Code is intended to develop and formalise CNIC's mission and principles and to provide guidance for the conduct of members of its governing and management bodies, as well as of CNIC personnel and other members who bear responsibilities in planning and carrying out activities through which the foundational aims are implemented. It does so in accordance with the rules and principles of Act 19/2013 of 9 December on transparency, access to public information and good governance.

2.4 Article 4. General principles

CNIC adopts a set of principles that express its commitment to good governance. The pillars underpinning its actions are its social responsibility as a foundation and the transparency of its operations and communication policy, and these principles guide the conduct of its governing and management bodies and of all CNIC professionals.

The principles are as follows:

- a. Principle of legality. CNIC will pursue its aims in strict compliance with the applicable law at all times and with the recommendations issued by oversight bodies such as the General State Comptroller, the Court of Audit and the Labour Inspectorate, among others.
- b. Principle of austerity in expenditure. CNIC undertakes to optimise its financial resources for the achievement of its foundational purposes and to give priority to those resources that are essential for fulfilling such purposes.
- c. Principle of proactive fundraising. CNIC will actively seek resources from funding agencies and private sponsors.
- d. Principle of transparency. CNIC guarantees equal opportunities in access to its programmes and activities and provides clear information on the origin of its funding and on how it is managed.
- e. Principle of efficient management. CNIC plans and monitors its activities on the basis of pre-defined objectives and strives to make optimal use of available resources.
- f. Principle of sound corporate image. All internal processes and actions are oriented towards society at large, to project an image of solvency and reliability in every area.
- g. Principle of effective control. CNIC establishes internal supervision mechanisms to ensure compliance with all the above principles.
- h. Principle of public interest. All actions must pursue objectives of general interest and the use of public resources to satisfy private interests is strictly prohibited.
- i. Principle of equality, non-discrimination and zero tolerance of harassment. CNIC is unequivocally committed to equal opportunities and treatment for all members of its community, regardless of sex, gender, sexual orientation or identity, sex characteristics, origin, social status, age, disability, beliefs or any other personal or professional circumstance. It actively promotes diversity and adopts measures to ensure a respectful, inclusive working and scientific environment free from any form of discrimination. CNIC maintains a proactive stance in preventing, detecting and eradicating all forms of harassment – including sexual harassment and harassment based on sex, sexual orientation, gender identity or sex characteristics – by raising awareness, providing training, implementing protocols for dealing with conflict and fostering an institutional culture of zero tolerance towards conduct that undermines personal or professional dignity. This principle also underpins the gender-equality mainstreaming of all CNIC

policies, programmes and actions, in line with applicable equality and non-discrimination legislation.

- j. Principle of prevention of fraud, corruption and money laundering. CNIC is firmly committed to integrity and transparency in its economic and financial management, ensuring the proper use of public and private funds and accountability to the competent authorities. It adheres to Regulation (EU) 2024/1624 of 8 July 2024, Royal Decree 304/2014 of 5 May and Act 10/2010 of 28 April on the prevention of money laundering and terrorist financing, as well as to the recommendations of the General State Comptroller. Accordingly, CNIC will implement due-diligence measures, formal identification and verification of the beneficial owner in financial transactions, and appropriate mechanisms for internal supervision, accounting control and reporting of suspicious activities to SEPBLAC where applicable, while promoting staff training, secure whistle-blowing channels and cooperation with national and EU authorities.

2.5 Article 5. Duty of regulatory compliance

1. The governing and management bodies of CNIC and its members must comply strictly with the law in carrying out their activities, respecting both the letter and the spirit of the rules. They must also fully honour the commitments and obligations assumed by CNIC in its contractual relations with third parties, as well as the national and international good-practice standards applicable in each case.
2. Governing and management bodies and CNIC members must be familiar in particular with the laws and regulations relevant to the performance of their duties and with the principles on good governance set out in this Good Governance Code and in the Code of Ethics.

2.6 Article 6. Duty of confidentiality

1. Members of the Board of Trustees and its Executive Committee must keep their deliberations confidential and must refrain from disclosing any information, data, reports or background material to which they have had access in the performance of their duties, or from using such information for their own benefit or that of related persons.
2. This duty of confidentiality continues to apply even after they have ceased to hold office.

3. The same obligation applies to all persons participating in meetings of the Board of Trustees and the Executive Committee and to all directors and managers within their respective areas of responsibility.

2.7 Article 7. Use of CNIC assets

Neither the governing and management bodies nor CNIC members may use CNIC's assets, or take advantage of their position, to obtain any kind of personal or economic benefit for themselves or for third parties.

2.8 Article 8. Conflict of interest

1. A conflict of interest exists in any situation where the personal interest of a member of the Board of Trustees, office-holder or member, whether direct or indirect, clashes with CNIC's interests, including the defence of the general interest that corresponds to CNIC as a public-sector entity. Personal interest is deemed to exist when the matter affects the individual directly or impacts a person with whom they have family, friendship or economic/financial ties.
2. For the purposes of this Good Governance Code, the following persons or entities are considered to be linked to a member of the Board of Trustees, office-holder or member:
 - a. A spouse or person with a similar relationship of affection.
 - b. Ascendants, descendants and siblings of the individual or of their spouse/partner.
 - c. The spouses/partners of such ascendants, descendants and siblings.
 - d. Any entities over which the member or their related persons, directly or indirectly, exercise control as defined by law, or have exercised such control in the two years prior to taking office.
 - e. Companies or entities in which the member or any related person has held, in the two years prior to taking office, a management or executive position, or from which they have received remuneration for any reason, provided that they also exercise, or have exercised in that period, a significant influence over the financial and operating decisions of those entities.
 - f. Persons who maintain or have maintained with the member any relationship of an economic or financial nature, directly or through companies.

3. In situations of potential conflict of interest, the governing and management bodies and members must observe the following rules of conduct:
 - a. Independence. They must always act professionally, loyally towards CNIC and independently of their own or third-party interests, and must therefore never place their own interests above those of CNIC.
 - b. Abstention. They must refrain from taking part in or influencing decisions that may affect CNIC where a conflict of interest exists, from participating in meetings where such decisions are discussed and from accessing confidential information relating to the conflict.
 - c. Communication. In the case of governing and management bodies, they must inform the Board of Trustees, through its Chair or Secretary, of any conflict of interest situation. In the case of other members, any actual or potential conflict must be reported in writing to their immediate line manager, who must decide how to proceed.
4. In their notification, the member of the Board of Trustees, office-holder or member must specify:
 - a. Whether the conflict affects them personally or through a related person, identifying that person where appropriate.
 - b. The situation giving rise to the conflict, including the subject matter and main terms of the proposed transaction or decision.
 - c. The measures adopted to avoid the conflict and to safeguard the general interest.
5. These general rules of conduct apply in particular where the conflict of interest is, or may reasonably be expected to be, structural and permanent, and specifically in relation to the procurement of goods and services and the recruitment and hiring of CNIC staff. Such matters must be resolved by the management bodies in accordance with this Code and the generally applicable rules, and, where the seriousness of the matter so requires, must be submitted for prior discussion and decision by the Executive Committee of the Board of Trustees, whose decision will be binding.

2.9 Article 9. Acceptance of gifts and presents

Neither CNIC's governing and management bodies nor its members, nor the persons linked to them, may give or accept gifts or presents in the performance of their duties. This prohibition

does not apply to low-value gifts or tokens of courtesy that are customary and widely accepted in the institutional sphere, provided that they are not prohibited by law or by generally recognised ethical practices in the public sector.

To uphold its commitment to integrity and transparency, CNIC will expressly inform all its suppliers of the ban on offering any type of gift, present or hospitality to CNIC staff or to its governing and management bodies, except in the exceptional cases described above. Management will ensure that this policy is properly communicated and effectively complied with, informing staff of its scope and monitoring adherence through the internal control mechanisms established in the Anti-Fraud Measures Plan and the Code of Ethics.

2.10 Article 10. Business opportunities

1. CNIC's governing and management bodies and members may not appropriate, for their own benefit or that of related persons, any advantages granted to CNIC or any business opportunities arising from patents or industrial property rights, unless CNIC has expressly waived them without the influence of the person concerned and the use of such opportunities has been authorised by the Board of Trustees.
2. Members of the Board of Trustees, office-holders or members may not use CNIC's name or invoke their position to carry out transactions for their own account or for the account of related persons.

2.11 Article 11. Duty to report

Members of the Board of Trustees must inform CNIC, through the Chair or Secretary of the Board, of any change in their professional or personal circumstances that may affect the proper performance of their duties.

2.12 Article 12. Duty of effective management and control

Members of CNIC's governing and management bodies must attend meetings of the Board of Trustees and of the Executive Committee to which they are duly convened, having properly prepared for those meetings and having familiarised themselves with the matters to be discussed, so as to contribute to the effective management and oversight of CNIC's activities. The same obligation applies to CNIC members within their respective areas of responsibility.

2.13 Article 13. Duty of active participation in CNIC's governance

CNIC expects its governing and management bodies to play an active role in meetings of the Board of Trustees and the Executive Committee so that their views enrich the discussion and ensure that decisions are well-founded. Members of the Board of Trustees must diligently and in full possession of the relevant information exercise their oversight of the actions of the management bodies, and the same duty of active participation applies to CNIC members within their own areas of responsibility and control.

2.14 Article 14. Transparency of information

1. CNIC's website is the main tool for implementing its transparency policy. Through the website, CNIC informs the public and stakeholders about its activities, facilitates awareness of and participation in future initiatives, and publicises its purposes and principles.
2. Without prejudice to any additional information that the Board of Trustees may decide to publish, the CNIC website will at least include: its Articles of Association, this Good Governance Code, the Code of Ethics, its activity reports and all information that must be published by law.
3. CNIC will also strive, with the utmost diligence, to maintain direct and ongoing contact with all sectors of society interested in its social mission, for example through participation in social networks and outreach events related to its activities.

2.15 Article 15. Audit processes

1. CNIC is subject to financial audits by the General State Comptroller (Intervención General de la Administración del Estado) and the Court of Audit.
2. The Board of Trustees will be fully informed of the work carried out by these auditing bodies and will adopt the measures needed to implement their recommendations.
3. The Board of Trustees will likewise be informed of the outcome of audits and inspections carried out in relation to labour matters, occupational health and safety, social security, tax, nuclear safety and other comparable audit or inspection activities that are deemed relevant.

2.16 Article 16. Relations with suppliers

CNIC's relations with its suppliers will be governed solely by criteria of objectivity, impartiality and equal opportunities, avoiding any preferential treatment or interference arising from

conflicts of interest when selecting suppliers, in accordance with the applicable legal provisions and, in particular, with Act 9/2017 of 8 November on Public Sector Contracts.

2.17 Article 17. Approval

This Good Governance Code was favourably reported by the Works Council in a communication dated 28 October 2014 and approved at the meeting of the Executive Committee of the CNIC Board of Trustees held on 1 December 2014. The present revision was favourably reported by the Works Council on 3 November 2025 and approved by the Executive Committee of the Board of Trustees at its meeting of 4 December 2025.

TRANSPARENCIA

3. CODE OF ETHICS

3.1 Article 1. Purpose

1. The Code of Ethics of the National Centre for Cardiovascular Research Carlos III (F.S.P.) (“CNIC”) is intended to set out and give formal expression to CNIC’s mission and values and to guide the conduct of its professionals within a public environment governed by the general interest.
2. The Code of Ethics has been drawn up in the light of national and international recommendations on the good governance of not-for-profit entities and of the principles of foundational social responsibility adopted by CNIC, and it serves as a basic reference for monitoring such commitments. It also responds to new criminal-compliance obligations regarding the criminal liability of legal persons and to the requirements of the principles of equality and non-discrimination.
3. The Code of Ethics reflects CNIC’s commitment to ethical principles and transparency in all areas of activity and sets out a series of principles and rules of conduct designed to ensure ethical and responsible behaviour by all its professionals in the performance of their duties.
4. The Code of Ethics forms part of CNIC’s internal regulatory system and will be published on its website as part of its transparency policy.

3.2 Article 2. Scope of application

1. The principles and rules of conduct contained in the Code of Ethics apply to CNIC’s governing and management bodies and to all CNIC professionals, regardless of their hierarchical level, functional area or legal relationship with CNIC, whether employment-based, training-related, contractual or under a visiting-scientist credential.
2. Compliance with the Code of Ethics is without prejudice to strict observance of the Articles of Association and the other rules in force at CNIC.
3. Professionals acting as CNIC representatives in organisations, associations, foundations or other entities must comply with the Code of Ethics in that capacity and must promote CNIC’s mission, aims, values and rules of conduct within those organisations or entities.

4. These commitments are not a mere declaration of principles but are to be implemented in day-to-day practice and integrated into CNIC's ordinary management in all areas of activity.
5. CNIC considers that professional conduct in line with its mission and values is the best guarantee of its commitment to fulfilling its foundational purposes.

3.3 Article 3. Commitment to constitutional and labour rights

CNIC professionals must comply strictly with the law in force in the place where they carry out their activities, respecting both the spirit and the purpose of the rules, and must follow the provisions of the Code of Ethics, the applicable regulations and the procedures governing their work. They must also fully honour the obligations and commitments assumed by CNIC in its contractual relations with third parties, as well as the applicable customs and best practices in each context.

3.4 Article 4. Commitment to constitutional and labour rights

1. CNIC affirms its commitment and adherence to the constitutional and labour rights recognised under Spanish law.
2. In particular, CNIC undertakes to respect freedom of association and collective bargaining and to guarantee equal rights for all persons, without any direct or indirect discrimination based on origin (including racial or ethnic origin), sex, age, marital status, religion or beliefs, political opinion, sexual orientation or identity, gender expression, sex characteristics, trade-union membership, social status, language within the State, disability or any other form of discrimination affecting people who have or seek a relationship with CNIC or access to its services, benefits, grants or employment opportunities.
3. Likewise, CNIC guarantees its workers' rights to opinion, association, expression, privacy, personal image, secrecy of communications and dignity, with the content and scope conferred on those rights by the Constitutional Court in the employment context.

3.5 Article 5. Performance of professional conduct with integrity

CNIC professionals must base their conduct on the following fundamental principles:

- a) Principle of legality. Professionals must carry out their actions, decisions and statements with full respect for the rules applicable in each area, avoiding personal interpretations

that might distort them and seeking expert advice whenever there is any doubt about the applicability or interpretation of a rule.

- b) Defence of the general interest. Professionals must pursue CNIC's general interest in all their actions and place it above any personal or group interest. This means that public assets or funds may not be used to satisfy private or group interests.
- c) Professionalism. CNIC staff must apply objective professional criteria in all their activities, with the diligence and quality required to ensure excellence in both scientific and management areas.
- d) Responsibility. Professionals are accountable for their actions, decisions and statements in the workplace. Obedience to orders from a superior cannot be invoked as justification for breaching an applicable rule. CNIC will establish a protocol enabling any worker who receives an order contrary to an applicable rule to report it to CNIC management, providing appropriate evidence and with full respect for confidentiality and personal privacy.
- e) Efficiency. Professionals undertake to perform their work by optimising the economic resources placed at their disposal, generating maximum savings and consistently applying criteria of austerity in decision-making.
- f) Good faith. Professionals must act in good faith, with loyalty and honesty, avoiding any wilful misconduct or negligence in their conduct towards CNIC and towards other members of the organisation, including colleagues, line managers and collaborators under their supervision.

3.6 Article 6. Environmental protection

CNIC professionals must carry out their activities with respect for the environment, using resources responsibly and efficiently and helping to minimise the environmental impact of CNIC's facilities, equipment and projects. They must comply with applicable environmental regulations and with CNIC's internal procedures on sustainability and responsible use of resources.

3.7 Article 7. Principles of non-discrimination and equal opportunities

CNIC is firmly committed to equal treatment and opportunities for all members of its community, regardless of sex, gender, sexual orientation or identity, sex characteristics, origin, social status, age, disability, beliefs or any other personal or professional circumstance. This

principle entails the active promotion of diversity and the adoption of measures to ensure a respectful, inclusive working and scientific environment, free from any form of discrimination.

3.8 Article 8. Work–life balance and action on gender-based violence

CNIC promotes measures that help reconcile family and personal life with professional responsibilities, in line with current legislation and with its Equality Plan. It also undertakes to prevent and address situations of gender-based violence, ensuring protection and support for victims and guaranteeing that such situations are incompatible with working or collaborating at CNIC.

3.9 Article 9. Right to privacy

CNIC professionals must respect the privacy of individuals and the confidentiality of personal data to which they have access in the course of their work, using such data only for lawful, authorised purposes. CNIC will process personal data in accordance with data-protection legislation and with its internal policies on information security and privacy.

3.10 Article 10. Health and safety at work

CNIC is committed to providing a safe and healthy working environment and to complying with occupational risk-prevention regulations. Professionals must follow the instructions and preventive measures established, use protective equipment correctly and immediately report any situation that may pose a risk to health or safety.

3.11 Article 11. Selection of professionals

The recruitment and selection of staff at CNIC must be based on principles of merit, ability, equality and non-discrimination, applying transparent, objective procedures aligned with CNIC's policies and with applicable legislation. Any form of favouritism, conflict of interest or discrimination in selection processes is strictly prohibited.

3.12 Article 12. Gifts and presents

CNIC professionals must not offer or accept gifts, benefits or hospitality that could influence, or be perceived as influencing, their professional decisions. Only low-value, customary tokens of courtesy that are not prohibited by law or by public-sector ethical standards may be accepted.

3.13 Article 13. Conflict of interests

Professionals must avoid situations in which their personal interests, or those of persons or entities linked to them, may conflict with CNIC's interests. Where such a situation cannot be

avoided, it must be disclosed through the internal channels established, and the person concerned must refrain from intervening in related decisions or actions.

3.14 Article 14. Resources and means for professional activity

CNIC provides its professionals with the resources and means necessary for the proper performance of their duties and expects them to use these resources responsibly, efficiently and solely for institutional purposes. The misuse, appropriation for personal purposes or negligent handling of resources, equipment or facilities is contrary to this Code of Ethics and may give rise to liability.

3.15 Article 15. Ethics in the use of digital technologies, artificial intelligence and scientific data

Professionals must use digital tools, information systems and artificial-intelligence applications in a lawful, secure and responsible manner, in line with CNIC's policies on information security, data protection and research integrity. Scientific data must be managed with rigour, ensuring their accuracy, traceability, confidentiality where required and appropriate sharing in accordance with ethical standards, contractual obligations and applicable regulations.

3.16 Article 16. Reserved and Confidential Information

1. Non-public information owned by CNIC shall, as a general rule, be considered reserved and confidential information and shall be subject to professional secrecy. Its content may not be disclosed to third parties without the express authorization of the competent CNIC body in each case or unless required by law, court order, or administrative authority.

CNIC guarantees that the processing of personal data of third parties, available to its professionals and collaborators, shall be carried out in accordance with Regulation (EU) 2016/679 on Data Protection (GDPR) and Organic Law 3/2018 on the Protection of Personal Data and the Guarantee of Digital Rights (LOPDGDD), ensuring the confidentiality, integrity, availability, and appropriate level of protection of such data.

In compliance with these regulations, CNIC shall enable its professionals to access data through secure query applications, expressly restricting the downloading, copying, or local storage of confidential data in unauthorized files or systems, in order to ensure traceability and control of all accesses and operations performed. Furthermore, all necessary technical and organizational measures shall be implemented to comply with

the principles of data minimization, storage limitation, and the exercise of data subjects' rights, including rights of access, rectification, erasure, objection, restriction of processing, and portability, as well as the adoption of appropriate procedures for detecting and managing security breaches.

This commitment shall be communicated to all CNIC users and professionals, along with clear instructions on data protection and related obligations, in conformity with the GDPR and Spanish regulations, ensuring at all times the respect for the rights and freedoms of data subjects.

It is the responsibility of CNIC and all its professionals to establish sufficient security measures and apply the defined procedures to protect reserved and confidential information—whether on physical or electronic media—against any internal or external risk of unauthorized access, manipulation, or destruction, whether intentional or accidental. For this purpose, CNIC professionals shall maintain confidentiality regarding the content of their work in dealings with third parties.

2. As a necessary condition for the security of computer systems and compliance with legal confidentiality obligations by CNIC and its professionals, the latter undertake to use their personal access credentials exclusively, and shall not share them with third parties under any circumstances. CNIC shall implement measures so that, in the event of the absence of a member holding a signature privilege, such authority may be delegated to another designated member “by delegation,” who must identify themselves using their own credentials, except in those cases in which the delegation could compromise the secrecy of communications, which must in all cases be respected.
3. Disclosing and/or using reserved and confidential information for personal purposes constitutes a breach of the ethical code and a serious violation of professional duties.
4. In the event of the termination of the employment or professional relationship, all reserved and confidential information shall be returned by the professional to CNIC, including documents, storage media, and any information stored on their computer terminal, without prejudice to the continuing duty of confidentiality.

3.17 Article 17. External activities

Professionals must inform CNIC of any external professional, teaching or research activities that may be related to CNIC's field of work or that could give rise to conflicts of interest. Such activities must respect CNIC's reputation and not interfere with the proper performance of the

person's duties at CNIC, and, where required, will be subject to prior authorisation in accordance with internal rules.

3.18 Article 18. The Ministry of Science, Innovation and Universities and the Instituto de Salud Carlos III (ISCIII)

In its relations with the Ministry of Science, Innovation and Universities and with the ISCIII, CNIC undertakes to maintain the highest standards of institutional loyalty, transparency, collaboration and accountability. CNIC will provide accurate, complete and timely information, will comply with the obligations arising from its public-sector status and will contribute to the achievement of public policies in biomedical research.

3.19 Article 19. The Pro-CNIC Foundation

In its dealings with the Pro-CNIC Foundation, CNIC will act with transparency, responsibility and respect for the aims of that foundation, ensuring that the funds and contributions received are applied efficiently and in line with the agreed objectives. CNIC will promote stable, mutually beneficial collaboration that reinforces cardiovascular research and the social return of the resources obtained.

3.20 Article 20. CNIC beneficiaries

The beneficiaries of CNIC include, in particular, the scientific community, users of the Spanish healthcare system and students participating in its training programmes. CNIC undertakes to ensure that its activities and results contribute effectively to improving cardiovascular health, to the advancement of scientific knowledge and to the training of professionals, in accordance with its foundational mission and with criteria of equity and public interest

3.21 Article 21. Relations with suppliers

CNIC's relations with its suppliers must be governed by criteria of objectivity, transparency and equal treatment, in line with applicable public-sector contracting rules and CNIC's internal procedures. Professionals must avoid any situation that could give rise to conflicts of interest or to preferential treatment in the selection or management of suppliers.

3.22 Article 22. Relations with other institutions

In its dealings with other public and private institutions, CNIC will act with loyalty, cooperation and transparency, seeking to establish stable partnerships that promote cardiovascular research

and the transfer of knowledge to society. Agreements and collaborations must respect CNIC's mission, the principles set out in this Code and the applicable legal framework.

3.23 Article 23. Compliance framework and reporting

CNIC will adopt the organisational, management and control measures needed to ensure compliance with this Code of Ethics and with the applicable legislation, including, where appropriate, a crime-prevention model in line with Spanish criminal law on the liability of legal persons. CNIC will establish secure and, where appropriate, confidential channels through which professionals and collaborators can report potential breaches of the Code, unlawful conduct or irregularities, and will protect persons who report in good faith against any form of retaliation.

Reports received will be analysed with due diligence and, where appropriate, will give rise to investigations and to the adoption of corrective or disciplinary measures, without prejudice to any administrative or criminal responsibilities that may arise.

3.24 Article. 24 Prevention of workplace harassment, conflict mediation and respectful communications

CNIC expressly rejects any form of workplace harassment, whether moral, sexual or based on sex, sexual orientation, gender identity or any other personal or professional circumstance, and undertakes to guarantee a working environment based on respect and dignity. To this end, CNIC will maintain and implement specific protocols for the prevention, detection and management of harassment, as well as mediation and conflict-resolution mechanisms that ensure impartial treatment and protection for the persons involved.

All professionals must use respectful, non-violent and non-discriminatory language in their verbal, written and digital communications, and must refrain from conduct that may undermine the dignity or professional reputation of colleagues, collaborators or third parties.

The Code of Ethics is approved by the Executive Committee of the Board of Trustees on the date indicated in the document and enters into force on that same date, being binding on all persons within its scope of application.

3.25 Article 25. Aprobación

The Code of Ethics is approved by the Executive Committee of the Board of Trustees on the date indicated in the document and enters into force on that same date, being binding on all persons within its scope of application.

TRANSPARENCIA

4. Legal and Policy References

In drawing up these Codes, reference has been made, among others, to the following documents and to information published on the websites of the respective institutions and companies.

- Asociación Española de Fundaciones. Código de buen gobierno.
- Coordinadora Catalana de Fundaciones. Código ético y buen gobierno de las fundaciones. Principios, valores y buenas prácticas.
- Fundación Iberdrola. Código de buen gobierno y código ético.
- Fundación Mapfre. Código ético y de conducta.
- La Caixa. Código de valores éticos y principios de actuación.
- Mutua Madrileña. Gestión responsable: transparencia y ética.
- ONCE. Código ético.
- Unión europea. Carta europea del personal investigador y código de conducta para la contratación de personal investigador
- Legislación vigente.