

POLITIKA ZA PREPREČEVANJE KORUPCIJE

ANTI-CORRUPTION POLICY

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Na podlagi 31. člena statuta Banke Intesa Sanpaolo d.d. (v nadaljevanju: banke) je uprava banke sprejela:

Pursuant to Article 31 of the Articles of Association of Banca Intesa Sanpaolo d.d. (hereinafter: the Bank), the Management Board of the Bank has adopted:

Politika za preprečevanje korupcije / Anti-corruption guidelines

I. Splošne določbe / General Provisions

1. člen (Obseg in cilj smernic)

Smernice opredeljujejo načela in občutljiva področja ter določajo vloge, pristojnosti in makro procese za upravljanje tveganja pojava korupcije v Banki Intesa Sanpaolo d.d. (v nadaljevanju: Banka) v sklopu izvajanja svojih poslovnih aktivnosti. Banka v okviru aktivnega sodelovanja v boju proti korupciji in z namenom, da bi ohranila svoj ugled med ključnimi deležniki, nadzira posle, v katerih je udeležena kot izvajalec navodil, ki jih prejme od strank. Pri tem uporablja sistem, namenjen spremljanju tveganja, povezanega s preprečevanjem pranja denarja in financiranja terorizma.

Smernice mora spoštovati tako vodstvo Banke kot tudi vsi njeni zaposleni. Načela, zajeta v tem dokumentu, morajo upoštevati tudi zunanji deležniki (dobavitelji, agenti, svetovalci, strokovnjaki, poslovni partnerji, samozaposleni ali osebe, ki delajo za Banko na pravnih osnovah, ki ne predstavljajo zaposlitve,...), ki sodelujejo z banko pri izvajanju njenih aktivnosti (v nadaljevanju: tretje osebe).

2. člen (Pravni okvir)

Pristop boja proti korupciji usmerjajo navodila Skupine Intesa Sanpaolo (v nadaljevanju: Skupina) in temeljna načela veljavnih konvencij kot tudi najboljše mednarodne prakse. V tem okviru so posebnega pomena naslednji dokumenti:

- Organizacija za gospodarsko sodelovanje in razvoj (OECD), Konvencija o boju proti podkupovanju tujih javnih uslužbencev v mednarodnem poslovanju, 1997;
- Organizacija združenih narodov (v nadaljevanju OZN), Konvencija proti

Article 1 (Scope and aim of the Guidelines)

The present Guidelines identify the principles, identify the sensitive areas and define the roles, responsibilities and macro processes for managing the risk of corruption by the Banca Intesa Sanpaolo d.d. (hereinafter 'the Bank') as part of its own business activities. Moreover, the Bank, in the context of its active collaboration in the fight against corruption and in order to safeguard its image among all key stakeholders, monitors the operations in which it takes part as a mere executor of instructions from customers by making use of the anti-money laundering and terrorist financing risk control system.

The present Guidelines are to be respected by the corporate officers and all the personnel of the Bank. Also required to observe the principles contained in this document, if applicable, are the external stakeholders (suppliers, agents, consultants, professionals, business partners, self-employed or quasi-employees, etc.) that assist the Bank in the execution of its activities (hereinafter "third parties").

Article 2 (Regulatory framework)

The approach to combating corruption by the Bank is guided by the Intesa Sanpaolo Group (hereinafter: Group) instructions and by the fundamental principles contained in the applicable conventions as well as international best practices. In this framework the following references are of particular importance:

- Organization for Economic Cooperation and Development (OECD), "Convention on Combating Bribery of Foreign Public Officials in International Business Transactions", 1997;
- United Nations Organization (hereinafter "United Nations" or "UN"), "Convention Against

- korupciji, sprejeti s Sklepom 58/4 z dne 31. oktobra 2013;
- Svet Evrope, Kazenskoopravna konvencija o korupciji in Civilnopravna konvencija o korupciji, 1999;
- Svet EU, Okvirni sklep Sveta 2003/568/JHA z dne 22. julija 2003 o boju proti korupciji v zasebnem sektorju, 2003;
- Wolfsberg Group, Wolfsbergove smernice o preprečevanju korupcije, 2011;
- Mednarodna trgovinska zbornica (ICC), Pravila ICC za preprečevanje korupcije, 2011;
- Transparency International, Poslovna načela za boj proti podkupovanju, pobuda interesnih skupin pod vodstvom Transparency International, 2013;
- G-20, Izvedbeni načrt G-20 za boj proti korupciji 2015-16, 2014.

Dokument je del širšega okvira predpisov Banke. Predmetne smernice se povezujejo s spodaj navedenimi področji:

- Etični kodeks
- Kodeks ravnanja
- Politika skladnosti
- Smernice o administrativnem in finančnem upravljanju
- Smernice za nabavo
- Pravilnik o reševanju prijav o kršitvah v Banki (žvižgaštvo)

Dokument dopolnjuje določila iz širšega okvira predpisov slovenske zakonodaje:

- Zakon o integriteti in preprečevanju korupcije - ZIntPK-UPB2 (Uradni list RS, št. 69/11 z dne 2. 9. 2011),
- Kazenski zakonik - KZ-1-UPB2p (Uradni list RS, št. 6/16 z dne 29. 1. 2016 z vsemi nadaljnjimi spremembami), zlasti 240., 241., 242., 264. in 268. člen.

- Corruption”, adopted by Resolution 58/4 of 31 October 2003;
- Council of Europe, “Criminal Law Convention on Corruption” and “Civil Law Convention on Corruption”, 1999;
- EU Council, “Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector”, 2003;
- The Wolfsberg Group, “Wolfsberg Anti-Corruption Guidance”, 2011;
- International Chamber of Commerce, “ICC Rules on Combating Corruption”, 2011;
- Transparency International, “Business Principles for Countering Bribery, a Multi-Stakeholder Initiative led by Transparency International”, 2013;
- G-20, “2015-16 G20 Anti-Corruption Implementation Plan”, 2014.

This document also is part of the broader body of Bank regulations in which the following are highlighted as related fields:

- the Code of Ethics
- the Internal Code of Conduct
- the Compliance Guidelines;
- the Guidelines for Administrative and Financial Governance;
- the Procurement Guidelines
- the Rules on internal systems for reporting violations (whistleblowing).

This document also is part of the broader regulations by Slovenian law:

- Integrity and Prevention of Corruption Act - ZIntPK-UPB2 (Official Gazette of the Republic of Slovenia, no. 69/11 of 2. 9. 2011)
- Criminal Code - KZ-1-UPB2p (Official Gazette of the Republic of Slovenia, no. 6/16 of 29. 1. 2016 with amendments), particularly articles 240, 241, 242, 264 and 268.

II. **Glavna načela / Guiding principles**

3. člen (Princip ničelne tolerance)

Banka izvaja svoje aktivnosti za namene nudenja bančnih in finančnih storitev svojim strankam, pri tem pa deluje skladno z vrednotami integritete, ki obsegajo načela strokovnosti, skrbnosti, poštenosti, pravičnosti in odgovornosti. V skladu s temi načeli in upoštevajoč vrednote ter omejitve iz Etičnega kodeksa in Kodeksa ravnanja, Banka:

- ne tolerira kakršnekoli korupcije, ne glede na njeno vrsto ali obliko oziroma zakonodajo, v

Article 3 (Zero Tolerance principle)

The Bank carries out its activities with the aim of providing banking and financial services to its customers while observing the value of integrity, which is in turn applied to the principles of professionalism, diligence, honesty, fairness and responsibility. In line with these principles - and in keeping with the values and restrictions contained in the Code of Ethics and the Internal Code of Conduct:

- shall not tolerate any kind of corruption, in any way, shape or jurisdiction in which it should

kateri se ta pojavi, četudi so tovrstna ravnanja lahko sprejemljiva, dopustna in niso predmet pregona v skladu z zakonodajo držav, kjer Banka posluje;

- ne tolerira kakršnegakoli ravnanja, povezanega s posrednim ali neposrednim ponujanjem ali sprejemanjem denarja ali drugih ugodnosti, z namenom, da se usmerja ali nagradi izvajanje določene naloge oziroma aktivnosti ali njeno opustitev. Tako ravnanje ni dopustno niti v primeru plačil nižjih vrednosti, ki bi bila namenjena pospeševanju, spodbujanju ali zagotavljanju izvajanja rutinskih ali drugih aktivnosti, ki jih izvaja prejemnik, kateremu je plačilo namenjeno, v okviru svojih zadolžitvev (imenovano tudi »olajševalno plačilo«). Med ugodnosti, ki jih Banka ne sme nuditi, štejemo brezplačna darila ali storitve (z izjemo ugodnosti, ki jih nudi Banka v obliki manjših daril, reprezentančnih stroškov in dobrodelnih donacij), neupravičeno zaposlovanje oseb, odobravanje kreditov po pogojih, ki niso skladni z načeli smotrnega in skrbnega poslovanja ter kakršnekoli posel, ki bi ustvaril izgubo Banki in dobiček prejemniku (npr. neupravičen izbris dolga in/ali uporaba popusta ali pogojev, ki niso usklajeni s tržnimi parametri).

Bančni uslužbenci, ki so prejemniki denarja ali ugodnosti oziroma so seznanjeni, da je nekdo zahteval ali ponudil denar ali druge ugodnosti, ki bi bile dane z namenom izvedbe določene storitve ali aktivnosti oziroma njeni opustitvi, morajo nemudoma obvestiti svojega neposredno nadrejenega. Ta mora nato prenesti prejeto prijavo na Sektor za skladnost poslovanja in preprečevanje pranja denarja in na Sektor notranje revizije, ki ustrezno proučita primer. Prijava se lahko posreduje z uporabo sistema poročanja, vzpostavljenega v skladu s Pravilnikom o reševanju prijav o kršitvah v Banki (žvižgaštvo).

Zoper bančne uslužbenke, ki omogočajo ali sodelujejo v koruptivnih dejanjih ali ravnajo na način, ki ni skladen z zakonskimi predpisi in/ali temi Smernicami, se uvedejo disciplinski ukrepi, kot je predvideno v navodilih in pogodbenih določbah, ki urejajo delovna razmerja. Vrsta in obseg ukrepov se določi v skladu z veljavno zakonodajo. Pri tem je treba upoštevati tudi stopnjo nepremišljenosti, neusposobljenosti in malomarnosti osebe, ki je storila ali opustila določeno dejanje, njeno krivdo ter namernost njenega početja ter njegove morebitne ponovitve. Dodatno se obravnava tudi delo, ki ga ta oseba opravlja in njeno funkcijo ter morebitne posebne okoliščine, ki bi lahko vplivale na storjeno dejanje.

Skladno s pogodbenimi določili, mora Banka prekiniti vsakršno razmerje s tretjimi osebami, kar

occur, even if such activities were to be possibly accepted, tolerated or not challenged in accordance with the regulations in the countries where the Bank operates;

- shall not tolerate any conduct which has as its object the offer or acceptance of money or other benefit - directly or indirectly - with the aim of inducing or rewarding the performance of a task/activity or omission thereof. Such conducts are not tolerated even by reference to payments of small amounts in order to accelerate, promote or ensure the execution of a routine activity or one otherwise provided within the scope of the duties of the recipient (known as Facilitation Payments). Among the benefits that can't be granted are, for example, the gifts and services given free of charge (except for those provided as small gifts, entertainment expenses and charities), the undue hiring of a party, the disbursement of credit under terms not compliant with the principles of sound and prudent management and, more generally, all transactions involving the generation of a loss for the Bank and creating a profit for the recipient (e.g. unjustified cancellation of a debt position and/or applications of discounts or conditions which are not in line with market parameters).

Bank personnel who are the recipients of, or become aware of, a request or offer of money or other benefits, formulated by anyone, aimed at fulfilment or omission of a function/activity, must immediately report it to their direct superior; the latter in turn has an obligation to transmit the report received to the Compliance and AML Department and to the Internal Auditing Department for appropriate evaluation of the case. It retains the possibility to use the reporting systems required by the Rules on internal systems for reporting violations (Whistleblowing).

The Bank's personnel, who are involved in a corrupting act or facilitate conduct or act in a manner not in compliance with legal provisions and/or the present Guidelines, shall be subject to disciplinary action as provided for by the rules and contractual provisions governing the specific employment relationship. The type and extent of the penalties are defined, in accordance with applicable legislation, by taking into account the degree of carelessness, unskilfulness, negligence, fault or intent of the behaviour linked to the action/omission, while also taking into account any recidivism, as well as the work performed by the person concerned and their functional position, together with all the other special circumstances that may have characterised the act.

velja tudi za tuje osebe, ki sodelujejo z Banko in kršijo zakonodajo na področju boju proti korupciji, vključujoč kršitve teh Smernic. Banka ima pravico zahtevati odškodnino, če je zaradi tovrstnega ravnanje tretje osebe utrpela materialno škodo.

Kakršnekoli kršitve, ki jih storijo organi upravljanja ali nadzora v z Banko povezanih družbah, prouči Uprava. Ta v skladu z lokalnimi predpisi poda pobude, ki so po njegovem mnenju primerne in ustrezne.

Sistem določanja sankcij je neodvisen od začetka, poteka in opredelitve kakršnegakoli sodnega postopka, saj so načela in pravila iz teh Smernic, določena na ravni Skupine in so neodvisna od kakršnihkoli kaznivih dejanj, ki bi lahko izvirala iz prepovedanega dejanja.

Similarly, with reference to foreign parties, the Bank shall end any kind of relationship with third parties which - in their relations with the Bank - act in violation of the legislation on the fight against corruption, including the present Guidelines, as required by specific clauses included in contracts, without prejudice to reserving the right to seek compensation if such conduct should cause material damage to the Bank.

Any violations by administrative or control bodies within the companies related to the Bank are analysed by the Management Board regarding any initiatives deemed appropriate in relation to this case, in accordance with local regulations.

The penalty system is independent of the commencement, conduct and definition of any possible criminal prosecution, because the principles and rules set out in the present Guidelines have been defined by the Group independently from any criminal offences that the prohibited conduct may determine.

III. Najbolj tvegana področja / Areas at greatest risk

4. člen (Opredelitev tveganih področij)

Iz ustreznih mednarodnih standardov izhaja, da so področja, ki so obravnavana kot bolj tvegana in kjer obstaja večja verjetnost pojava korupcije, naslednja:

- darila in reprezentančni stroški,
- dobrodelni prispevki in sponzorstva,
- odnosi s tretjimi osebami (dobavitelji in osebe, ki sodelujejo z Banko)
- nakup, upravljanje in razpolaganje z naložbami in drugim premoženjem,
- zaposlovanje,
- nakup, upravljanje ali prodaja nepremičnin.

Z namenom, da bi se na teh področjih zagotovilo spoštovanje splošnega načela ničelne tolerance do korupcije, morajo vsa poslovna področja pri izvajanju svojih operativnih procesov slediti naslednjim splošnim pravilom:

- naloge so razdeljene tako, da se zagotovi ustrezno razporeditev odgovornosti in se vzpostavi ustrezne ravni odločanja. Tako se Banka izogne prekrivanju funkcij oziroma operativnim razporeditvam, na podlagi katerih so vse zadolžitve usmerjene na isto osebo;
- razporeditev pooblastil in odgovornosti je jasna in formalizirana. Točno so določene omejitve pooblastil in odgovornosti posameznih oseb ob upoštevanju njihovih

Article 4 (Definition of risky areas)

From the relevant international standards, the following areas in which there is a greater risk of, or which may be instrumental to the commission of, corrupting behavior have been identified:

- gifts and entertainment expenses;
- charity donations and sponsorships;
- relationships with third parties (suppliers and others who collaborate with the Group);
- purchase, management and disposal of investments and other assets;
- hiring of staff;
- purchase, management and sale of real estate.

In these areas, in order to ensure the implementation of the general principle of "zero tolerance" against corruption, all business areas must follow, in the management of operational processes, the following general rules:

- the separation of duties by adequately allocating responsibilities and establishing appropriate authorization levels in order to avoid functional overlaps or operating allocations that concentrate activities on a single person;
- clear and formalized allocation of powers and responsibilities, expressly indicating the limits of those powers and consistent with the duties assigned and positions covered within the organizational structure;

delovnih zadolžitvev in delovnih mest znotraj posamezne organizacijske strukture.

- vzpostavljeni so ustrezni postopki za izvajanje aktivnosti;
- ustrezno se beleži revizijske sledi izvedenih dejanj, poslov in transakcij v elektronski ali papirni obliki;
- procesi odločanja potekajo skladno z obstoječimi objektivnimi kriteriji (npr: Banka vodi register odobrenih dobaviteljev, ima vzpostavljen objektivni sistem ocenjevanja zaposlenih in meril za izbor kadrov,...);
- izvajajo in beležijo se nadzorne in kontrolne aktivnosti nad posli Banke.

Za učinkovito izvajanje aktivnosti, namenjenih preprečevanju korupcije, je bistvenega pomena dosledno upoštevanje tako administrativnih in računovodskih postopkov kot tudi postopkov, ki se nanašajo na izvajanje internih kontrol finančnih tokov. Posli in plačila morajo biti ustrezno evidentirana in prikazana v poslovnih knjigah in računovodskih evidencah Banke.

5. člen (Darila in reprezentančni stroški)

Banka ne dopušča uporabe brezplačnih daril in reprezentančnih stroškov, s katerimi bi vplivala na neodvisnost presoje prejemnika ali da bi ga na kakršen koli način napeljala k temu, da bi ji nudil določene usluge. Prepovedano je:

- deliti darila, obljubljeni ali zagotavljati kakršnekoli ugodnosti, ki bi se jih lahko razlagalo v smislu odstopanja od običajnih praks, namenjenih vzdrževanju poslovnih odnosov s strankami ali institucijami. Prav tako se je daril in ugodnosti prepovedano posluževati z namenom boljše obravnave v okviru kakršnekoli funkcije/aktivnosti, povezane z Banko.
- zase ali za tretje osebe sprejeti darila skromnih vrednosti, ki presegajo 1150 EU v koledarskem letu ali kakršnekoli ugodnosti, ki odstopajo od običajnih praks vzdrževanja poslovnih odnosov s strankami ali institucijami, s katerimi bi se nameravalo vplivati na nepristranskost odločanja prejemnika in pravilno opravljanje funkcije.

Med darila skromnih vrednosti, ki so namenjena vzdrževanju poslovnih odnosov s strankami ali institucijami, štejemo darila ali druge ugodnosti (npr. povabila na športne dogodke, predstave in druge zabavne vsebine, brezplačne vstopnice,...), ki jih nudi ali prejme ista oseba/institucija in njihova skupna vrednost v koledarskem letu ne presega 150 EUR. Kakršna koli darila ali ugodnosti, ki

- appropriate procedures for performing the activities;
- traceability of the acts, operations and transactions through an appropriate paper or electronic trail;
- decision-making processes linked to preset objective criteria (e.g.: the company keeps registers of approved suppliers, objective staff assessment and selection criteria are in place, et cetera);
- control and supervisory activities on company transactions are in place and traceable.

For effective anti-corruption activities, it is also essential to respect the administrative and accounting procedures and those relating to internal controls regarding financial flows, so as to ensure that payments and transactions are accurately recorded and reflected in the books and records of the company concerned.

Article 5 (Gifts and entertainment expenses)

The Bank does not tolerate the use of free gifts and representation expenses in order to influence the independence of judgement of the recipient or in any way induce them to confer favors and, therefore, it is forbidden:

- to distribute gifts, promise or grant benefits of every kind that can be interpreted as exceeding the normal practice of commercial and/or institutional courtesy, or as a means used in order to obtain favorable treatment in the performance of any function and/or activity connected with the Bank
- accept for themselves or for others any gifts of modest value, exceeding a value of 1150 EUR in a calendar year or any other benefit that falls outside the ordinary practice of commercial and/or institutional courtesy or otherwise is aimed at compromising independence of judgement and operational correctness.

Acts of commercial and/or institutional courtesy of modest value refers to gifts or any other benefits (e.g. invitations to sporting events, shows and entertainment, free tickets, etc.), coming from or destined to the same person/institution, that do not exceed the value of €150 in a calendar year. Any gifts or other benefits exceeding the value of €150 may be permissible in exceptional cases, taking into

¹ Omejitev predstavlja zgornjo vrednost daril opredeljeno z internimi pravili skupine ISP. Velja, da je vsak znesek višji od 42 EUR podvržen zakonodaji, ki govori o obračunu davka na dodano vrednost / Limitation represent the threshold defined by parent bank. The usual fiscal rules apply for all gifts above 42 EUR.

presejajo vrednost 150 EUR, so dovoljena le v izjemnih primerih, prejme ali nudi pa se jih lahko le na podlagi odobritve direktorja sektorja. Pri tem je treba upoštevati profil prejemnika oziroma darovalca in smotrnost darila.

Najvišji letni znesek, ki je določen za darila in druge ugodnosti, se ne nanaša na reprezentančne stroške, namenjene organizaciji zajtrkov, sprejemov, dogodkov in drugih oblik izkazovanja dobrodošlice ter gostoljubnosti, pri katerih sodelujejo vodstveni delavci oziroma drugi zaposleni Banke. Dogodki se morajo nanašati izključno na poslovne odnose strankami in morajo biti organizirani v luči splošno sprejemljivih praks vzdrževanja poslovnih odnosov s strankami ali institucijami.

Pod nobenim pogojem se ne sme podariti ali sprejeti denarja. Darila in druge ugodnosti, ki jih Banka nameni isti osebi ali družbi morajo biti skladni, v kolikor je le to mogoče, s standardi družbe (darila z blagovno znamko, seznam daril).

V vsakem primeru je treba upoštevati naslednje minimalne standarde:

- darila in reprezentančni stroški morajo biti obravnavani v sklopu specifičnih internih pravilnikov, v katerih so določene vloge, odgovornosti in upravičenost porabe;
- darila in reprezentančni stroški morajo biti ustrezno nadzorovani (z navedbo narave, namena, prejemnika, vrste in vrednosti darila/stroška, ter če je potrebno tudi odobritev); nadzora ni potrebno izvajati v primeru daril ali drugih ugodnosti, ki jih prejmejo vodstveni delavci ali zaposleni Banke od iste osebe/institucije in njihova skupna vrednost v koledarskem letu ne preseže 150 EUR.

6. člen (Dobrodelna donatorstva in sponzorstva)

Banka se ne poslužuje dobrodelnih donacij ali sponzorstev, da bi si zagotovila boljšo obravnavo. V ta namen je sprejela postopke za preprečevanje morebitnega koruptivnega ravnanja, v skladu s katerimi posluje na transparenten in odgovoren način.

V vsakem primeru Banka upošteva naslednje minimalne standarde:

- dobrodelne donacije in sponzorstva morajo biti obravnavana v okviru specifičnih internih pravilnikov, ki določajo vloge, odgovornosti in upravičenost porabe;
- izplačil iz naslova dobrodelnih donacij so lahko upravičene le institucije, ki so ustanovljene v skladu z zakonom in katerih dejavnost ni v nasprotju z etičnimi načeli

account the profile of the donor and/or recipient, and in any event within reason, with authorization from their hierarchical superior at least the respective Department's director.

The amount limits set on an annual basis for gifts and other benefits shall not apply to entertainment expenses related to breakfasts, receptions, events and forms of welcome and hospitality which involve the participation of corporate officers and staff of the Bank, as long as they are strictly related to the business relationship and are reasonable in comparison to the commonly accepted practices of business and/or institutional courtesy.

Under no circumstances may gifts consist of money. The gifts and other benefits distributed by the Bank to the same person/entity must be reconciled as far as possible to company standards (branded gifts, gift catalogue).

In any case, the following minimum standards must be observed:

- gifts and entertainment expenses must be covered by specific internal regulations governing the roles, responsibilities and spending entitlements;
- gifts and entertainment expenses must be properly monitored (with indication of their nature and purpose, recipient, type and value of gift/expense, authorization if necessary); monitoring is not required in the case of gifts or other benefits received by corporate officers or employees of the Group coming from the same person/institution which do not exceed the value in a calendar year of €150.

Article 6 (Charity donations and sponsorships)

The Bank does not use charity donations and sponsorships aimed at obtaining favorable treatment and thus, in such activity, works in a transparent and accountable manner, by adopting procedures to prevent potentially corrupt conduct.

In any case, the following minimum standards must be observed:

- charity donations and sponsorships must be covered by specific internal regulations governing the roles, responsibilities and spending entitlements;
- disbursements by way of charity donations or sponsorship may only have as beneficiaries those institutions properly constituted in accordance with the law and whose activities are

Banke. V primeru dobrotelčnih organizacij, lahko Banka sodeluje le z neprofitnimi;

- kakršnekoli sponzorske pobude ne morejo biti hkrati tudi predmet izplačil iz naslova dobrotelčnih donacij;
- prav tako Banka ne sme izplačevati dobrotelčnih prispevkov ali sponzorskih sredstev političnim strankam in gibanjem ter njihovim podružnicam, sindikatom in dobrotelčnim organizacijam za zaščito delavčevih pravic, klubom (npr. Lions, Rotary,...), rekreativnim društvom in skupinam, zasebnim šolam, zasebnim šolam, ki so s pravnega vidika enakovredne javnim šolam in/ali pravno priznanim šolam, z izjemo določenih pobud posebnega družbenega, kulturnega ali znanstvenega pomena, ki morajo biti odobrene s strani Sektorja za skladnost poslovanja in preprečevanje pranja denarja.
- izpeljati je treba pregled institucije, ki je prejemnica sredstev, da bi:
 - analizirali vrsto institucije in namen njene ustanovitve
 - preverili zanesljivost in ugled institucije, ki je prejemnica sredstev, s poudarkom na preverjanje morebitnih sodnih postopkov in/ali izrečenih sankcij zoper njo;
 - preverili, če obstajajo kakršna koli zakonska določila, ki urejajo poslovanje te ustanove
 - ugotovili, ali bi bila Banka zaradi sodelovanja s prejemnikom podvržena kakršnemkoli tveganju
- institucija prejemnica sredstev se mora formalno zavezati, da posluje skladno z veljavno zakonodajo na področju preprečevanja korupcije in načeli iz teh Smernic;
- vsakršno izplačilo mora biti odobreno s strani pooblaščenih oseb skladno z veljavnim sistemom podeljevanja pooblastil in odgovornosti;
- izplačila se lahko izvršijo le na prejemnikov transakcijski račun. Ni dovoljeno izplačati sredstev v gotovini ali izvršiti plačil v drugo državo kot v tisto, kjer ima prejemnik registriran sedež ali tretji osebi, ki ni bila določena kot prejemnik;
- zagotoviti se mora nadzor nad pobudami in ustrezno papirno ali elektronsko arhiviranje vse dokumentacije, ki se nanaša na obveznosti Banke v okviru upravljanja z dobrotelčnimi donacijami in sponzorstvi (narava in namen, opravljeni pregledi, proces odobritve, način izplačila), tako da se zagotovi sledljivost razlogom za izplačilo in povezanim pristojnostim.

not contrary to the ethical principles of the Bank; in the case of charities, such institutions may not be for-profit;

- any sponsorship initiatives may not simultaneously be subject to disbursements as charity donations;
- likewise, no charitable contributions or sponsorships may be given to political parties and movements and their subsidiary organizations, trade unions and welfare associations (patronati), clubs (e.g. Lions, Rotary, et cetera), recreational associations and groups, private schools, private schools legally equivalent to public schools and/or legally recognized schools, except for particular initiatives of special social, cultural or scientific value; which must be approved by the Compliance and AML Department;
- due diligence must be carried out on the beneficiary institution aimed at:
 - analyzing the type of institution and the purpose for which it was created;
 - checking the reliability and reputation of the beneficiary institution, with particular attention to criminal records and/or charges;
 - verify the existence of any requirements needed to operate in accordance with the provisions of applicable law;
 - identify any risks which may be associated with the beneficiary;
- the beneficiary institution must formally commit to respect the applicable anti-corruption legislation and the principles contained in the present Guidelines;
- all disbursements must be approved by the empowered parties based on the current system of powers and delegation;
- disbursements may be recognized only on a current account held by the beneficiary institution; it is not permitted to make payments in cash, in a country other than that of the beneficiary institution or to a party other than the same;
- monitoring must be ensured of the initiatives and the archiving, including telematic or electronic format, of all the documentation relating to the obligations undertaken within the framework of the management of charity donations and sponsorships (nature and purpose, checks carried out, approval process, mode of disbursement), so as to allow reconstruction of the related reasons and responsibilities.

Article 7

7. člen (Razmerja s tretjimi osebami)

Banka vzpostavlja odnose s tretjimi osebami – dobavitelji, agenti, svetovalci, strokovnjaki, poslovni partnerji, samozaposleni in drugimi osebami, ki sodelujejo z Banko pri izvajanju njenih aktivnosti. Ocenjevanje primernosti tretje osebe zajema oceno njene profesionalnosti, strokovnosti, konkurenčnosti in integritete. Banka kar se da natančno prouči te odnose in sprejme ustrezne postopke, s katerimi bi preprečila morebitno koruptivno vedenje.

V vsakem primeru mora Banka slediti naslednjim načelom:

- pred vzpostavitvijo razmerja je treba opraviti pregled stranke, katerega namen je:
 - da se pri poslovnih odnosih s pravnimi osebami ugotovi, kdo so dejanski lastniki osebe in kdo dejansko upravlja z osebo ter nadzira njeno poslovanje. Poleg tega je treba tudi proučiti njeno ekonomsko/finančno stanje;
 - preveriti zanesljivost in ugled, ki ga uživa tretja oseba, s poudarkom na preverjanje morebitnih sodnih postopkov in/ali sankcij zoper osebe, v primeru pravnih oseb, je treba preveriti tudi ugled njihovih dejanskih lastnikov ter oseb, ki upravljajo s stranko in nadzirajo njeno poslovanje;
 - da se preveri kvalifikacije in izkušnje, ki so potrebne za izvajanje pogodbe
 - preveriti, ali obstajajo kakršna koli zakonska določila, ki urejajo poslovanje te osebe;
 - ugotoviti, ali bi bila Banka zaradi sodelovanja z upravičencem podvržena kakršnemukoli tveganju;
- pogodba, ki ureja razmerje mora vsebovati zavezo tretje osebe, da posluje skladno z veljavno zakonodajo na področju preprečevanja korupcije in načeli iz teh smernic. Banka si pridružuje pravico, da lahko v primeru kršitve zavez, zahteva predčasno prekinitev razmerja in odškodnino za nastalo škodo;
- pogodba, ki ureja razmerje mora vsebovati zavezo tretje osebe, da bo obvestila odgovorno osebo ustreznega Sektorja, če bi Banka ali bančni uslužbenci od nje zahtevali denar ali druge ugodnosti, s katerimi bi želeli spodbuditi izvedbo ali opustitev določene funkcije/aktivnosti v povezavi s sklenjeno pogodbo, ne glede na to, kdo je to zahteval, kdo je prejemnik ali kdo je bil s tem seznanjen;
- plačila se morajo izvršiti izključno na transakcijski račun tretje osebe. Zaželeno je, da je račun odprt pri Banki iz Skupine ISP. Če je račun tretje osebe odprt pri Banki iz

(Relationships with third parties)

The Bank establishes relationships with third parties – suppliers, agents, consultants, professionals, business partners, the self-employed, quasi-employees or other parties who shall assist the Bank for the implementation of its activities – on the basis of assessments of professionalism, competence, competitiveness and integrity, and print these relationships as accurately as possible, adopting procedures aimed at preventing potentially corrupting conduct.

In any case, the following principles must be observed:

- the launch of the relationship must be preceded by due diligence aimed at:
 - identifying, in the case of companies, the chain of control, its beneficial owners and persons who perform management and control activities as well as its economic/financial situation;
 - checking the reliability and reputation of the third party, with a focus on criminal records and/or charges, in the case of companies, relating to its beneficial owners and to the persons who perform management and control activities;
 - determining the capabilities and experience required for the execution of the contract;
 - verifying the existence of any requirements needed to operate in accordance with the provisions of applicable law;
 - identifying any risks which could be associated with the third party;
- the contract that governs the relationship must contain a commitment from the third party to comply with the applicable anti-corruption legislation and the principles contained in the present Guidelines, with the Bank being entitled, in the event of default, to demand early termination of the relationship and compensation for any damage;
- the contract that governs the relationship must contain a commitment from the third party to report to the Head of the relevant department of the Bank any request for money or other goods, whoever should have made it, been its recipient, or become aware of it, aimed at the performance or omission of a function/activity in relation to the execution of the contract;
- payments must be made exclusively on an account held by the third party account holder which preferably should be opened with a ISP Group bank. In the event of opening accounts with the ISP Group, the due diligence obligations relating to the chain of control, the beneficial owners, the persons that perform management and control activities and the reputation of the third party as defined above, are considered to be waived;

Skupine ISP, se lahko opusti pregled stranke in ugotavljanje dejanskih lastnikov in oseb, ki upravljajo s stranko ali ki nadzorujejo njeno poslovanje, prav tako ni treba preverjati ugleda tretje osebe.

- sredstev ni dovoljeno izplačati v gotovini, prav tako ni dovoljeno izvršiti plačila v drugo državo kot v tisto, kjer ima tretja oseba sedež ali osebi, ki ni pogodbeni partner.

Kar zadeva postopke nabave blaga in storitev ter določanje strokovnih delovnih obveznosti (npr. pravo, davčna, tehnična in delavska zakonodaja, administrativno, organizacijsko svetovanje, borzno posredništvo, agencije ali drugi posredniki,...) mora Banka slediti naslednjim minimalnim standardom:

- postopki nabave blaga, storitev in strokovnih storitev morajo biti vključeni v specifična interna pravila, ki določajo vloge, odgovornosti in upravičenost porabe;
- odobritev nabavnega zahtevka, izbire dobavitelja, sklenitve pogodbe in izdaje naročila je v domeni oseb, ki so za to izrecno pooblaščen v skladu z veljavnim sistemom podeljevanja pooblastil in odgovornosti;
- dobavitelje blaga in storitev ter zunanje strokovnjake se določi iz seznama dobaviteljev, ki so bili izbrani na podlagi kriterijev prek razpisa ali s pridobitvijo dodatnih ponudb, kot je navedeno v internih pravilih; interna pravila določajo primere, ko je dovoljeno odstopanje od tega načela zaradi specifičnih potreb ali drugih utemeljenih razlogov (kot specifične svetovalne zadolžitve ali pravne storitve);
- katerikoli podizvajalec, ki ga najame tretja oseba, mora biti naveden v pogodbi, sodelovanje z njim pa mora odobriti pristojna oseba v Banki, ki podpisuje pogodbo še pred njeno sklenitvijo.
- plačilo računa lahko odobri le pooblaščen oseba v skladu z internimi pravili. Plačilo se izvrši na podlagi potrdila o kakovosti izvedenih storitev ali dostavljenega blaga v skladu s pogodbenimi določili in posledično ustrezne višine zahtevanega plačila. Računa ni dovoljeno poravnati, če ta ni ustrezno utemeljen kot je opredeljeno v pogodbenih obveznostih.
- aktivnosti povezane z različnimi fazami procesa morajo biti razdeljene med različne in točno določene osebe, pri tem pa je treba upoštevati ločitev vlog oseb, ki naloge izvajajo ter osebe, ki preverjajo izvedbo;
- zagotoviti se mora spremljanje aktivnosti (posebno pozornost je treba nameniti kriterijem za izbor dobavitelja blaga in/ali storitev oziroma strokovnjaka kot tudi dejstvu, ali je strošek ustrezen in relevanten) ter tudi ustrezno dokumentiranje ali elektronsko arhiviranje vse dokumentacije, ki se nanaša

- it is not permitted to make payments in cash or payments in a country other than that where the third party is based or to a party other than the latter.

As far as the purchasing procedures of goods and services and the appointment of professional duties (e.g. legal, tax, technical, labor law, administrative, organizational consulting, brokerage, agency or miscellaneous intermediary, etc.), the following additional minimum standards must be met:

- procurement processes for goods, services and professional services must be covered by specific internal regulations governing the roles, responsibilities and spending entitlements;
- approval of the purchase request, supplier selection, conclusion of the contract and issue of the order shall be exclusively carried out by persons specifically empowered under the existing power and delegation system,
- the choice of the suppliers of goods and services and of freelance professionals is made from lists of suppliers selected on the basis of criteria identified in the internal set of rules, through a tender or otherwise through the acquisition of additional offers; internal regulations identify in which cases it is possible to depart from this principle due to specific needs and with justified reasons (such as specific consulting assignments and legal services);
- any subcontracting of supplies of services/activities to third parties shall be contractually conditional on prior approval by the Bank structure which signed the contract;
- to authorize the payment of the invoice/parcel is up to the individuals vested with the authorized person in line with internal rules and must be supported by a certificate regarding the quality of the supply/performance of the contractual terms and the consequent adequacy of the amount requested; in any case it is not permitted to make payments that are not adequately justified in the context of the contractual relationship;
- the activities relating to the different phases of the process must be carried out by different and clearly identifiable persons, and must be supported by a maker and checker mechanism;
- the monitoring of activities must be guaranteed (with particular reference to the rationale for the selection of the supplier of goods and/or services or the professional as well as the relevance and adequacy of expenditure) as well as the archiving, including telematic or electronic format, of all documentation inherent to the obligations undertaken within the framework of the process of procurement of goods, services and professional services, in order to allow the reconstruction of the reasons for the choices and the related responsibility.

na obveznosti, določene v okviru procesa nabave blaga, storitev in strokovnih storitev, tako da se zagotovi sledljivost izbirnemu procesu in povezanim pristojnostim.

8. člen (nakup, upravljanje in razpolaganje z naložbami in drugimi sredstvi)

Banka ne tolerira nepreglednega vedenja, katerega namen je pridobitev ali zagotovitev prednostne obravnave v okviru nakupa, upravljanja in razpolaganja z naložbami (posrednimi ali neposrednimi, kvalificiranimi ali nekvalificiranimi naložbami v kapital drugih podjetij in drugimi oblikami naložb) in drugimi sredstvi (npr. nedonosna posojila, poslovne enote, sredstva in pravna razmerja, ki jih je mogoče obravnavati skupinsko). To načelo se nanaša predvsem na naslednja področja:

- ocenjevanje utemeljenosti transakcije in/ali določanje poslovnih priložnosti;
- urejanje predpogodbenih razmerij in izvajanje ustreznih aktivnosti pred podpisom pogodbe ali njenim spreminjanjem;
- vodenje postopkov, povezanih z nakupom, upravljanjem ali prodajo naložb ali drugih sredstev.

V vsakem primeru mora Banka slediti naslednjim minimalnim standardom:

- postopki nakupa, upravljanja in prodaje naložb ali drugih sredstev morajo biti vključeni v specifična interna pravila, ki določajo vloge, odgovornosti in upravičenost porabe;
- določeni morajo biti ustrezni nivoji odobranja, pri čemer se v okviru sistema pooblastil in odgovornosti določi osebe, ki lahko podajo odobritev in/ali podelijo pooblastila v predpogodbeni in pogodbeni fazi posla ter v obdobju upravljanja poslovnega odnosa;
- opraviti je treba pregled naložbenih podjetij in nasprotnih strank v skladu z merili, ki veljajo za tretje osebe;
- dejavnosti, ki se nanašajo na različne faze procesa, morajo izvajati različne in točno določene osebe, pri tem pa je treba upoštevati ločitev vlog oseb, ki naloge izvajajo ter osebe, ki preverjajo izvedbo;
- zagotoviti se mora spremljanje aktivnosti kot tudi papirno ali elektronsko arhiviranje celotne dokumentacije, da se zagotovi sledljivost razlogom, ki so botrovali k določeni odločitvi in povezanim pristojnostim.

9. člen (zaposlovanje)

Article 8 (Purchase, management and disposal of investments and other assets)

The Bank does not tolerate non-transparent behavior, designed to obtain or grant preferential treatment, as part of the purchase, management and disposal of investments (direct or indirect, qualified or unqualified in the share capital of other companies and other forms of investment similar) as well as other assets (for example non-performing loans, business units, assets and legal relationships identified as a block). This principle, in particular, affects the following areas:

- examination of the feasibility of the transaction and/or identification of business opportunities;
- management of pre-contractual relationships and performance of activities preliminary to the signing of contracts and refinement of the same;
- management of procedures linked to the purchase, management and sale of investments and other assets.

In any case, the following minimum standards must be observed:

- processes for the purchasing, management and sale of investments and other assets must be covered by specific internal regulations governing the roles, responsibilities and spending powers;
- appropriate levels of authorization must be assigned, with the identification, within the power and delegation system, of parties who can exercise the authorization and/or negotiating powers in the pre-contractual, contractual and management stage of relationships;
- due diligence must be carried out on investment enterprises and the counterparty, according to criteria similar to those adopted for third parties;
- the activities relating to the different phases of the process must be carried out by different and clearly identifiable persons, and must be supported by a maker and checker mechanism;
- monitoring of activities must be guaranteed as well as the archiving, including telematic or electronic format, of all the documentation in order to allow reconstruction of the related reasons and responsibilities.

Article 9 (Hiring of staff)

The Bank provides for the adoption of staff hiring methods based on fairness and excluding any favoritism. In this context, the Bank operates in a transparent and documented manner, by adopting

Banka je sprejela metode zaposlovanja kadra, ki temeljijo na pravičnosti in izključujejo kakršno koli pristranskost. V ta namen je uvedla ustrezne postopke za preprečevanje morebitnega koruptivnega vedenja in s tem zagotavlja, da je njeno poslovanje transparentno in pregledno.

V vsakem primeru mora Banka slediti naslednjim minimalnim standardom:

- postopek zaposlovanja mora biti vključen v specifična interna pravila, ki določajo vloge, odgovornosti in upravičenost porabe;
- postopek zaposlovanja mora biti urejen v okviru temu namenjene službe, ki v skladu s proračunom in internimi razvojnimi načrti ocenjuje potrebe enot, ki zaprosijo za kader;
- izbira mora biti narejena s seznama potencialnih kandidatov, z izjemo strokovno usposobljenih oseb, zaščitenih kategorij ali oseb, za katere je predvideno, da bodo zasedle vodstvene položaje;
- izbiro mora spremljati zbirka standardiziranih homogenih informacij v elektronski ali drugi obliki, na podlagi katerih se izdelata profil posameznega kandidata
- izdelata se primerjalna ocena kandidatov na podlagi njihovih sposobnosti, strokovnosti in izkušenj v povezavi z razpisanim delovnim mestom;
- pred zaposlitvijo je treba opraviti pregled, katerega namen je:
 - preveriti zanesljivost in ugled kandidata, s posebnim poudarkom na preverjanje morebitnih sodnih postopkov in/ali sankcij zoper to osebo;
 - ugotavljanje morebitnih tveganj, povezanih s kandidatom.
- določeni morajo biti ustrezni nivoji odobranja, pri čemer se v okviru sistema pooblastil in pristojnosti določi osebe, ki so izrecno pooblaščen za odobritev zaposlitve, pri tem pa je treba upoštevati tudi njihov položaj v okviru organizacijske strukture Banke;
- dejavnosti, ki se nanašajo na različne faze procesa morajo izvajati različne in točno določene osebe, pri tem pa je treba upoštevati ločitev vlog oseb, ki naloge izvajajo ter osebe, ki preverjajo izvedbo;
- zagotoviti se mora spremljanje aktivnosti kot tudi papirno ali elektronsko arhiviranje celotne dokumentacije o obveznostih, ki izhajajo iz naslova izbire kadra in zaposlitvenega procesa (CV, prošnja za zaposlitev, pogodba o zaposlitvi,...), da se zagotovi sledljivost razlogom, ki so botrovali k določeni izbiri in povezanim odgovornostim.

10. člen (nakup, upravljanje in prodaja nepremičnin)

procedures to prevent potentially corrupting conduct.

In any case, the following minimum standards must be observed:

- the recruitment process must be subject to specific internal regulations governing the roles, responsibilities and spending powers;
- the recruitment process must be centralized within a dedicated unit, which assesses the needs of the requesting units in line with the budget and internal development plans,
- the selection must be made from a list of potential candidates, except for qualified specialist personnel, protected categories, or of figures destined to managerial positions;
- the selection shall be supported by the collection, including by electronic means or otherwise, of standardized homogeneous information, required to define the profile of each candidate;
- the comparative assessment of the candidates must be made on the basis of skills, professionalism and experience in relation to the role for which recruitment is taking place;
- recruitment shall be preceded by due diligence aimed at:
 - checking the reliability and reputation of the candidate, with particular attention to criminal background and/or charges against such persons;
 - identifying any risks associated with the candidate;
- appropriate levels of authorization must be assigned, with the identification, within the power and delegation system, of personnel expressly empowered to authorize the hires, including in relation to the importance of the position within the organization;
- the activities relating to the different phases of the process must be carried out by different and clearly identifiable persons, and must be supported by a maker and checker mechanism;
- monitoring of activities must be guaranteed as well as the archiving, including electronically or otherwise, of all the documentation relating to the obligations undertaken within the framework of the personnel selection and recruitment process (CV, application form, contract of employment, etc.), so as to allow the reconstruction of the reasons for the choices made and the related responsibility.

Article 10

(Purchase, management and sale of real estate)

The Bank adopts transparent property management methods that mitigate the risk of preferential treatment. This principle, in particular, affects the following areas:

Banka je sprejela pregledne metode upravljanja premoženja, ki blažijo tveganje pristranske obravnave. To načelo se nanaša zlasti na naslednja področja:

- prepoznavanje in izbira investicijskih ali dezinvesticijskih priložnosti;
- nakup, upravljanje in prodaja nepremičnin;
- najemno upravljanje.

V okviru teh dejavnosti se Banka izrecno distancira od kakršnega koli ravnanja, ki vključuje obljubo, podelitev ali nakup nepremičnine po pogojih, ki odstopajo od tržnih. Prav tako zavrača kakršno koli ravnanje, na podlagi katerega bi si neupravičeno prizadevala za doseg osebni interesov ali interesov Banke ali ki bi ga lahko opredelili kot koruptivno.

V vsakem primeru je treba upoštevati naslednje minimalne standarde:

- postopki nakupa, upravljanja in prodaje nepremičnin kot tudi najemnega upravljanja morajo biti vključeni v specifična interna pravila, ki določajo vloge, odgovornosti in upravičenost porabe;
- določeni morajo biti ustrezni nivoji odobranja, pri čemer se v okviru sistema pooblastil in pristojnosti, določi osebe, ki lahko podajo odobritev in/ali podelijo pooblastila za nakup, upravljanje ali prodajo nepremičnin kot tudi najemno upravljanje;
- potrebno je opraviti pregled nasprotne stranke v skladu z merili, ki veljajo za tretje osebe;
- preveriti je treba poštenost nakupne cene nepremičnine kot tudi aktivne in pasivne najemnine v primerjavi s tržno vrednostjo. Če se na podlagi opravljenega pregleda oceni, da obstaja potencialno tveganje korupcije, mora poštenost cene določiti neodvisni strokovnjak;
- dejavnosti, ki se nanašajo na različne faze procesa morajo izvajati različne in točno določene osebe, pri tem pa je treba upoštevati ločitev vlog oseb, ki naloge izvajajo ter osebe, ki preverjajo izvedbo;
- zagotoviti se mora spremljanje aktivnosti kot tudi papirno ali elektronsko arhiviranje celotne dokumentacije, ki se nanaša na prevzete odgovornosti v okviru procesov nakupa, upravljanja in prodaje nepremičnin ter najemnega upravljanja, da se zagotovi sledljivost razlogom, ki so botrovali k določeni odločitvi in povezanim odgovornostim.

- identification and selection of investment or disinvestment opportunities;
- acquisition, management and sale of properties;
- lease management.

As part of these activities, the Bank expressly disclaims any conduct that involves the promise, granting or acquisition of real estate on terms different from those of the market or for the purpose of unduly favoring the pursuit of personal interests or the Bank's interests or which could otherwise be seen as corrupting conduct.

In any case, the following minimum standards must be observed:

- the processes of purchasing, management and sale of real estate as well as lease management must be covered by specific internal regulations governing the roles, responsibilities and spending powers;
- appropriate levels of authorization must be assigned, with the identification, within the power and delegation system, of parties which can exercise the authorization and/or negotiating powers on the acquisition, management and sale of real estate as well as lease management;
- due diligence must be carried out on the other counterparty, according to criteria similar to those adopted for third parties;
- a verification must be made of the fairness of the purchase price of the property as well as the active and passive rent compared to the market value, making use - where on the basis of the outcome of due diligence a potential risk of corruption can be discerned - of valuations by independent experts;
- the activities relating to the different phases of the process must be carried out by different and clearly identifiable persons, and must be supported by a maker and checker mechanism;
- monitoring of activities must be guaranteed as well as the archiving of all documentation relating to the obligations undertaken within the framework of the processes of purchasing, management and sale of real estate as well as lease management, including telematic or electronic format, so as to allow the reconstruction of the related reasons and responsibilities.

IV. Vloge in odgovornosti / Roles and responsibilities

**11. člen
(Organi upravljanja)**

Organi upravljanja banke (Uprava in Nadzorni svet) vsak v okviru svojih pooblastil in odgovornosti:

- na predlog direktorja Sektorja za skladnost poslovanja in preprečevanje pranja denarja prouči in odobri Smernice za preprečevanje korupcije in skrbi za njihovo izvajanje prek predsednika Uprave;
- prouči podatke o pregledu tveganja pojava korupcije, ki ga pripravi direktor Sektorja za skladnost poslovanja in preprečevanje pranja denarja v okviru njegovega/njenega rednega poročanja.

O izsledkih opravljenega pregleda tveganja pojava korupcije je obveščen tudi Sektor notranje revizije.

**12. člen
(Področje upravljanja tveganj)**

Direktor Sektorja za skladnost poslovanja in preprečevanje pranja denarja v sodelovanju z ustreznimi organizacijskimi enotami s Področja upravljanja tveganj opredeli metodologije za ocenjevanje tveganj, povezanih z neskladnim ravnanjem, pri tem pa spodbuja sinergijo med instrumenti in metodami upravljanja operativnega tveganja in tveganja ugleda.

**13. člen
(Finančno področje)**

Organizacijske enote, ki sodijo v finančno področje, skrbijo za pravočasen in pravilen prikaz ekonomskih in finančnih rezultatov Banke. Ti predstavljajo enega od predpogojev za učinkovito izvajanje aktivnosti, povezanih z bojem proti korupciji.

**14. člen
(Sektor za skladnost poslovanja in preprečevanje pranja denarja)**

Direktor Sektorja za skladnost poslovanja in preprečevanje pranja denarja je zadolžen za pripravo Smernic za preprečevanje korupcije in njihovo predstavitev organom upravljanja, odgovornim za to področje. Nadzor nad tveganjem pojava korupcije izvaja prek funkcije preprečevanja pranja denarja. Vse komercialne funkcije zagotavljajo podporo direktorju Sektorja za skladnost poslovanja in preprečevanje pranja denarja pri dejavnostih nadzora, upravljanja in poročanja, v skladu z določili iz ustreznih organizacijskih pravilnikov.

15. člen

**Article 11
(Corporate Bodies)**

The Corporate Bodies of the Bank (Management Board and Supervisory Board), each within their respective powers and responsibilities:

- examine and approve, upon the proposal of the Director of Compliance and AML department, the Banks Anti-Corruption Guidelines and look after the implementation through the CEO;
- examine the information concerning oversight of the risk of corruption provided by the Director of Compliance and AML department as part of the regular reports.

The disclosure concerning oversight of the risk of corruption is also extended to the Internal audit department.

**Article 12
(CRO Division)**

The Chief Risk Officer's structures collaborate with the organizational units and Director of Compliance and AML department for the definition of the methodologies for assessing the risks of non-compliance, promoting synergy with the instruments and methods of Operational and Reputational Risk Management.

**Article 13
(CFO Division)**

The Chief Financial Officer's structures ensure a prompt and correct representation of the economic and financial results of the Bank which, with reference to the risk of corruption, represent one of the prerequisites for effective activities of fighting against instances of corruption.

**Article 14
(Compliance and AML Department)**

Director of Compliance and AML Department prepares and proposes to the Corporate Bodies within their respective responsibility the Group Anti-Corruption Guidelines and ensures, through the Anti-Money Laundering Function, supervision of the risk of corruption. All of the Business Functions provide support to the Director of Compliance and AML department in control, governance and reporting activities in the terms indicated in their respective organizational codes

Article 15

(Funkcija preprečevanja pranja denarja)

Funkcija preprečevanja pranja denarja spremlja izpostavljenost tveganju pojava korupcije na ravni Banke. V ta namen je neodvisna od poslovnih enot in poroča neposredno direktorju Sektorja za skladnost poslovanja in preprečevanje pranja denarja ter ima zadostno število primerno usposobljenega kadra vključno z ekonomskimi pogoji, ki so potrebni za izvajanje nalog. Funkcija preprečevanja pranja denarja v sklopu pregleda izpostavljenosti tveganju pojava korupcije izvaja naslednje aktivnosti:

- nudi podporo direktorju Sektorja za skladnost poslovanja in preprečevanje pranja denarja pri opredelitvi in rednem pregledu ter posodobitvi teh Smernic;
- s pomočjo Sektorja pravnih poslov spremlja razvoj nacionalnega in mednarodnega pravnega okvira na tem področju ter ocenjuje njegov vpliv na procese in interne postopke. Funkcija preprečevanja pranja denarja pripravlja in periodično posodablja podatke o veljavnih predpisi s področja preprečevanja korupcije v posamezni državi, kjer ima Banka sedež ali podružnice.
- pripravlja oceno tveganja glede učinkovitosti procesov in internih postopkov z namenom spremljanja boja proti korupciji. V sodelovanju z ustreznimi organizacijskimi enotami predlaga organizacijske in procesne spremembe, ki so potrebne ali primerne za zagotovitev ustreznega nadzora nad tveganjem;
- organom upravljanja in organizacijskim enotam nudi svetovanje in podporo na področju boja proti korupciji;
- odloča o sklenitvi poslovnega odnosa z nasprotnimi strankami, ki predstavljajo visoko tveganje za pojav korupcije, za katere je treba opraviti poglobljen pregled. Odobritev sodelovanja s tako stranko predlagajo ustrezne organizacijske strukture, presoja pa se lahko zahteva tudi zato, ker posel presega določene omejitve, ki so določene na podlagi njegovega namena;
- odloča, če je to potrebno, o kakršnem koli odstopanju od načel, ki so navedena v teh Smernicah;
- V sodelovanju z ostalimi relevantnimi funkcijami, predlaga in določi sistem prvo- in drugo nivojskih kontrol, ki se nanašajo na področje preprečevanja korupcije;
- prouči potrebe po izvedbi izobraževanj s področja preprečevanja korupcije in določi njihovo vsebino. V sodelovanju s pristojnimi poslovnimi funkcijami izbere komunikacijski kanal in izobraževalno orodje.
- pristojna je za komunikacijo z regulatorjem in drugimi nadzornimi organi glede področja preprečevanja korupcije, o tem pa obvešča Sektor pravnih poslov ter Sektor notranje revizije,

(Anti-Money Laundering Function)

The Anti-Money Laundering Function has the task of overseeing at the Bank level the risk with regard to corruption. To this end the Anti-Money Laundering Function is independent of the operating units, given its reporting to the Director of Compliance and AML department, and has qualitatively and quantitatively adequate staff for its duties, including economic ones. With reference to the oversight of the risk of corruption, the Anti-Money Laundering Function carries out the following activities:

- supports the Director of Compliance and AML department in the definition, periodic review and update of the present Guidelines;
- monitors, with the support of the Legal Affairs Department the evolution of the national and international legal framework of reference, assessing their impact on processes and on internal procedures; with specific reference to the regulatory framework in the field of the fight against corruption in individual countries where the Bank operates, the Anti-Money Laundering Function prepares and periodically updates specific Country Data compiling the main local regulations;
- performs the risk assessment regarding the effectiveness of the processes and internal procedures with a view to overseeing the fight against corruption and proposes, with the cooperation of the applicable corporate units, the organizational and procedural changes which are necessary or appropriate in order to ensure adequate oversight of risk;
- provides advice and assistance to the Corporate Bodies and corporate units in the field of the fight against corruption;
- authorizes the establishment of relations with counterparties with a high risk of corruption, which require reinforced due diligence, if submitted for approval by the relevant Corporate Bodies or exceeding certain thresholds of significance for the purpose defined;
- authorizes, where applicable, any exceptions to the principles contained in the present Guidelines;
- in collaboration with other relevant functions, proposes and defines the system of first and second level controls concerning the fight against corruption;
- cooperates with the competent corporate functions for the establishment of communication channels and effective training tools, identifying needs and setting the content of the training initiatives on issues of anti-corruption;
- manages relationships with regulatory and Supervisory Authorities on anti-corruption matters, keeping the International and

- skrbi za pripravo informacij za poročanje Upravi in njeno obveščanje.

16. člen
(Sektor pravnih poslov)

Sektor pravnih poslov pokriva naslednje naloge:

- nudi podporo funkciji preprečevanja pranja denarja pri opredelitvi veljavnih pravil na področju boja proti korupciji;
- svetuje in nudi podporo funkciji preprečevanja pranja denarja glede spornih pravnih vidikov, ki zadevajo presojanje skladnosti z internimi procesi in postopki, pogodbami in obrazci ali pomembnejših zaznanih kršitvah;
- upravlja odnose s pravosodnimi organi v primerih kršitev na področju preprečevanja korupcije in o tem obvešča funkcijo preprečevanja pranja denarja.

17. člen
(Sektor za marketing in korporativno komuniciranje)

Sektor za marketing in korporativno komuniciranje je zadolžen, da se pobude, ki so namenjene krejitvi podobe Banke in njene komercialne aktivnosti (sponzorstva, odnosi z lokalnimi skupnostmi in trgovskimi združenji, odnosi z javnostmi,...), izvajajo skladno s temi Smernicami.

Sektor za marketing in korporativno komuniciranje v sodelovanju s Službo upravljanja s kadri in funkcijo preprečevanja pranja denarja določi ustrezen komunikacijski kanal za širitev kulture preprečevanja korupcije znotraj Banke.

18. člen
(Sekretariat banke)

Sekretariat banke mora preverjati, ali so dane donacije skladne s smernicami za donacije, ki jih Uprava sprejme vsaki dve leti.

19. člen
(Služba upravljanja s kadri)

Služba upravljanja s kadri:

- vzpostavi postopek izbire, zaposlovanja in upravljanja s kadri, ki je usklajen z glavnimi načeli, na katerih temelji pristop Banke k preprečevanju korupcije
- predlaga in izreka disciplinske ukrepe proti zaposlenim, ki delujejo neskladno s principi,

Regulatory Affairs Head Office Department informed;

- prepares information flows to the Management Board.

Article 16
(Legal Affairs Department)

Legal Affairs supports:

- the Anti-Money Laundering Function in the identification of the applicable rules for the fight against corruption;
- provides advice and assistance to the Anti-Money Laundering Function with regard to controversial legal aspects concerning examination of the conformity of internal processes and procedures, contracts and forms or the significant cases of malfunctioning found;
- manages relations with the judicial authorities in case of compliance incidents with regard to matters of corruption, keeping the Anti-Money Laundering Function informed

Article 17
(PR & Marketing Communication Department)

The PR & Marketing Communication Department ensures that the management of the initiatives to support the Bank's image and commercial activities (sponsorships, relations with community and trade associations, public relations, etc.) are conducted in accordance with the present Guidelines.

The PR & Marketing Communication Department establishes, in cooperation with the Human Resources Office and the Anti-Money Laundering Function, effective communication channels for the dissemination within the company of the culture of anti-corruption.

Article 18
(General Secretariat of the Bank)

The Secretariat of the Chairman of the Board of Directors shall, in accordance with the Charity Fund Guidelines approved by the Board of Directors every two years, ensure that donations comply with these Guidelines.

Article 19
(Human Resources Office)

The Human Resources Office:

- ensures a process of selection, recruitment and management of personnel aligned to the guiding principles underlying the anti-corruption approach of the Bank;

določeni z notranjimi pravili o boju proti korupciji.

- pripravlja izobraževanja, ki pripomorejo k širjenju korporativne kulture v skladu z načeli s področja preprečevanja korupcije. Aktivnosti, povezane s pripravo načrta izobraževanj, opredelitve vsebine, tem, prejemnikov in metodologij, priprave izobraževanj in njihovo izvedbo, se izvajajo v sodelovanju s funkcijo preprečevanja pranja denarja.

20. člen (Sektor poslovnih procesov)

Sektor poslovnih procesov:

- pripravlja analize in odloča o spremembah in organizacijskemu razvoju procesov, vključno s tistimi, ki izhajajo iz aktivnosti, povezanih z ocenjevanjem tveganj. Pri tem upošteva mnenje funkcije preprečevanja pranja denarja in z njo tudi sodeluje pri pripravi analiz;
- skupaj s funkcijo preprečevanja pranja denarja in lastnikom procesa, načrtuje poslovne procese in nadzira posodabljanje in objavo internih pravil s področja preprečevanja korupcije.

21. člen (Služba nabave)

Služba nabave je zadolžena za pripravo politik in smernic o nabavnem procesu v Banki, s katerimi se zagotovi, da se nabavne aktivnosti banke in podjetij, ki poslujejo z Banko v okviru organizacijskega kodeksa poslovanja, izvajajo skladno s temi Smernicami.

22. člen (Služba splošnih poslov)

Služba splošnih poslov banke pripravi politike in smernice za upravljanje s premoženjem Banke, v skladu s katerimi se zagotovi, da se aktivnosti, povezane z upravljanje premoženja Banke, v okviru Pravilnika o notranji organizaciji, izvajajo skladno s temi Smernicami.

23. člen (Poslovne enote in druge operativne strukture)

Poslovne enote in druge operativne strukture so zadolžene za upravljanje procesa tveganj, povezanih s korupcijo. Te organizacijske enote morajo prepoznati, oceniti, spremljati in blažiti tveganje pojava korupcije, ki izhaja iz rednih poslovnih aktivnosti in o njem poročati direktorju

- evaluates and promotes disciplinary action against staff contravening the principles set down by internal legislation on the fight against corruption;
- prepares trainings that contribute to the spread of a consistent corporate culture with the principles relating to anti-corruption. Activities for the preparation of training plans, the definition of training interventions (in terms of content, themes, recipients and methodologies) and the subsequent preparation and delivery of the same are managed by cooperating with the Anti-Money Laundering Function.

Article 20 (Business Processes Department)

The Business Processes Department:

- provides, taking advantage of the advice and collaboration of the Anti-Money Laundering Function, for analysis and adoption of change and organizational development processes, including those arising from risk assessment activities;
- designs the business processes, together with the Anti-Money Laundering Function and the process owner, and monitors the update and publication of internal legislation on the fight against corruption.

Article 21 (Procurement Office)

The Procurement Office defines the policies and guidelines on Banks purchasing, ensuring that the purchasing activities of the Bank and the Companies working with the Bank, within the scope based on the business organizational code, are conducted in accordance with the present Guidelines.

Article 22 (Real Estate Management Office)

The Real Estate and Logistics Head Office Department defines the policies and guidelines on the Bank's property management, ensuring that the property management activities of the Bank, within the scope based on the business organizational code, are conducted in accordance with the present Guidelines.

Article 23 (Business Units and Other Operating Structures)

The Business Units and other operating structures are responsible for the management process regarding the risk of corruption: such organizational units need to identify, assess, monitor, mitigate and

Sektorja za skladnost poslovanja in preprečevanje pranja denarja.

Poslovne enote in druge operativne strukture morajo delovati skladno s procesi in postopki Banke. To se preverja s prvonivojskimi kontrolami, katerih namen je ugotoviti, ali so transakcije ustrezno izvršene in če so v celoti skladne s predmetnimi Smernicami.

Poslovne enote in druge operativne strukture izvajajo tudi naslednje aktivnosti:

- če se pojavi morebitno visoko tveganje pojava korupcije, morajo izvesti aktivnosti poglobljenega pregleda, kot je določeno v skladu z internimi postopki in procesi;
- sodelujejo pri izobraževanjih na področju preprečevanja korupcije, kot določeno v pripravljenih planih izobraževanj.

24. člen (Sektor notranje revizije)

Sektor notranje revizije ocenjuje ustreznost in učinkovitost ukrepov, ki so bili vzpostavljeni z namenom preprečevanja korupcije in obvešča organe upravljanja o rezultatih izvedenega ocenjevanja v sklopu svojega rednega poročanja. Ko prejme poročila o kakršnemkoli nezakonitem ravnanju ali ravnanju, za katerega obstaja utemeljeni sum kršitve načel iz predmetnih smernic ali drugih pravil s področja boja proti korupciji, Sektor notranje revizije nemudoma obvesti Sektor za skladnost poslovanja in preprečevanje pranja denarja in sproži aktivnosti, za katere meni, da so najprimernejše glede na situacijo.

report corruption risks arising from ordinary business activities to the director of Compliance and AML Department.

The Business Units and other operating structures shall comply with the corporate processes and procedures, verifying the application with suitable first-level controls aimed at ensuring the proper conduct of transactions, with a view to full compliance with the present Guidelines.

The Business Units and other operating structures also perform the following activities:

- they execute, in the presence of a potentially high risk of corruption, due diligence activities as defined by the corporate processes and procedures;
- they participate in the training courses on anti-corruption matters, based on training plans drawn up.

Article 24 (Internal Audit Department)

The Internal Audit Department evaluates the adequacy and effectiveness of the measures in place to combat corruption and provides the results of its assessments to the Corporate Bodies as part of its periodic reports. The Internal Audit Department, when it receives reports of any illegal conduct or conduct for which there is a reasonable suspicion of violation of the principles contained in the present Guidelines or regulations on fighting corruption, immediately notifies the Compliance and AML Department and the pertinent activities considered most appropriate are activated.

V. Makro procesi za boj proti korupciji / Macro processes for the fight against corruption

25. člen (Ocena tveganja)

Prepoznavanje in obdobjno ocenjevanje tveganja pojava korupcije in povezanega upravljanja, predstavljata prvo logično fazo modela upravljanja tveganj. Funkcija preprečevanja pranja denarja letno določi in oceni tveganje ter pregleda skladnost posameznega področja, ki je bolj izpostavljeno tveganju pojava korupcije v skladu s predmetnimi Smernicami, da bi ocenila splošno izpostavljenost tveganju pojava korupcije. Funkcija preprečevanja pranja denarja na podlagi rezultatov ocene tveganja določi in načrtuje potrebne ukrepe upravljanja tveganj.

Article 25 (Risk Assessment)

The identification and periodic assessment of corruption risk and its related governance represent the first logical phase of the risk management model. The Anti-Money Laundering Function makes an annual identification and assessment of the risk and compliance controls for each of the risk areas set out in the present Guidelines in order to have an assessment of the overall exposure to the risk of corruption. Based on the risk assessment results, the Anti-Money Laundering Function identifies and schedules the necessary management measures.

26. člen

Article 26 (Regulatory alignment)

(Uskladitev s predpisi)

Uskladitev z veljavnimi predpisi se zagotovi z naslednjimi aktivnostmi:

- stalen pregled nad zunanjimi pravili in zakonodajo ter njihova obravnava;
- ocenjevanje vpliva veljavnih pravil na procese in postopke banke in, posledično, podaja predloga organizacijskih in postopkovnih sprememb, ki so namenjene zagotavljanju ustreznega upravljanja tveganja pojava korupcije.

Izvajanje dejavnosti ocenjevanja vpliva predpisov s področja korupcije nadzoruje funkcija preprečevanja pranja denarja v sodelovanju s Službo upravljanja s kadri in Službo organizacije, pri obravnavi pravnih vidikov pa sodeluje s Sektorjem pravnih poslov v okviru njihovih pristojnosti. Funkcija preprečevanja pranja denarja pripravlja in periodično posodablja podatke o pomembnejših veljavnih predpisih s področja preprečevanja korupcije v posamezni državi, kjer ima Banka sedež ali podružnice.

27. člen (Svetovanje)

Funkcija preprečevanja pranja denarja svetuje in nudi podporo organom upravljanja Banke in njenim organizacijskim enotam ter tako skrbi za obvladovanje tveganja pojava korupcije in njenega preprečevanja. Tako zagotovi, da se predmetne Smernice ustrezno vključijo v poslovne aktivnosti in procese.

28. člen (Širitev kulture)

Širitev korporativne kulture, ki temelji na načelih poštenosti, pravičnosti in spoštovanja duha in črke teh Smernic pripomore k obvladovanju tveganja pojava korupcije. V ta namen funkcija preprečevanja pranja denarja poda posebne pobude za pripravo izobraževanj za vodstvo Banke in vse zaposlene, ki so najbolj izpostavljeni tveganju pojava korupcije. Načrtovane pobude so obvezne in jih je treba spremljati. Prejemnik mora biti po opravljenem izobraževanju sposoben:

- razumeti bistvene vidike zakonskih določb na področju boja proti korupciji;
- uporabiti te Smernice in delovati skladno z njihovimi načeli.

29. člen (Izvajanje nadzora)

Regulatory alignment is ensured through the following activities:

- identification on an on-going basis and interpretation of external rules and regulations;
- evaluation of the impact of applicable rules on corporate processes and procedures and consequent proposal of organizational and procedural changes designed to ensure an adequate governance of corruption risk.

The activity of assessing the impact of the rules on corruption is overseen by the Anti-Money Laundering Function with the collaboration of the Human Resources and Organization Office, and for the legal aspects, with the support of the Legal Department within their respective responsibility. With specific reference to the regulatory framework in the field of the fight against corruption in individual countries where the Bank operates, the Anti-Money Laundering Function prepares and periodically updates specific Country Data compiling the main local regulations.

Article 27 (Advisory)

Corruption risk governance with a view to prevention is also performed by providing advice and assistance, by the Anti-Money Laundering Function, to the Corporate Bodies and organizational units of the Bank, to ensure the correct application of the present Guidelines in the activities and corporate processes.

Article 28 (Diffusion of Culture)

The diffusion of a corporate culture based on principles of honesty, fairness and respect for the spirit and letter of these Guidelines contributes to the management of the risk of corruption. To this end the Anti-Money Laundering Function addresses specific training initiatives for the corporate officers and staff members who are most exposed to the risk of corruption. The planned initiatives are mandatory and shall be monitored; they are aimed, in particular, at each recipient developing the following capabilities:

- grasp the salient aspects of the regulatory provisions aimed at fighting corruption;
- apply the present Guidelines, acting in accordance with the provisions contained herein.

Article 29 (Assurance)

Skladnost z zakonodajo s področja preprečevanja korupcije je predmet prvo- in drugonivojskih kontrol, ki se izvajajo z namenom, da se stalno preverja skladnost, učinkovitost in uspešnost uvedenih procesov in postopkov.

Banka zagotavlja, da se izvajanje teh aktivnosti vrši skladno z ustreznimi strokovnimi standardi in zlasti, da:

- imajo osebe, ki so zadolžene za izvajanje kontrol ustrezne izkušnje in strokovne kvalifikacije;
- upoštevajoč obseg in kompleksnost aktivnosti, ki so predmet kontrole, se področjem, ki so zadolžena za upravljanje s kontrolami in njihovo izvajanje, zagotovi ustrezne vire in orodja;
- kontrole na področjih, za katera je značilno povečano tveganje pojava korupcije so načrtovane in se izvajajo redno, kot je navedeno v pripravljene ocene tveganja. Izvedene so z največjo mero skrbnosti in vestnosti ter so ustrezno shranjene in dokumentirane, saj so podlaga za ugotovitve in podana priporočila.
- rezultati opravljenih kontrol so predmet poročanja;
- vodje organizacijskih enot, ki so zajete v kontrolo, morajo biti pravočasno obveščene o zaznanih težavah.

Sektor za skladnost poslovanja in preprečevanje pranja denarja, Sektor poslovanja s prebivalstvom, Sektor poslovanja z malim gospodarstvom, Sektor poslovanja s ključnimi komitenti, Sektor poslovanja z malimi in srednjimi podjetji in Sektor poslovanja z velikimi podjetji:

- sporočijo cilje prvonivojskih kontrol poslovnim enotam in drugih operativnim strukturam, ki so odgovorne za njihovo implementacijo;
- obdobjo spremljajo poslovanje na področjih, ki so bila v sklopu ocene tveganja ocenjena kot bolj izpostavljena tveganju in izvajajo pregled procesov, kjer je to potrebno;
- v okviru nadzornih aktivnosti določajo in spremljajo korekcijske ukrepe, namenjene blažitvi ugotovljenega tveganja neskladnega ravnanja.

30. člen (poročanje organom upravljanja)

Poročanje organom upravljanja o zadevah s področja preprečevanja korupcije je sestavni del poročil, ki jih pripravlja direktor Sektorja za skladnost poslovanja in preprečevanja pranja denarja, dodatno pa mora ta enkrat letno poročati tudi o ugotovljenih in ocenjenih tveganjih, povezanih s kršitvami in načrtovanjem intervencijskih ukrepov.

Compliance with anti-corruption legislation is the subject of first and second level controls providing continuous verification of compliance, efficiency and effectiveness of processes and procedures adopted.

The Bank ensures that the performance of these activities takes place as per suitable professional standards and, in particular, that:

- the persons charged with the controls have appropriate experience and professional credentials;
- the governance and control areas involved operate with resources and tools adequate for the volumes and complexity of the activities subjected to control;
- the controls are planned, regularly aimed at the areas characterized by increased risk of corruption, as identified in the context of the risk assessment activity, are carried out with the utmost care and diligence and adequately documented in order to support the findings and recommendations made;
- the results of the control activities are subject to reporting;
- the managers of the organizational units subject to controls shall be promptly informed of any issues involved.

The Compliance and AML Department and the Mass Client Department, Small Business Client Department, Affluent and Private Client Department, Small and Medium Enterprises Department, Domestic Corporates and Institutional Client Department:

- communicate the first-level control objectives to the Business Units and other operating structures responsible for their implementation;
- periodically monitor the operations in sectors at risk detected in the context of risk assessment and, where appropriate, perform process verifications;
- define and monitor the corrective actions required for the mitigation of the risks of non-compliance identified, including as part of the control activities

Article 30 (Information flows to the Corporate Bodies)

The reporting to the Corporate Bodies on matters of corruption is an integral part of the reports prepared by the Director of Compliance and AML department including, on an annual basis, the identification and assessment of risks of non-compliance and the scheduling of management interventions.

Article 31

31. člen (Upravljanje odnosov z oblastmi)

Odnose z regulatorjem in nadzornimi organi, ki se nanašajo na področje preprečevanja korupcije, upravlja funkcija preprečevanja pranja denarja.

32. člen (Skrbni pregled stranke)

Enota, ki želi skleniti poslovno razmerje in je to poslovno razmerje povezano s tveganim področjem, mora v skladu s temi Smernicami opraviti pregled stranke še pred sklenitvijo poslovnega razmerja in ga obdobjno obnavljati ves čas trajanja pogodbe.

Skrbnost opravljenega pregleda mora biti sorazmerna s tveganjem, ki ga predstavlja stranka. Kazalniki, ki bi lahko nakazovali na potencialno visoko tveganje za pojav korupcije in zaradi katerih je treba opraviti poglobljen pregled stranke (tako imenovani elementi »rdeči alarm«), so:

- nasprotna stranka posluje v državi, kjer je stopnja tveganosti pojava korupcije visoka in je ima sedež v drugi državi kot v tisti, kjer ima sedež Banka. Kot visoko tvegane se štejejo države iz tabele »Corruption Perceptions Index«, ki jo letno pripravlja Transparency International, katerim je bilo dodeljenih manj točk od povprečja.
- nasprotna stranka: i) zaseda položaj javnega uslužbenca ali uradnika ali je politično izpostavljena oseba²; ii) je bila Banki predlagana s strani ene od prej navedenih oseb; iii) ima tesne vezi s katero od zgoraj navedenih oseb in odločilni vpliv na izvajanje aktivnosti, ki so v interesu Skupine;
- podatki o nasprotni stranki so neobičajni (zapletena ali nepregledna lastniška struktura, nima poslovalnic v državi, kjer se nahaja Banka,...);
- ravnanje stranke je neprimerno (ne strinja se z vključitvijo klavzul, ki se nanašajo na preprečevanje korupcije v pogodbo, zahteva neobičajne pogodbene pogoje, povprašuje po neobičajnih provizijah, zahteva, da se plačila izvedejo na račune tretjih oseb ali v države, kjer nasprotna stranka ne posluje);
- pričakuje se sodelovanje posrednikov, ki bi izvajanje posla spodbudili, pospešili ali jo zaključili;

(Management of relations with the Authorities)

Relations with the regulation and Supervision Authorities with respect to issues relating to anti-corruption are handled by the Anti-Money Laundering Function.

Article 32 (Specific Compliance - Due Diligence)

The present Guidelines require the carrying out of an initial and periodic due diligence by the requesting unit, in the risk areas.

Due diligence should be commensurate with the risk of the counterparty. Possible indicators of a potentially high risk of corruption, which require the need for enhanced due diligence (so-called "red flag" elements) are:

- the counterparty operates in a country at high risk of corruption other than the country of residence of the Group Company or Bank. Considered as high risk is a score below the average of the "Corruption Perceptions Index" prepared annually by Transparency International;
- the counterparty: i) holds the position of Public Official or Public Service Employee³ or Politically Exposed Person;⁴ ii) has been introduced by any of such parties; iii) has close relations with any of the same, with decision-making power on activities in the Group's interest;
- the counterparty presents anomalous corporate characteristics (complex corporate or otherwise non-transparent structure, the absence of operational units in the country in which the Bank operates);
- the counterparty adopts improper types of conduct (objections to the inclusion of anti-corruption contractual clauses, request for anomalous contract terms, demand for non-standard commissions, requests for payments to parties other than the counterparty or which are in countries where the counterparty does not have its own operations);
- the involvement of intermediaries is expected in order to encourage, promote or finalize the transaction;

² Definicija politično izpostavljene osebe je zajeta v Pravilniku o ukrepih za preprečevanje pranja denarja in financiranja terorizma ter izvajanje omejevalnih ukrepov

³As defined by the Organisational, Management and Control Model adopted pursuant to Legislative Decree no. 231/2001 of the Parent Company

⁴As identified in the Rules relating to anti-money laundering and combating the financing of terrorism

- nasprotna stranka je bila v preteklosti vpletena v sodni postopek s kazenskimi posledicami.
- the counterparty has in the past been involved in proceedings with criminal implications.

Metode izvajanja poglobljenega pregleda in povezanih aktivnosti so opisane v internih aktih, ki urejajo poslovne procese na področjih, ki so bolj izpostavljeni tveganju pojava korupcije.

The methods of performing enhanced due diligence activities are described in the internal regulations governing the business processes in which areas at risk are detected.

Vzpostavitev poslovnega razmerja, za katerega se zahteva odobritev organov upravljanja kot tudi poslovnih razmerij, ki presegajo določene omejitve glede na namen posla in povezanega tveganja, mora predhodno odobriti funkcija preprečevanja pranja denarja. Odobritev funkcije preprečevanja pranja denarja se zahteva, ko posel presega vrednost 100.000 EUR (v enkratnem znesku oziroma na letni ravni) oziroma ob prisotnosti katerega od kazalnikov, opredeljenih v drugem odstavku tega člena.

The establishment of relationships subject to the approval of Corporate Bodies, as well as relationships exceeding certain thresholds defined for the purpose of risk, are authorized in advance by the Anti-Money Laundering Function. The authorization of the Anti-Money Laundering Function is required if the transaction exceeds the value of 100,000 EUR (one time deal or on the annual basis) or in case any of the indicators mentioned in the second paragraph of this article are detected.

33. člen

(Prijava in prepoved povračilnih ukrepov)

Banka ceni vlogo, ki jo imajo vodilni delavci komercialnih enot in njihovi zaposleni pri varstvu korporativne integritete in pravočasnem poročanju zaznanih kršitev internih pravil ter protikorupcijskih načel in določil. V ta namen so pripravljene komunikacijski kanali, prek katerih se poročajo kršitve ali utemeljeni sum kršitve načel in pravil iz teh Smernic. Interni sistem poročanja o kršitvah, njegovo upravljanje, procesi, ki se nanašajo na analizo prijave, vpletene strukture in postopki poročanja organom upravljanja so urejeni skladno s posebnimi poslovnimi pravili, ki zagotavljajo anonimnost osebe, ki sproži prijavo, da bi s tem izključili tveganje povračilnih ukrepov in nepoštenega ter diskriminatornega ravnanja.

Article 33

(Reports and Prohibition of Retaliation)

The Bank values the role played by corporate officers and their staff in protecting corporate integrity and promptly reporting any violation or risk of violation of the internal regulations and the anti-corruption principles and provisions. In this regard communication channels are provided through which to report any unlawful conduct or for which there is a reasonable suspicion of violation of the principles and rules contained in the present Guidelines. The internal reporting systems, its manager, the processes of analysis of the reports, the structures involved and the procedures for reporting to corporate bodies are governed by specific business rules that ensure the confidentiality of the reporting party, excluding the risk of retaliatory, unfair or discriminatory conduct.