

## JSC OTP BANK Anticorruption Program

### 1. Introduction

JSC OTP BANK (hereinafter – Bank) Anticorruption Program (hereinafter – Program) declares that its Employees, officials, managers and founders (participants) in their internal activities, as well as in legal relations with business partners, state authorities, local self-government bodies, are guided by the principle of "zero tolerance" for any manifestations of corruption and bribery and will take all measures envisaged by legislation to prevent, detect and counteract corruption and related actions (practices).

The program sets standards and requirements in accordance with the Law of Ukraine "On Prevention of Corruption" (hereinafter – the Law) and the Standard Anti-Corruption Program, approved by the decision of the National Agency for the Prevention of Corruption.

### 2. Aim of the Document

The purpose of this Program is to determine the effective mechanism for monitoring compliance with the requirements of legislation on the prevention and counteraction of corruption and a mechanism for preventing abuse from the heads and other Employees of the Bank.

### 3. Access to the document

This document is accessible for all the Bank Employees.

### 4. Terms and abbreviations

**Close persons** – persons who live together are connected with common life and have mutual rights and obligations with the Employee (except for persons whose mutual rights and duties with the Employee are not of the character of the family), including persons who live together, but who are not married, as well as - regardless of the specified conditions - husband, wife, father, mother, stepfather, stepmother, son, daughter, stepchild, brother, sister, grandfather, woman, great-grandfather, great-grandparent, grandson, granddaughter, great-grandson, great-grandchild, son-in-law, daughter-in-law, father-in-law, mother-in-law, father-in-law, in-law, adopter or adopted parent, guardian or trustee, person under guardianship or care of the subject;

**State body** – a body of state power, including a collegiate state body, another public law entity, regardless of the status of a legal entity, which, in accordance with the law, has the authority to exercise power of power on behalf of the state, whose jurisdiction extends to the whole territory of Ukraine or to a separate administrative-territorial unit;

**Corrupt offense** – an act that contains signs of corruption committed by Employee, for which the law provides for criminal, disciplinary and / or civil liability;

**Corruption** – use by Employee, of his or her authority or related capabilities in order to obtain an unlawful gain or acceptance of such benefit or the acceptance of the promise / offer of such benefit to himself or other persons or, accordingly, the promise / a proposal or provision of unlawful benefit to Employee or on its request to other natural or legal persons with a view to inciting the person to misuse of the services provided to her full importance or opportunities associated with them;

**Unlawful benefit** – money or other property, benefits, services, intangible assets, any other benefits of immaterial or non-monetary nature, which promise, offer, grant or receive without legal justification;

**Person associated with the Bank** - a person considered to be such in accordance with Article 52 of the Law of Ukraine "On Banks and Banking".

**The Bank's Employee (the Employee)** – private individual who signed employment contract or has other contractual relations with the Bank (regular or temporary) under which he/she gives the services or perform works to the Bank.

**Potential conflict of interest** – the presence of a person's private interest in the sphere in which it carries out its official or representative powers, which may affect the objectivity or impartiality of its decisions, or the commission or non-execution of actions during the execution of these powers;

**Gift** – money or other property, benefits, privileges, services, intangible assets, which provide / receive free of charge or at a price below the minimum market;

**An offense related to corruption** – is an act that does not contain signs of corruption but violates the requirements, prohibition and restrictions established by Law, committed by a Employee, for which the law establishes a criminal, administrative, disciplinary and / or civil liability;

**Private interest** – any property or non-property interest of a person, including due to personal, family, friendly or other out-of-court relationships with individuals or legal entities, including those that arise in connection with membership or activity in public, political, religious or other organizations;

**The real conflict of interests** – is the contradiction between the private interest of a person and his official or representative powers, which affects the objectivity or impartiality of decision-making;

**Commissioner** is an official of the Bank, appointed in accordance with the established procedure, and is responsible for the implementation of the Anti-corruption Program in the Bank;

**Family members** – married persons as well as their children, including adults, parents, persons under guardianship and guardianship, other persons living together, connected with common life, have mutual rights and duties (except for persons whose mutual rights and duties are not family-related), including persons who are living together, but who are not married.

## 5. Scope

**5.1.** The program is mandatory for the Bank's Employees. The Bank makes every effort to ensure that its Associated persons and Employees comply with the provisions of this Program.

**5.2.** The Program is also used by the Bank in its legal relations with business partners, including public authorities and local self-government bodies.

**5.3.** Implementation of measures for the implementation (implementation) of the Program within its authority shall be carried out by:

- 1) the founders (participants) of the Bank (hereinafter - the founders (participants));
- 2) Chairman of the Management Board of the Bank (hereinafter - CEO);
- 3) an official of the Bank, responsible for the implementation of the Anti-corruption Program (hereinafter referred to as the " Commissioner").

## 6. Anti-corruption measures

### 6.1. List of anti-corruption measures in the Bank's activities

**6.1.1** The Bank ensures the development and adoption of measures that are necessary and sufficient to prevent, detect and counteract corruption in its activities.

**6.1.2** Anticorruption measures include:

- 1) periodic assessment of corruption risks in the Bank's activities;
- 2) anti-corruption standards and procedures in the Bank's activities.

**6.1.3** The main anti-corruption standards and procedures of the Bank are:

- 1) familiarization of the Bank's new Employees with the content of the Anti-corruption Program, conducting educational events on the prevention and counteraction of corruption;
- 2) anticorruption verification of business partners;
- 3) provisions on mandatory compliance with the Anti-corruption Program;
- 4) criteria for the selection of Bank's business partners;
- 5) restrictions on the Bank's support of political parties, charitable activities;
- 6) the mechanism for reporting signs of violation of the Anti-corruption Program, signs of committing corruption or corruption-related offenses, as well as the confidentiality of such communications and the protection of the disclosers;
- 7) implementation of the functions of the Commissioner and in the prevention of corruption;
- 8) procedure for review of communications, including internal investigation and imposition of disciplinary penalties;
- 9) norms of professional ethics and duties and prohibitions for Employees;
- 10) mechanisms for preventing and resolving conflicts of interest;
- 11) restrictions on gifts;
- 12) supervision and control over observance of requirements of the Anti-corruption Program.

**Note:** The Bank may determine additional anticorruption standards and procedures.

### 6.2. Description of anti-corruption standards and procedures

**6.2.1.** In order to form an appropriate level of anticorruption culture, the Commissioner for new Employees, as well as other persons acting on behalf of the Bank, is required to familiarize himself with the provisions of the Anti-corruption Program and related documents

**6.2.2.** The provisions on the mandatory compliance with the Anti-corruption Program are included in the rules of the internal labor regulations of the Bank, regulations on structural units, all labor contracts, and may also be included in contracts concluded by the Bank.

**6.2.3.** Business partners of the Bank are selected according to criteria based on transparency of activities, competitiveness, business reputation, quality of goods, works and services and reliability. The Bank may determine additional principles for the selection of business partners, taking into account the specifics of their activities.

**6.2.4.** The charitable activity of the Bank, as a general rule, should be exercised (in the absence of prohibitions established by law) in accordance with the current Ukrainian legislation.

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Charitable activities are not allowed if:

- it's implementation is a condition for the conclusion of any contract, decision-making by a state authority, a local self-government body or carried out with the aim of obtaining advantages in entrepreneurial activity;
- business partner or government body, a local government body insists on the implementation of a particular type of charitable activity through a charitable organization

**6.2.5.** To report by Bank's Employees about violations of the Anticorruption Program, committing corruption or corruption-related offenses (hereinafter - the notice), the Commissioner places relevant information on the Bank's internal portal and on the official website of the Bank. Such information must include: the telephone number and e-mail address for the implementation of the messages; hours of reception of a person authorized to receive oral and written communications.

### **7. The order of notification of corruption violations, conditions of confidentiality and protection**

**7.1** The Bank arranges safe, confidential and accessible means of informing by Employees about the facts/incitement/suspicion of corruption violations.

**7.2** An Employee who assumes that there has been a violation of the provisions of this Program in any form by the Bank or its Employees, must notify such incidents to the Commissioner. If the Employee is unsure whether there is a specific act of displaying corruption, it is necessary to address the issues to the Commissioner by the means provided for in clause 6.2.5. this Program. Information is received around the clock with the preservation of the privacy of the person who requested.

**7.3** In case of detecting the following facts or suspicions, the Employee must immediately notify the Commissioner:

- proposing (or suspecting) unjustified benefits by a third party;
- claiming (or suspecting) unlawful benefits;
- incitement to corruption;
- violation of the requirements of the Anticorruption Program (or incidents of incitement to such actions), the commission of corruption or corruption-related offenses by other Employees
- obtaining information about intent or facts that may indicate the use or intention of using the Bank or its Employees in activities that contain or may contain signs of a corruption component.

**7.4** For submission of knowingly false messages, the Employee may be brought to disciplinary action.

**7.5** Employee's reports on the detection of signs of committing corruption or corruption-related offenses may be anonymous. An anonymous notification of the detection of signs of committing corruption or corruption-related offenses can only be considered if the information contained therein relates to a particular Employee or business partners of the Bank and contains factual data that can be verified.

**7.6** When verifying the information received, the Bank ensures that the Worker has the appropriate level of such verification and observance of confidentiality.

**7.7** The verification of the information contained in the notice is carried out by the Commissioner, and if the notice concerns the actions of the Commissioner himself - an Employee determined by the Head.

**7.8** In the case of disclosure of confidential information about a person who reported a corruption or corruption-related offense, the Commissioner and the Employees responsible for carrying out the inspection should take all the comprehensive measures to avoid the negative consequences for the person involved in such disclosure.

**7.9** An Employee who reported signs of violating the requirements of the Anti-corruption Program, the identification of signs of corruption or corruption-related offenses can not be released or forced to be dismissed, brought to disciplinary responsibility, or subjected to other negative influence measures (transfer, attestation, change of conditions labor, refusal to appoint a senior position, reduction of wages, etc.) or the threat of such measures of influence in connection with notification of it about violation of the requirements of anti-corruption legislation and / or the requirements of this Program.

**7.10** The Bank ensures the legal and other protection of individuals who report in good faith on possible violations of the Program requirements, the commission of corruption or corruption-related offenses.

### **8. The standards of professional ethics of the Bank's Employees**

**8.1.** Employees of the Bank are obliged to fulfill their functional duties

- 1) to comply strictly with the requirements of Ukrainian legislation, including the Anti-corruption legislation and generally accepted ethical norms of conduct, the Code of Ethics of JSC OTP Bank, to be polite in relations with clients, managers, colleagues and subordinates;
- 2) tolerate and respect the political views, ideological and religious beliefs of others, and not use their powers in the interests of political parties and / or politicians;

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- 3) act objectively, regardless of personal interests, personal attitude towards any person, his or her political views, ideological, religious or other personal views or convictions;
- 4) to perform in good faith, competently, on time, efficiently and responsibly the functional duties, decisions and orders of collegial bodies and officials to which they are subordinated, accountable or controlled, as well as to prevent abuses and ineffective use of the Bank's funds and property;
- 5) not to disclose or use in any other way confidential information which has become known to them in connection with the performance of its functional duties, except in cases established by Ukrainian legislation;
- 6) regardless of personal interests, refrain from executing decisions or orders of the Bank's management if they constitute a threat to the rights, freedoms or interests of individual citizens, legal entities, public or public interests, or are in conflict with the law;
- 7) independently assess the legality of the decisions or orders given by the Bank's management and the possible harm that will be encountered in the execution of such decisions or orders.

**8.2.** In case of receipt of decisions or orders that an Employee of the Bank considers illegal or threatens to protect the rights, freedoms or interests of individual citizens, legal entities, public or public interests protected by law, he must immediately inform the immediate supervisor in writing, or the Head of the Bank and the Commissioner.

### **9. Employees rights and duties in connection with the prevention and counteraction of corruption**

**9.1.** Employees must:

**9.1.1.** Do not commit or take part in committing corruption offenses related to the Bank's activities, if during the performance of his official duties the Employee knew or could find out that a corrupt offense was committed.

**9.1.2.** Refrain from behavior that can be regarded as willingness to commit a corruption offense related to the Bank's activities.

**9.1.3.** Promptly inform the Commissioner or Head about incidents of incitement to commit corruption offenses related to the Bank's activities, as well as cases of committing corrupt or corruption-related offenses by other Bank Employees or other persons related to the Bank.

**9.2.** Employees are prohibited from:

**9.2.1.** use their official powers or their position and the related possibilities in order to obtain unlawful benefits for themselves or other persons;

**9.2.2.** use any property of the Bank or its funds in private interests;

**9.2.3.** to claim or receive any material or immaterial benefit (for themselves or for close persons) in connection with the performance of their official duties, which is not provided for by labor or other contract;

**9.2.4.** to arrange, intermediary or personally carry out any cash or cashless payments or settlements with business partners of the Bank, if such payments or calculations are not provided for by applicable Ukrainian legislation or Bank's internal documents;

**9.2.5.** to influence directly or indirectly on Bank's Employees decision in order to obtain any material or immaterial benefits for

**9.2.6.** extortion, request, receipt of gifts for themselves or third parties from legal entities or individuals (directly or through other persons) in connection with the exercise of their powers or their position and the related capabilities. Detailed provisions for gifts are set out in the Conflict of Interest Regulation and the JSC "OTP Bank" Code of Ethics;

**9.2.7.** to take any actions that directly or indirectly incite other Employees, the Bank's CEO to violate the requirements of the Law or this Program.

**9.3.** After the release or other termination of cooperation with the Bank, a person is not permitted to disclose or otherwise use in his own interest information (confidential) that has become known to him in connection with the exercise of his powers, contractual obligations, except in cases established by law. The Bank may specify additional restrictions for above persons after dismissal or termination of activity with Bank, taking into account the specifics of their activities.

### **10. Commissioner's Rights and obligations**

**10.1.** For the purpose of implementing this Program, a responsible person is appointed in the Bank (Commissioner), whose legal status is determined by the Law of Ukraine "On Prevention of Corruption" and this Program. Commissioner may be assigned a person who is capable of performing his or her duties under this Program, in accordance with his / her business and moral qualities, as well as professional level.

**10.2.** Commissioner in the performance of his duties is an independent person and must avoid any potential and actual conflicts of interest.

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**10.3.** Anticorruption program Commissioner is an official of the Bank, who is appointed in accordance with the decision of the Ban's Supervisory Board.

**10.4.** Commissioner's responsibilities:

- 1) take all necessary measures for the effective implementation and implementation of the Program,
- 2) monitor and monitor compliance with the Program in the activities of the Bank;
- 3) to initiate investigations on revealed corruption violations, suspected violations;
- 4) coordinate the training of Employees and managers in the fight against corruption,
- 5) to conduct individual counseling of Employees on the application of anti-corruption standards and procedures,
- 6) ensure the confidentiality of information and protection of Employees who reported violations of the Program requirements, committing a corruption offense or corruption offense;
- 7) initiate the taking of measures for the legal and other protection of persons who report in good faith on possible facts of corruption or corruption-related offenses.

**10.5.** Commissioner's rights:

- 1) combating corruption,
- 2) conduct on its own initiative an examination of possible facts of corruption violations;
- 3) monitor and monitor compliance with the Program in the activities of the Bank,
- 4) to receive explanations from the Employees (including written ones) regarding the circumstances which may indicate the violation of the requirements provided by the current Ukrainian legislation and the Program;
- 5) access to the premises and information necessary for the verification of received messages and / or compliance with the requirements of this Program by the Employees.

## **11. Procedure for amending the Anti-corruption program**

**11.1.** The content of the Anticorruption Program can be revised according to the results:

- 1) Supervision and control over compliance with the Anticorruption Program, as well as evaluation of the results of the implementation of its anticipated measures;
- 2) analysis of the practice of the Commissioner exercising his official duties;
- 3) holding by the Commissioner discusses and consultations with the Employees, the Head, the founders (participants) of the Bank, as well as with the Bank's business partners on the improvement of the Anti-corruption Program.

**11.2.** The initiator of amendments to the Anti-corruption Program may be the Commissioner, as well as the founders (participants), the Head, Bank Employees.

**11.3.** Anticorruption program and changes to it are approved by the decision of the Bank's Supervisory Board. After its approval, the text of the anti-corruption program is published on the Bank's website at the free access for all Employees, Bank's clients and counteragents.

## **12. Responsibility**

Bank's Employees bear the disciplinary responsibility for not complying with the provisions of the Anticorruption Program. The bringing to disciplinary responsibility is carried out in accordance with the internal normative documents of the Bank and the current legislation of Ukraine.

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