

ANTI-CORRUPTION POLICY OF OTP GROUP

Introduction

OTP Banking Group (hereinafter: Group) is committed to combatting corruption, and declared zero tolerance towards all forms of bribery and the gaining of unfair advantages.

The provisions of this Policy (hereinafter: Policy) have been formulated in accordance with applicable Ukrainian and international legislation and the Anti-Corruption Guidance of the Wolfsberg Group¹.

The purpose of the Policy is to define the principles of the Group's anti-corruption activity, to identify the areas particularly exposed to the risk of corruption, and to serve as a core document for the formulation of the regulatory documents required for the Group's anti-corruption efforts and for the anti-corruption activity of the relevant staff members.

The principles and provisions of the Policy cover the Group Members' entire organisation, spanning the full spectrum of their operation from the formulation of internal regulatory documents through the contracts to be concluded with partners to the actions of individual staff members, and are applicable to all of the Group Members' activities.

The scope of the Policy extends to all staff members and contractual partners of the Group Members and to any other persons participating in the performance of their activities.

The provisions set out in the Policy are to be applied in conjunction with the provisions of the Group-level Code of Ethics.

Principles

Prohibition on corruption

In the course of and in connection with the Group's activities, all staff members and any other contractual partners of the Group Members are strictly prohibited from performing any act of corruption and from participating or being involved in corruption. A violation of the prohibition on corruption shall give rise to consequences under labour, civil and criminal law. The Group stands up against corruption consistently and resolutely. In case of a violation of the provisions set out in this Policy by any person, the Group shall take all steps necessary to avert potential negative consequences and to avoid similar events in the future. The Group ensures the full enforcement of all Ukrainian, European Union and international anti-corruption regulations, and requires all of its staff members and contractual partners to comply with such regulations.

Activities most exposed to the risk of corruption:

- management of gifts and business hospitality expenses;

¹ "The Wolfsberg Group – Wolfsberg Anti-Bribery and Corruption (ABC) Compliance Programme Guidance (2017)"

- charity and sponsorship;
- liaising with contractual partners;
- undertaking contractual obligations;
- purchase, management and maintenance of investments and assets;
- hiring new staff;
- procurement, management and sale of real estate.

The list above is non-exhaustive, and the Group shall devote further attention to any other activities that may carry corruption risk.

Expected behaviour

In order to enforce zero tolerance towards corruption, the Group applies the following procedural and operational principles:

- in order to avoid the concentration of decision-making powers in one person's hands, the Group Member strictly defines staff members' roles and responsibilities by adequately and officially specifying the responsibilities and clearly designating decision-making levels;
- the Group Member formulates officially devised procedures for the performance of specific activities by individual staff members, and requires the application thereof;
- in accordance with and to the extent permitted by legal provisions, the Group Member monitors the activity and transactions of individual staff members;
- in all cases where required by relevant policies, the Group Member expects all staff members to make their decisions on the basis of pre-defined criteria.

Regulation

The Group works out detailed rules and procedures for the efficient enforcement of the provisions set out in this Policy. All Group Members are required to adopt the anti-corruption rules and to implement and consistently adhere to the relevant procedures.

Risk-based approach

The Group Member's potentially affected organisational units and activities represent different corruption risks. The Group Member performs a risk-based assessment at predefined intervals to determine which organisational units and activities are in the current focus of the anti-corruption activity.

Control by management

The Group Member's management bodies monitor the enforcement of the provisions of the Policy by receiving, on an annual basis, detailed information about the enforcement of the requirements set out in the Policy.

Publicity and access

The Policy is also publicly available at all times on OTP BANK JSC website and, for the staff members of OTP BANK JSC, in the Repository of Regulatory and Contractual Documents posted on the Intranet.

Bookkeeping and records

Group Members comply with the applicable legal requirements, and exercise due care in keeping their books and maintaining their records. The Group Member makes certain that its accounting records are based on true and reliable data at all times.

Contractual partners

Since the relationship established or maintained with contractual partners also carries the risk of corruption, in the course of its cooperation with contractual partners – thus, in particular, in requesting offers and in the preparatory process of procurements – the Group Member exercises due care and strives to minimise the risk of corruption. The Group Member enters into a contractual relationship with its partners based on the assessment of professional quality, expertise and competitiveness, and does not apply any selection criteria that may entail the possibility of corruption. The Group Member exercises special care in the case of contractual partners that are authorised to act for or on behalf of the Group Member, as they may create substantial legal liability and reputational risks to the Group.

Acquisition policy

With a view to its active acquisition policy, the Group pays particular attention to detecting and eliminating corruption risks during the due diligence process upon the assessment of the institutions to be acquired.

Public officials

The Group Member expects its staff and contractual partners to take particular care and act in accordance with this Policy in interacting with public officials for any reason.

Gifts and offers

Corruption may not necessarily be limited to the offering of financial gains or unfair advantages. Gifts and other offers also pose severe corruption risks. Since gifts are often incidental to facilitating business engagements, their total exclusion from the Group's operation is unfeasible. In order to safeguard against corruption, it is indispensable to have clearly articulated rules in place to govern the provision and receipt of gifts.

The Group considers unacceptable any attempt to influence the administrative process or the independence of decision-making in an improper manner through gifts or business hospitality offers, and accordingly, the Group Member strictly prohibits the provision or receipt of such gifts or offers for the purpose of gaining undue advantage.

The Group Member also extends this prohibition to the persons interacting with its staff or contractual partners to ensure that the persons concerned may not be influenced through their relatives, friends or any other acquaintances closely associated with them.

Charity, sponsorship

The Group may only offer donations or sponsorships to beneficiaries in a transparent and traceable manner through its corporate social responsibility activity, thereby ensuring the elimination of potential risks of corruption. The Group does not offer

charitable support and sponsorships in order to gain preferential treatment, and considers such behaviour unacceptable.

Selection procedure

The Group Member decides on new hires, and selects new contractual partners on the basis of a strictly regulated selection procedure. These standards also assist in the prevention of corruption. In the course of the selection procedure, the Bank shall only consider the personal abilities, skills, professional expertise and other relevant experience of the candidate for the given position.

Management and sale of investments, acquisitions and assets

The Group prohibits non-transparent behaviour for the purposes of gaining or offering preferential treatment during the management or sale of investments or other procurements and assets.

Procurement, management and sale of real estate

The Group applies transparent real estate management methods that eliminate any possibility of preferential treatment; accordingly, the Group explicitly rejects any procedure that may entail the offering, donation or acquisition of real estate at more favourable conditions than those prevailing in the real estate market or that may be intended to give priority to the Group's interests.

Training

Since standing up against corruption is also a priority concern in business relations, the Group Member exercises particular care to ensure that all of its staff and contractual partners are fully aware of the provisions of this Policy. To that end, the Group Member provides free access to this Policy at all times, and expects all of its staff and contractual partners to familiarise themselves with the provisions thereof.

Controls

The organisational unit/person performing the Compliance function at the relevant Group Member monitors the enforcement of this Policy during the Group Member's activities, as well as its compliance with the applicable legal regulations and any other requirements and best business practices. If the organisational unit/person performing the Compliance function detects or becomes aware of any anomaly or irregularity, it shall initiate the review – and amendment, as appropriate – of the provision, and notifies the management bodies of the deficiency or irregularity detected.

Reporting

The Group Member's staff may report violations of the provisions set out in this Policy through the channels defined in the Code of Ethics. All such notifications shall be investigated in accordance with the Group Member's applicable regulatory document on reporting unethical conduct, of which a notice shall be posted on the Group Member's website. Whistleblowers may not be subject to any discrimination or unfair treatment in relation to their report. Offences may also be reported anonymously.