



OTP Group's Anti-Corruption Policy - extract

Introduction

The OTP Group (hereinafter: the Group) is committed to the fight against corruption and has declared zero tolerance for bribery and all forms of unlawful gain.

The provisions of this policy (hereinafter: Policy) ¹have been developed in accordance with the effective domestic and international anti-corruption legislation and the Anti-Corruption Manual of the Wolfsberg Group.

The purpose of the Policy is to define the principles of the Group's anti-corruption activities, to identify areas particularly at risk of corruption, and to serve as a basic document for the development of the necessary regulatory documents for the Group's anti-corruption activities, as well as the anti-corruption activities of the employees involved.

The basic principles and provisions of the Policy are applicable throughout the entire organization of the Group Members, covering the entire spectrum of their operations, from the creation of internal regulatory documents, through the contracts to be concluded with partners, to the procedures of individual employees, in all activities of the Group Members.

The scope of the Policy extends to all employees, contractual partners of the Group Members, as well as to any other person involved in the performance of their activities.

The provisions contained in the Policy are the group-level [Code of Ethics](#) and [Partnership Code of Ethics](#) shall apply together with its provisions.

Basic principles

Prohibition of corruption

In the course of the Group's activities and in connection with it, corruption, or any participation or contribution, on the part of the Group Member's employees and all other contractual partners is strictly prohibited. Violation of the prohibition on corruption entails labor, civil, and criminal consequences. The Group acts consistently and decisively against corruption. If anyone violates the provisions of this Policy, the Group will take all steps to prevent possible negative consequences and to avoid similar incidents in the future. The Group ensures that domestic, European Union and international laws regarding the prevention of corruption are fully enforced and expects their employees and contractual partners to comply with them.

Activities most exposed to corruption risk:

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



- management of gifts and entertainment expenses;
- charity and sponsorship;
- contact with contractual partners;
- assuming contractual obligations;
- purchase, management, and maintenance of investments and assets;
- hiring new employees;
- purchase, management, and sale of real estate.

The above list is not exhaustive, the Group pays additional attention to all activities not included in the list that carry a risk of corruption.

Expected behavior

To enforce zero tolerance against corruption, the Group applies the following general procedural and operational principles:

- the Group member precisely defines the rights and responsibilities of the employees by properly and officially recording the responsibilities, clearly designating the decision-making levels, to avoid overlaps between individual functions and decision-making rights concentrated in one person;
- the Group member develops officially defined procedures for carrying out the specific activities of each employee and expects their application;
- the Group member monitors the activities and transactions of individual employees by the laws and as permitted by them;
- the Group member expects that in all cases where this is required by the regulations, the employees make their decisions based on predetermined criteria.

Regulation

The Group develops detailed rules and procedures in order to effectively enforce the provisions contained in the Policy. The Group Member is expected to adopt the anti-corruption rules, implement the relevant procedures and follow them consistently.

A risk-based approach

Organizational units and activities of the Group Member that may be affected pose a different risk of corruption. Based on a risk-based assessment, the Group member determines which organizational units and activities are the current focus of anti-corruption activities at specific periods.

Management control

The management bodies of the Group Member monitor the enforcement of the Policy by receiving annual information on the enforcement of the Policy's expectations.



Publicity and accessibility

The Policy is publicly available at all times on the website of PortfoLion Kockázati Tőkealap-kezelő Zrt (www.portfolion.hu) and the interface for the registration of Regulatory Documents for the Company's employees.

Bookkeeping and records

When keeping their books and records, the Group members act carefully following the laws in force at all times. The Group Member ensures that its accounting records are based on real and reliable data at all times.

Contractual partners

Considering that the relationship established and existing with the contractual partners also carries the possibility of corruption, the Group member acts cautiously and minimizes the risk of corruption during its cooperation with the contractual partners, especially in the request for proposals and preparation process. The Group Member establishes relationships with its contractual partners based on an assessment of professionalism, competence, and competitiveness, and does not apply other non-professional selection criteria that contain the possibility of corruption. The Group Member shall pay particular attention to the contractual partners who may act on behalf of or on behalf of the Group Member, taking into account the reputational and standing risk on the part of the Group.

Application of anti-corruption clause

To minimize the risk of corruption, the group members strive to use anti-corruption clauses in line with group-level expectations in relevant agreements with contractual partners, as well as in their regulatory documents (business regulations, manuals, GTC), which contain the following provisions:

1. **Relevant concepts** (banking group, persons performing public functions) **and anti-corruption legislation**

2. **Clear and well-informed commitment** from the contractual partner (knows and complies with OTP's Anti-Corruption Policy and the relevant legislation, and strives to comply with them with its business partners)

3. **Commitments**
 - **Information Commitments**



- notification obligation if you are informed of a violation of corruption rule(s).
 - Provide information on the use of payments within 5 days of the Group Member's question
- **Residence obligations (negative undertakings)**
- does not use the amount paid to him or any other compensation for purposes that violate anti-corruption legislation
 - does not make and does not make any direct or indirect offer with anyone else, or does not perform or does not perform with anyone else any reward, payment, or other payment under a legal title to a person performing a public function to influence the decision of a body performing a public function, or exploit it
4. **Termination events** - immediate termination (violation of anti-corruption commitments or related incorrect, untrue or misleading statement)

Acquisition policy

Given the Group's active acquisition policy, when examining institutions to be acquired, the Group pays special attention to uncovering and excluding corruption risks during due diligence.

Civil servants

The Group member expects an extremely careful procedure following this Policy from his colleagues and contractual partners during any contact with civil servants for any purpose.

Gifts and offerings

Corruption does not necessarily mean only providing money or securing an unjustified advantage. Giving gifts and other offerings also carries a serious risk of corruption. Given that gift-giving is often an unavoidable part of business life, it is not feasible to completely exclude it during the Group's operation. It is necessary to clearly define the rules of gift giving in a way that excludes corruption.

The Group considers it unacceptable that anyone tries to influence the course of business or the independence of decision-making with gifts or offers of representation, therefore the Group member strictly prohibits the giving or acceptance of gifts or offers for such purposes.

The Group member also extends these prohibitions to persons related to co-workers and contractual partners, in order to ensure that the persons concerned cannot be influenced by their relatives, friends or other persons closely related to them.

Charity, sponsorship



The Group provides charitable donations and sponsorships to the beneficiaries exclusively in a transparent and traceable manner, through its social responsibility activities, thus ensuring the exclusion of opportunities involving corruption. The Group does not use charitable donations and sponsorships to obtain more favorable treatment and considers such behavior unacceptable.

Selection procedure

During a selection procedure based on predetermined rules, the Group member decides on the hiring of new employees and on the selection of new contractual partners. These standards also help prevent corruption. During the selection procedure, only the personal aptitude, competence, professional and other relevant experiences of the applicant for the given position can be taken into account.

Management and sale of investments, acquisitions, assets

The Group prohibits non-transparent behavior aimed at obtaining or granting preferential treatment, carried out as part of the management or sale of investments or other acquisitions and assets.

Buying, managing, and selling real estate

The Group uses transparent real estate management methods that exclude the possibility of exceptional treatment, so the Group expressly rejects any procedure that involves the promise, donation or acquisition of real estate under more favorable conditions than the market or aims to favor the interests of the Group in connection with the acquisition of real estate.

Training

Given that anti-corruption action is also of particular importance in business relations, the Group Member pays extra attention to ensuring that all its employees and contractual partners are fully aware of the provisions of the Policy. To this end, the Group member provides free access to this Policy at all times, and expects his colleagues and contractual partners to familiarize themselves with the document.

Controls

The person performing the Compliance function of the relevant Group Member monitors the enforcement of this Policy during the Group Member's activities and its compliance with the laws in force at all times, as well as all other relevant expectations and best business practices. If the person performing the Compliance function discovers or receives information about any anomaly or irregularity, he/she initiates the review of the provision and, if necessary, amends it,



and ensures that the discovered deficiency or irregularity is brought to the attention of the Management Boards.

Notification

Employees of the Group Member may report violations of the provisions of the Policy through the channels specified in the Code of Ethics. Reports are investigated following the Group Member's internal regulations on ethical reports, which are published on the Group Member's website (www.portfolion.hu). Whistleblowers cannot be discriminated against or treated unfairly in connection with their report. It is also possible to report anonymously.

