

RULEBOOK ON PROCEEDING IN CASE OF INTERNAL WHISTLEBLOWING

On the basis of Article 30, paragraph 3, point 14 of the Statute of OTP banka Srbija, the Executive Board of OTP Banka Srbija adopts the following:

RULEBOOK ON PROCEEDING IN CASE OF INTERNAL WHISTLEBLOWING

1. OPENING PROVISIONS

Article 1

In accordance with article 16 of the Law on the Protection of Whistleblowers (Off Gazette RS 128/2014) and article 1 of the Rulebook on the Manner of Internal Whistleblowing, manner of assigning a person in charge at the employer, as well as other issues of importance for internal whistleblowing at the employer with more than ten employees (Off Gazette RS 49/2015 and 44/2018 – state law), OTP banka Srbija a.d. Novi Sad (hereinafter: the Bank) adopts this Rulebook.

Article 2

This Rulebook defines the internal whistleblowing proceeding, the manner of assigning a person in charge of receiving information and conducting the internal whistleblowing proceeding, as well as other issues of importance for the internal whistleblowing proceeding at the bank.

Article 3

Certain terms in this Rulebook shall have the following meaning:

Whistleblowing: revealing information on the violation of rules, human rights, on threats to life, public health, environmental security, as well as for the purpose the prevention of large-scale damage;

Whistleblower: natural person who makes the Whistleblowing in relation to his or her work engagement, recruitment procedure, business cooperation and right of company ownership;

Employer: within the meaning of the Rulebook of the Employer is the Bank;

Person in charge: person whom certain tasks in the Bank have been assigned to regarding the management, business operations and work process;

Work engagement: a working relation, working outside a work relation, volunteering, exercising a function, as well as any other factual work for the bank, i.e. contractual relation aimed at performing work;

Authorized body: an authority of the Republic of Serbia, territorial autonomy or local self-government unit or entity exercising public authority competent to act upon information that constitutes externalwhistleblowing, in accordance with the law;

Authorized person: the person or persons who are authorized to receive information and conduct the procedure related to internal whistleblowing appointed by the Executive Board of the Bank

Related person: a person who assist in whistleblowing or any other person who makes it likely that he will suffer a harmful action because of his connection with whistleblower within the meaning of the provisions the Whistleblowing Act.

Secret data: business secret (all information and documents containing business, financial, economic, producing and other data consider as business secret and also banking secret – (data known to the bank and refer to personal data, financial data about business operations and client accounts as well as other

data obtained by the Bank in dealings with client) all understood in the sense of the Rulebook on Business and Banking Secrecy.

Harmful act: any action or failure to act in connection with whistleblowing that endangers or violates the right of the whistle-blower or a person entitled to protection as a whistleblower, i.e. which puts these persons in a disadvantageous position.

Internal whistleblowing: revealing information to the bank, i.e. person in charge of receiving information and conducting proceedings related to internal whistleblowing.

Article 4

The Rulebook is applicable to branches and the bank head office.

All persons employed at the Bank exercise rights under this Rulebook.

2. INTERNAL WHISTLEBLOWING PROCEEDING

Article 5

5.1. Submission of information by the whistleblower

The internal whistleblowing proceeding begins with the submission of information to the Authorized person at the bank.

Submission of information by the whistleblower may be written or verbal

Written information related to internal whistleblowing may be submitted on week days during working hours by direct (personal) delivery, regular or registered mail to the address Trg slobode 7, Novi Sad, as well as by e-mail to the e-mail address: uzbunjivanje@otpbanka.rs.

The time of receiving information is considered:

- the date of delivery of the shipment to the post office in the case of sending by registered mail,
- the date of receipt of the shipment at the bank in the case of sending by regular mail.
- the time indicated in the confirmation of receipt in case the information was sent by e-mail.

When delivering information by regular or registered mail, the envelope should contain indication that it is addressed to the person/persons in charge of receiving information and conducting the whistleblowing proceeding (employees from Compliance Directorate who are authorized by EB decision to receive the whistleblowing report and conducting proceeding) it should be stated or in a visible place on the cover that this information is related to internal whistleblowing, so that the unopened correspondence is delivered exclusively to the Authorized person .

When providing verbal information, the Authorized person is obliged, before giving a statement about information related to internal whistleblowing, to inform the whistleblower about his/her rights prescribed by Law, and in particular that he/she is not obliged to disclose his/her identity, i.e., that he/she does not have to sign the record and confirmation of receipt of information related to internal whistleblowing.

Verbal information related to internal whistleblowing may be provided by presenting the information in person or by phone at number 021/4800518, upon which a **Record of Verbally Submitted Information regarding internal whistleblowing shall be drawn up.**

5.2. Procedure after receiving the information from whistleblower

Upon receiving the information, the Authorized person must as soon as he receives the information, prepare a **Confirmation of receipt of information regarding internal whistleblowing**.

The Authorized person shall provide the whistleblower with a Notice on the rights of whistleblowers, defined by the Law on protection of whistleblowers (Reference ID 6389) and the Notice on the processing of personal data related to internal whistleblowing (Reference ID 11928). Information related to the whistleblowing procedure can be submitted anonymously. The protection of whistleblower's personal data is defined under Article 7 of this Rulebook.

The Authorized person is obliged to immediately react to the received information, or not later than within 15 days from the day of receiving the information.

For the purpose of checking information related to internal whistleblowing, the Authorized person undertakes and organizes the implementation of appropriate actions, which the Bank Executive Board as employer, as well as to the whistleblower shall be notified about, if possible based on available data.

The Authorized person has the right to access all data/documentation as well as the Bank's premises that are necessary for conducting the procedure and preparing the report.

A related person is entitled to protection as a whistleblower if he makes it likely that a harmful action has been taken against him because of his connection with the whistleblower.

While conducting the procedure involving internal whistleblowing, statements may be taken from employees, i.e. persons engaged to work, in order to verify the received information.

If, while conducting the procedure related to internal whistleblowing, statements are taken from employees or employed persons, the person authorized to receive information and conduct the proceeding involving internal whistleblowing, draws up **Minutes of statements received in connection with the internal whistleblowing procedure**.

The person giving the statement may object to the content of the minutes, immediately after it was read to him.

The Authorized person is obliged, at the whistleblower's written request, to provide information to the whistleblower about the progress and actions taken in the proceeding, as well as to enable the whistleblower to inspect the case files and attend the activities related to the proceeding. The details of the inspection of the case files and attendance to the activities related to the proceedings by the whistleblower are defined by the Authorized person. These particular activities of whistleblowers are executed in the presence of the Authorized person.

5.3. Outcome of the procedure

The whistleblowing procedure can be completed in the following ways: a) the whistleblower's information is founded b) the whistleblower's information is not founded c) the whistleblowing procedure is suspended due to the fact that the submitted information does not have whistleblowing elements in the sense of the definition from the Article 3.

The Authorized person is obliged to inform the whistleblower about the outcome of the procedure upon its completion, within 15 days from the day procedure completion.

If submitted information cannot be classified as the whistleblowing in terms of this Procedure, the whistleblowing procedure have been suspended by Authorised person (case under point c.) However if the submitted information has elements of the ethical offense, a procedure for reporting and ethical violation will be conducted in terms of the Procedure for reporting an ethical offense (ID 7056) (case under point c).

Upon completion of the procedure in other cases (listed under points a) and b) the Authorized person, compiles a **Report on the actions taken, as part of the proceeding, on information related to internal whistleblowing**, proposes measures to eliminate detected irregularities and consequences of harmful actions arising from internal whistleblowing, provided that an irregularity has been determined, i.e., if a harmful action has occurred.

The report is submitted to the Bank's Executive Board and to the whistleblower, to which the whistleblower may provide a response.

The bank is obliged, within its powers, to take measures to eliminate identified irregularities in connection with the information, to protect the whistleblower from harmful actions, as well as to implement necessary measures to stop the harmful actions and eliminate their consequences.

The whistleblowing report will be included as integral part of the reporting of the bank's governing bodies regarding the implementation of the Code of Ethics.

3. INFORMATION CONTAINING SECRET DATA

Article 6

The information may contain secret data (definition given in Article 3). If the information contains secret data, the whistleblower is obliged to first approach the person authorized to receive information and conduct proceedings involving internal whistleblowing, and if the information pertains to the Authorized person within the meaning of this Rulebook, the information is to be submitted to the Bank's Executive Board.

In case that the bank, i.e. person authorized to receive information and conduct the proceeding involving internal whistleblowing fails to act upon the information which contains secret data within 15 days, i.e. if he/she fails to respond and take appropriate measures under his/her competence, the whistleblower may approach the Authorized body.

In the event that the information is related to members of the Executive Board and Board of Directors i.e. Audit Committee, the information is to be submitted by whistleblower to the Authorized body. If the information contains secret data, the whistleblower may not alert the public, unless otherwise regulated by law.

If the information contains secret data, the whistleblower and other persons are obliged to abide by general and special measures of protection of secret data prescribed by the law that regulates data secrecy.

4. PROTECTION OF WHISTLEBLOWER PERSONAL DATA

Article 7

The Authorized person is obliged to protect the personal data of the whistleblower, i.e. data based on which the identity of the whistleblower can be revealed, unless the whistleblower agrees to disclose such data, all in accordance with the law that regulates personal data protection and the Rulebook on protection of personal data (Reference ID 2666).

The Bank may not take measures aimed at disclosing the identity of an anonymous whistleblower.

Any person that becomes aware of data under the first paragraph of this article is required to protect such data.

The Authorized person is obliged, upon receiving the information, to inform the whistleblower that his/her identity may be disclosed to the competent authority, if not revealing the identity of the whistleblower would prevent that authority from acting, as well as to inform him /her of measures to protect participants in criminal.

If it is necessary to reveal the whistleblower's identity during the course of the procedure, the person authorized to receive information and conduct proceedings involving internal whistleblowing must inform the whistleblower about this before revealing his/her identity.

Information about the whistleblower may not be revealed to the person indicated in the information, unless otherwise prescribed by special law.

5. PROTECTION OF WHISTLEBLOWER AND OTHER PERSONS

Article 8

The **whistleblower** is entitled to protection, in accordance with the law and article 9 of this Rulebook:

- If he/she makes the whistleblowing at the Bank, authorized body or public in a way prescribed by law;
- If he/she discloses information on violation of regulations, human rights, on threats to life, public health, environmental security, as well as for the purpose the prevention of large-scale damage, within one year from becoming aware of the action which prompted his/her whistleblowing, or not later than ten years from becoming aware of such action;
- If at the time of the whistleblowing, based on available data, a person with average knowledge and experience as the whistleblower would believe in the genuineness of the information.

Related person is entitled to protection as whistleblower if he/she makes probable that harmful action has been taken against him/her as the result of relation with the whistleblower.

In addition, the right to protection is enjoyed by a person, which makes probable that he/she is the subject of harmful action if the person who took the harmful action erroneously believed that such person is a whistleblower or related person.

A person requiring data regarding the information is entitled to same protection as whistleblower if he/she makes probable that harmful action has been taken against him/her due to requiring these data.

6. BAN OF PUTTING THE WHISTLEBLOWER IN DISADVANTAGEOUS POSITION

Article 9

The bank must not, through action or inaction, put the whistleblower in a disadvantageous position in relation to whistleblowing (in relation to other employed persons due to whistleblower status), especially if the disadvantageous position refers to:

- 1) employment;
- 2) obtaining trainee or volunteer status;
- 3) work outside the employment relationship;
- 4) education, training or professional development;
- 5) work promotion, assessment, acquisition or loss of title;
- 6) disciplinary measures and punishments;
- 7) working conditions;
- 8) termination of employment;
- 9) salary and other benefits under employment relationship;
- 10) share in profit;
- 11) payment of rewards and severance pay;
- 12) assignment or transfer to another workplace;

- 13) failure to take measures for protection due to harassment by other persons;
- 14) referral to mandatory health examinations to examinations for the assessment of work capacity.

A whistleblower against whom a harmful action was taken in connection with whistleblowing is entitled to judicial protection, which is exercised by filing a lawsuit for protection in connection with whistleblowing to the competent court within six months from the day of becoming aware about the harmful action taken, i.e. three years from the day when harmful action was taken.

A lawsuit for protection related to whistleblowing, in accordance with the law, cannot challenge the legality of an individual act of the employer, which decided on the rights, obligations and responsibilities of the employee in relation to work.

7. BAN OF ABUSE OF WHISTLEBLOWING

Article 10

Abuse of whistleblowing is prohibited. Whistleblowing abuse is committed by a person who:

- A) Submits information which he/she knew was not true
- B) In addition to the request for proceeding in relation to information which performs whistleblowing, requires unlawful benefit.

8. OBLIGATIONS OF THE BANK

Article 11

The Bank informs all employees about the rights of whistleblowers, the whistleblowing proceeding, as well as other matters of importance for whistleblowing and protection of whistleblowers.

The Bank has published the Whistleblowing Act on the Intranet and on the official internet website otpbanka.rs.

The Bank Executive Board of appoints by Decision an Authorized person.

As per Article 2 of the Rulebook on the method of internal whistleblowing, the manner of assigning an authorized person at the employer, as well as other matters of importance for internal whistleblowing at the employer with more than ten employees, Executive board of the bank has appointed a person authorized to receive information and conduct the procedure in connection with internal whistleblowing. The decision on the appointment of an Authorized person shall be displayed on the intranet page - DMS.