

## OTP Group Anti-Corruption Policy – excerpt

### Introduction

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

The provisions of this policy (hereinafter: the Policy) have been developed in accordance with applicable domestic and international anti-corruption legislation and the Wolfsberg Group Anti-Bribery and Corruption (ABC) Compliance Programme Guidance (2023).

The purpose of the Policy is to set out the principles of the Group's anti-corruption activities, identify areas that are particularly exposed to the risk of corruption, and serve as a base document for the Group's anti-corruption activities in developing the necessary regulatory documents and in the anti-corruption work of the relevant employees.

The principles and provisions of the Policy apply across the full organization of Group members, covering the entire spectrum of their operations—from the drafting of internal regulatory documents, through contracts concluded with partners, to the procedures of individual employees—and must be applied in all activities of Group members.

The scope of the Policy extends to all employees and contractual partners of Group members and to any other persons involved in their activities in any manner.

The provisions of the Policy shall be applied together with the Group-level Code of Ethics and the Partner Code of Ethics.

### Principles

#### Prohibition of corruption

In the course of its activities, or in connection therewith, it is strictly prohibited for employees of Group members and any other contractual partners to engage in corruption or to participate in it in any way. Any breach of the prohibition of corruption entails consequences under labour, civil and criminal law. The Group acts consistently and decisively against corruption. If anyone breaches the provisions of this Policy, the Group will take all steps to eliminate any potential negative consequences and to prevent similar events in the future. The Group ensures full enforcement of domestic, EU and international regulations on the prevention of corruption and expects their observance by its employees and contractual partners.

#### Activities most exposed to corruption risk:

- gifts and representation expenses;
- charity and sponsorship;
- relations with contractual partners;
- undertaking contractual obligations;

- investments; purchase, management and maintenance of assets;
- recruitment of new employees;
- purchase, management and sale of real estate.

The above list is not exhaustive; the Group also pays attention to any other activities not listed that may involve corruption risks.

## Expected conduct

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 employees by duly and formally recording areas of responsibility, clearly designating decision-making levels, and avoiding overlaps between functions and the concentration of decision-making powers in a single person;
- the Group member develops officially defined procedures for the performance of specific activities of employees and expects their application;
- the Group member monitors employees' activities and transactions in accordance with the law and in the manner permitted by it;
- the Group member requires that whenever the rules so provide, employees make their decisions on the basis of predetermined criteria.

## Regulation

To ensure the effective implementation of the provisions of this Policy, the Group develops detailed rules and procedures. Group members are expected to adopt the anti-corruption rules, implement the relevant procedures and comply with them consistently.

## Risk-based approach

The organizational units and activities of a Group member may involve different corruption risks. At defined intervals, the Group member determines—on the basis of a risk-based assessment—which organizational units and activities are the current focus of anti-corruption efforts.

## Management control

The governing bodies of the Group member monitor the implementation of this Policy and receive annual information on the fulfilment of the expectations set out herein.

## Public access and availability

The Policy is publicly available on the website of PortfoLion Venture Capital Fund Management Ltd. ([www.portfolion.hu](http://www.portfolion.hu)) and to employees on the platform used to register Regulatory Documents.



## Bookkeeping and records

Group members keep their books and records with due care in compliance with the applicable legislation at all times. The Group member ensures that its accounting records are always based on true and reliable data.

## Contractual partners

Given that relationships that are created with, and maintained between, contractual partners also involve the possibility of corruption, the Group member acts with due care and with a view to minimizing corruption risk when cooperating with contractual partners—particularly in the request-for-proposal and preparation phase. The Group member establishes relationships with its contractual partners on the basis of professionalism, competence and competitiveness, and does not apply other non-professional selection criteria that may involve the possibility of corruption. The Group member exercises particular care with respect to those contractual partners who may act on behalf of or represent the Group member, given the reputational and liability risks arising for the Group.

## Application of anti-corruption clause

To minimize corruption risk, Group members seek to use an anti-corruption clause, in line with Group-level expectations, in relevant agreements concluded with contractual partners and in their regulatory documents (business rules, manuals, General Terms and Conditions). Such clauses contain the following provisions:

1. Relevant definitions (banking group, public officials) and anti-corruption laws
2. Clear and informed commitment from the contractual partner (they acknowledge and comply with the OTP Anti-Corruption Policy and the applicable legislation, and seek to ensure compliance by their own business partners)
3. Commitments
  - Information commitments
    - obligation to notify if they become aware of a breach of anti-corruption rules
    - upon the Group member's request, to provide information within 5 days on the use of payments
  - Negative undertakings
    - not to use any amounts paid to them, or any other remuneration, for purposes that would breach anti-corruption laws
    - not to make, and not to have any other person make, any direct or indirect offer, nor to make, and not to have any other person make, any payment, remuneration or other transfer of value to a public official for the purpose of influencing or procuring a decision by a public authority



4. Termination events – immediate termination (breach of anti-corruption commitments or any incorrect, false or misleading statement in this regard)

### Acquisition policy

Given the Group's active acquisition policy, the Group pays particular attention—when assessing target institutions—to identifying and excluding corruption risks during due diligence.

### Public officials

In any communication with public officials for any purpose, the Group member expects its employees and contractual partners to act with particular prudence in accordance with this Policy.

### Gifts and offers

Corruption does not necessarily mean the provision of money or an unlawful advantage. Gifting and other offers also carry significant corruption risk. As gifting is often an unavoidable feature of business life, it cannot be completely excluded from the Group's operations. Clear rules must therefore be defined to exclude corruption.

The Group considers it unacceptable for anyone to attempt to influence processes or the independence of decision-making through gifts or offers of hospitality; therefore the Group member strictly prohibits the giving or acceptance of such gifts or offers.

The Group member extends these prohibitions to persons connected to employees and contractual partners, so that the persons concerned cannot be influenced through relatives, friends or other persons closely associated with them.

### Charity, sponsorship

The Group provides charitable donations and sponsorships only in a transparent and traceable manner through its corporate social responsibility activities, thereby ensuring the exclusion of opportunities that may involve corruption. The Group does not use charitable donations or sponsorships to obtain preferential treatment and considers such conduct unacceptable.

### Selection procedure

The Group member makes decisions on the recruitment of new employees and on the selection of new contractual partners through a selection procedure based on predefined rules. These standards also help to prevent corruption. During the selection process, only the personal suitability, competence and relevant professional or other experience of the applicant for the given position may be taken into account.

### Investments, procurement, asset management, sale

The Group prohibits non-transparent conduct that aims to obtain or grant preferential treatment in connection with investments or other procurements, asset management or sale.



### Real estate purchase, management and sale

The Group applies transparent real estate management methods that exclude the possibility of preferential treatment; accordingly, the Group expressly rejects any procedure involving the promise, donation or acquisition of real estate on conditions more favourable than market terms, or that seeks to give preference to the Group's interests in connection with the acquisition of real estate.

### Training

Given the particular importance of anti-corruption measures in business relations, the Group member pays increased attention to ensuring that all employees and contractual partners are fully aware of the provisions of this Policy. To this end, the Group member ensures free access to this Policy at all times and expects employees and contractual partners to familiarize themselves with the document.

### Controls

The person performing the Compliance function of the relevant Group member monitors the application of this Policy in the Group member's activities and its compliance with applicable legislation, all other relevant expectations and best business practices. If the person performing the Compliance function identifies or is informed of any anomaly or irregularity, he or she initiates a review of the provision, makes amendments where necessary, and ensures that the governing bodies are informed of the identified deficiency or irregularity.

### Reporting

Employees of the Group member may report breaches of the provisions of the Policy via the channels specified in the Code of Ethics. Reports are investigated in accordance with the Group member's internal regulations on ethical reporting, on which information is published on the Group member's website ([www.portfolion.hu](http://www.portfolion.hu)). Whistleblowers may not be subject to discrimination or unfair treatment in connection with their report. Anonymous reporting is also possible.

