

## OTP BANK ROMANIA'S SYSTEM OF REPORTING UNETHICAL CONDUCT

OTP Bank Romania S.A. (hereinafter: the Bank) has established a system for **reporting suspected or actual violation of the law or the values specified in its Code of Ethics** and for the handling of such reports (hereinafter: System of reporting infringements of legal requirements or unethical conduct). The Bank's Code of Ethics is available on the Bank's website (<https://www.otpbank.ro/ro/despre-otpbank/codul-de-etica> ).

The purpose of this document is to present the rules concerning the operation of the System of reporting infringements of legal requirements or unethical conduct and the reporting procedure.

Please note that if you *wish to file a complaint*, i.e. to express your dissatisfaction with any of the Bank's products or services, or object to the Bank's activities or omissions before, during or after concluding a contract, including performance, termination or settlement of disputes related to the contract, you should study the Bank's Guide to fill out a complaint (<https://www.otpbank.ro/ro/contact> ).

The identity of notifiers, the notifications, requests and investigations will always be treated confidentially by the Bank, in observance of the applicable statutory regulations and internal regulatory documents, while protecting the notifying person. The system of reporting unethical conduct is designed so that the identity of the notifier, if not anonymous, cannot be made known to anyone other than the investigators of the report. Investigators of the report shall keep the information on the content of the report and the persons involved in the report confidential until the conclusion of the investigation or the initiation of formal liability proceedings as a result of the investigation and may not share it with other organizational units or employees of the Bank, except for informing the person having made the report.

The notifier enjoys protection against discrimination and unfair treatment, and it is strictly forbidden to impose any disadvantage or discrimination on the notifier for reason of having submitted the report. However, unfounded reports filed by ill-intentioned notifiers are unsolicited and such reports (slander) may entail legal consequences.

The purpose of operating the Whistleblowing Channel is to allow the notifier to draw attention to real including reasonable suspicions, events that have actually violated or are likely to infringe the law or Code of Ethics. Therefore, the notifier shall declare that the whistleblowing report was made in good faith about circumstances they are either aware in a professional context of or have reason to believe to be true.

Problems of non-compliance with legal or ethical requirements may also be reported in anonymity. Notifiers (anonymous or not)—if possible— shall be advised that the investigation may be closed without a conclusion if the information they provided is insufficient/unsuitable for the investigation of the reported case, or the information absolutely essential to initiate or successfully conduct the investigation otherwise cannot be obtained for any reason. The notifier shall be requested to provide a contact detail – while maintaining anonymity – so that we could request additional information if needed and give notification of the result of the investigation.

### **1. Methods of whistleblowing**

The report may exclusively be made through the following channels: orally,

(i) in person during working hours (at a date agreed in advance) to the Executive Director/Deputy Director of Compliance Directorate;

(ii) through the telephone, Monday through Friday from 9:00 to 17:00 via the Bank's Ethics Hotline (0371.531.914);

in writing,

(iii) by post, addressed to the Executive Director/Deputy Director of Compliance Directorate (district 1 Bucharest, 66-68 Buzesti Street)

(iv) by e-mail to [etica@otpbank.ro](mailto:etica@otpbank.ro).

(v) National Bank of Romania on the website [www.bnro.ro](http://www.bnro.ro), section Public Information/Contact;

(vi) National Integrity Agency on the website [www.integritate.eu/A.N.I.-interactiv](http://www.integritate.eu/A.N.I.-interactiv), section Complaints;

## **2. Examination of the report received through an internal channel**

If the report does not relate in whole or in part to an alleged or actual violation of the law or values specified in the Code of Ethics (the objected activity, event or condition does not violate a requirement arising from the law or from the Code of Ethics), the report (or the relevant part thereof) will be forwarded to the Bank's competent organizational unit to initiate the appropriate proceedings. Thereafter, the Bank shall notify the notifier at the contact details provided by the notifier of the transfer and shall close the report (or the relevant part) without investigation.

The Bank shall make all efforts to handle reports efficiently and quickly, confirming registration within 7 calendar days, by ensuring also that these are investigated within 30 (thirty) days after receipt, which time limit shall only be subject to deviation in highly justified cases, provided that the notifier is simultaneously informed. The investigation shall not last longer than 3 (three) months.

The investigation of a whistleblowing report may be closed without investigation if:

- a/ the same notifier has repeatedly lodged a whistleblowing report with identical content;
- b/ the detriment to public interest or overriding private interest is not proportionate to the limitation of the rights – due to the investigation – of the person concerned.
- c/ the aspects reported are of an obscene nature ;
- d/ the report concerns controversies that do not breach the legal or regulatory framework;
- e/ bad faith warning cases: made in bad faith, for frivolous reasons or for possible injurious purposes (eg. accusations that prove to be false or unjustified, in order to affect the integrity or reputation of a person or OTP Bank Romania Group);
- f/ cases that fall within the responsibility of specialized entities within the Bank: cases falling within the Human Resources Directorate competencies (eg violation of the Labor Code and internal regulations), cases in which the investigations or legal procedures have already been started, fraud cases, etc;
- g/ it does not contain the mandatory elements for a report, other than the notifier's identification data, and the designated person has requested its completion within 15 calendar days without this obligation being fulfilled;
- h/ the report is submitted anonymously and does not contain sufficient information on breaches of the law to enable the report to be analysed and resolved, and the designated person has requested its completion within 15 calendar days, without this obligation being fulfilled;
- i/ after examination of the report it is found that it is clearly a minor infringement and does not require further subsequent action other than closure of the procedure.

If the report does not contain sufficient information for investigating and resolve the merits of the report, the Bank may contact the notifier in writing in order to collect the missing information or in the absence of contact details the Bank may order the request to be closed.

At the commencement of the investigation, the investigator shall provide detailed information to the person concerned, such as: a/ about the whistleblowing report (with due regard to the applicable legislation, e.g. data protection, confidential information); b/ concerning his rights in connection with the personal data protection ; and

- c/ concerning the rules governing the processing of his data.

In compliance with the requirement of fair proceedings, the Bank shall give the person concerned an opportunity to state his/her position on the report and to provide supporting evidence even through a legal representative.

The Bank closes the investigation with a decision: it establishes whether a law or ethics offence and/or infringement has taken place or not; in the absence of evidence no legal requirements or no ethical offence and/or infringement can be established.

The Bank shall also inform the notifier and the person affected by the report of the result of the investigation and of the measures taken.

If the notifier or the person affected by the report does not agree with the outcome of the investigation carried out in connection with the report, they may appeal to the Bank's Ethics Committee, which then shall examine the issue at second instance and decide whether or not a breach of law or ethics offence has taken place or in the absence of evidence no breach of law or no ethical offence and/or infringement can be established.

### **3. Data processing, protection of personal data<sup>1</sup>**

The rules on data processing in connection with the report and information on the rights of the person involved in data processing pursuant to the General Data Protection Regulation are contained in the Privacy Notice on Data Processing.

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<sup>1</sup> personal data: any information relating to the identified or identifiable natural person ('data subject')