

**«A P P R O V E D»**

**by the Supervisory Board  
«ANOR BANK» JSC  
September \_\_, 2020**

**(minute № \_\_\_\_\_)**

Chairman of the Supervisory Board

\_\_\_\_\_ Sh.K.Karimbayev

**ANTI-CORRUPTION POLICY  
«ANOR BANK»  
JOINT STOCK COMPANY**

**Tashkent - 2020**

## I. GENERAL TERMS

1. The present Anti-corruption Policy of “ANOR BANK” JSC (hereinafter referred to as - the Policy) has been developed in compliance with the laws of the Republic of Uzbekistan “On Counteracting Corruption”, “On Banks and Banking Activity”, “On Joint Stock Companies and Protection of Shareholder Rights” (in a new edition), the Regulation on Corporate Governance in Commercial Banks, approved by the Resolution of the Management Board of the Central Bank of the Republic of Uzbekistan dated June 24, 2000 under № 472, registered by the Ministry of Justice of the Republic of Uzbekistan on July 05, 2000 under № 943, other acts of the laws of the Republic of Uzbekistan and the Charter of “ANOR BANK” Joint-Stock Company (hereinafter referred to as - the bank).

2. The following terms and definitions shall be used herein for the purposes of this Policy:

**counterparty** – a legal entity, an individual entrepreneur, a physical person (including individuals engaged in private practice) who has entered or has the intention to enter into contractual relations with the Bank, except for employment relations.

**corruption** – illegal use by a person of his/her official or professional position with the purpose of receiving material or non-material benefits in his/her personal interests or in the interests of other persons, as well as illegal granting of such benefits;

**corruption offence** – an action that has the attributes of corruption and for execution of which the legislation stipulates responsibility;

**conflict of interests** – a situation in which personal interest (direct or indirect) affects or may affect the proper performance of official or professional duties by a person and in the course of which there arises or may arise a conflict between personal interest and the rights and legitimate interests of citizens, organizations, society or the state;

**counteraction to corruption** – the activities of personnel of the Bank, members of management bodies of the Bank, personnel of internal control departments of the Bank within their authority to detect, prevent, suppress, disclose, investigate and eliminate causes of corruption actions, and to minimize and/or eliminate consequences of corruption actions.

3. This Policy is a local regulatory act of the bank which:

- establishes the fundamental principles of counteracting corruption in the bank and in the relations of the bank with its counterparties and other persons, including state and municipal organizations;

- sets anti-corruption standards, including conduct (e.g. limitations or restrictions to prevent or reduce the impact of corruption on the functioning of the bank, which are common for the bank, its staff and other persons)

- establishes the managerial and organizational basis for counteracting corruption.

4. The main objectives of this Policy are:

- minimizing the risk of involving the bank and its employees at any level in corrupt activities;
- preventing corrupt actions, establishing single requirements and procedures to counteract corruption for the bank, its employees, as well as persons who provide services in the interests of the bank or on its behalf (for example, agents, mediators, representatives, counterparties, etc.);

- forming among bank employees, counterparties and other persons a clear understanding that the bank conducts honest and transparent activity and does not accept corruption of any forms and manifestations;

- establishing the obligation of bank employees to comply with the requirements of this document and anticorruption procedures connected with it;

- establishing personal responsibility for compliance with the principles and requirements of this Policy.

5. This Policy demonstrates the commitment of the bank, members of the management bodies of the bank and all employees of the bank to high ethical and professional standards, principles of conducting the business in a transparent and honest way, and also the aspiration of the bank to

increase the level of corporate culture, to follow the best international practices of corporate management and conducting business, and to enhance the business reputation of the bank and its investment attractiveness.

6. The requirements of this Policy shall be mandatory for the management bodies of the Bank and all employees of the Bank regardless of their positions. General principles and restrictions stipulated by this Policy shall also be applied to agents, consultants, counterparties, representatives of the bank and other persons in cases when respective obligations are stipulated in contracts with such persons or arise directly from requirements of the applicable anti-corruption legislation.

7. If the provisions of this Policy and/or related anti-corruption procedures of the bank are found to be insufficiently effective or if the requirements of the anti-corruption legislation change, this document and/or the relevant anti-corruption procedures shall be amended.

8. In case of changes in the names of subdivisions and/or positions of bank employees engaged in the execution of operations within the framework of this Policy, provided that they retain the functions established for these subdivisions and/or bank employees by this Policy, likewise in case of delegation of these functions to the competence of other subdivisions and/or bank employees, all activities according to this Policy shall be performed by relevant subdivisions and/or bank employees until amendments to this Policy are introduced.

9. The Bank shall place this Policy in free access on the corporate website of the bank in the Internet, publicly declare its rejection of corruption, welcome and encourage the compliance with the principles and requirements hereof by all counterparties of the bank, bank personnel, members of management bodies of the bank and other persons and enhance the growth of anti-corruption culture of society.

10. The bank shall pay particular attention while establishing correspondent relations as well as business relations with legal entities and individuals registered/permanently residing in foreign states or foreign territories, which are known from international sources as states or territories with a high level of corruption.

## **II. KEY PRINCIPLES OF COUNTERACTING CORRUPTION**

11. Countering against corruption in the bank is based on the following core principles:

- compliance of the Policy of the bank with the current legislation and generally accepted norms. The bank shall implement all measures to prevent corruption established by this Policy and other internal documents in compliance with the applicable laws of the Republic of Uzbekistan;

- involvement of bank employees. Bank employees shall be obliged to be aware of and comply with the principles and requirements of this Policy. The bank shall inform its employees of provisions of anticorruption legislation, internal documents of the bank which are aimed at prevention of corruption. Employees of the bank shall take an active part in formation and fulfillment of anti-corruption standards and procedures;

- the efficiency of anti-corruption procedures. The Bank applies such measures and procedures to counteract corruption, which ensure the simplicity of implementation and bring significant results;

- responsibility and inevitability of punishment. The executive body of the bank shall bear responsibility for the fulfillment of this Policy. The bank staff notwithstanding their position, work experience and other circumstances shall be liable for committing corruption offenses in connection with the execution of employment duties in accordance with the current legislation of the Republic of Uzbekistan;

- transparency of activities. The Bank shall inform its counterparties, partners, the public on anticorruption business standards adopted by the Bank. The bank shall publish this Policy on its website on the Internet and inform its counterparties on the principles adopted by the bank to prevent and combat corruption, subject to confidentiality of information established by the applicable law;

- permanent control and routine monitoring. The bank shall monitor the efficiency of the introduced anti-corruption procedures, control their compliance on a continuous basis. The bank will take all necessary measures to investigate cases of corruption related to the bank, in case of their detection.

### **III. CORRUPTIVE ACTS**

12. According to the legislation, the following acts are classified as corrupt:

- giving a bribe/intermediation in giving a bribe;
- accepting a bribe/intermediation in accepting a bribe;
- commercial bribery;
- abuse of official position and/or authority;
- other illegal use of one's official position against the legitimate interests of the bank and/or company and/or the state for the purposes of receiving a financial or other benefit/advantage.

13. Bank employees shall be prohibited to perform any actions listed in Clause 12 of this Policy, specifically it is prohibited, directly or indirectly, personally or through third parties, to offer, give, promise, ask and receive bribes or make payments to facilitate administrative, bureaucratic and other formalities expressed in any form, including in the form of cash, values, services or other benefits, to any persons and from any persons or organizations, including commercial organizations, state authorities and local self-government bodies, state authorities, private companies and their representatives.

### **IV. THE SYSTEM OF COMBATING CORRUPTION**

14. The system of combating corruption is a system that ensures combating corruption in the bank by means of:

- timely prediction and minimization of risks related to the involvement of bank employees in fraud and/or corrupt activities;
- preventing, revealing and suppressing any forms and manifestations of fraud and corruption;
- liquidation of consequences and/or attempts of realization of fraudulent and corruptive actions;
- conducting preventive, informational and explanatory measures to comply with the requirements of this Policy.

15. Outcome (useful effect) from the operation of the system to be achieved:

- prevented damage, absence of the conflict of interests;
- preservation of the business reputation of the bank, preconditions for successful business development;
- positive social climate in the working team.

16. Processes executed within the system are as follows:

- the development and implementation of local normative acts and organizational measures and procedures for combating corruption in the bank;
- ongoing monitoring of processes carried out in the Bank, analysis of potential vulnerable spots, preparation of recommendations and proposals for organization and adoption of adequate measures intended to minimize the risks of committing fraudulent acts and corruption manifestations;
- assessment and processing of any incoming information about corruption offences or any cases when employees are addressed for the purpose of inducing them to commit a corruption offence;
- organization of trainings for the employees of the bank to prevent and counteract corruption;
- conducting systematic audit inspections.

## V. ANTI-CORRUPTION ACTION MANAGEMENT

17. Members of the management bodies of the bank shall form an ethical standard of irreconcilable attitude against any forms and manifestations of corruption at all levels, giving an example to all employees of the bank.

**18. The Supervisory Board of the Bank** shall approve this Policy and, within the scope of its powers, shall execute the general control of combating corruption carried out by executive bodies of the Bank.

**19. The executive bodies of the bank** (Chairman of the Board of the bank, the Management Board of the bank) within the limits of their authority shall:

- organize measures intended to realize the principles and requirements of this Policy, including appointment of persons responsible for the development of anti-corruption procedures, their implementation and control;

- bear responsibility for the compliance of the activities of the Bank with the legislation requirements, ensuring the fulfillment of the legislation requirements in the field of combating corruption;

- carry out control over compliance with this Policy, including ensuring effective and prompt solution of issues by other executive bodies in the system of combating corruption.

**20. The Internal Audit Department of the bank shall:**

- identify the areas, types of activities and business processes in the bank with a high level of corruption risks;

- participate in the realization of measures for implementation of procedures and measures for combating corruption;

- accept appeals of the employees of the Bank in case they have doubts as to legality or compliance with the objectives, principles and requirements of this Document of their actions or deeds, inactions or proposals of other employees, counteragents or other persons interacting with the Bank, as well as the appeals of citizens and legal entities;

- initiate the execution of official inspections in the field of anti-corruption;

- participate, if necessary, in official anticorruption inspections in the field of combating corruption;

- reveal the potential areas where a conflict of interest may arise and take measures to exclude or resolve them;

- send recommendations to the structural units of the Bank on anti-corruption issues which arise in the course of execution by the Bank of the requirements of anti-corruption legislation and this document;

- participate in the development of the Code of Corporate Ethics.

**21. The General Security Department shall:**

- prepare and conduct measures intended to detect and suppress the corruption actions of the employees of the bank;

- accept and consider the notifications of the personnel of the Bank on all cases when any persons address them in order to induce them to commit corruptive offences;

- initiate the conduct of official inspections concerning the counteraction of corruption;

- interact with the law enforcement authorities;

- develop recommendations for the management of the bank on elimination of causes and conditions that contribute to corrupt practices among the employees of the bank.

**22. The Legal Service Department shall:**

- conduct the monitoring of the legislation requirements of the Republic of Uzbekistan in the field of anti-corruption measures, in case of necessity, on the basis of the submitted request, prepares legal conclusions and explanations on issues related to the application of regulations regulating the anti-corruption legislation.

**23. The Human Resources Department shall:**

- ensure that the employees of the bank are acquainted with the local regulatory acts of the bank on the issues of professional ethical conduct and anti-corruption;
- ensure the implementation of anti-corruption provisions in the employment contracts/position instructions of the employees of the bank.

**24. All employees of the bank shall:**

- in the process of preparation/agreement/execution of internal regulatory acts and their drafts, contracts to be concluded by the bank, ensure that no provisions contributing to the creation of conditions for corruption are included in the aforementioned documents, along with identification and elimination of such provisions in the effective documents;
- scrupulously follow the requirements of the legislation in the sphere of combating corruption, this Policy, as well as the principles of professional ethics and ethical standards of business conduct;
- provide information about suspicions of committing/inducing to commit a corruption violation;
- identify corruption risks specific to their fields of activity and, if identified, provide information on such corruption risks to the Compliance Control Department of the bank;
- interact with the General Security Department and/or the Compliance Control Department on all anti-corruption issues.

## **VI. GIFTS AND ENTERTAINMENT ALLOWANCES**

25. The Bank welcomes the development of partnership relations with external customers and counterparties and accepts the exchange of corporate gifts and signs of business hospitality in accordance with the existing customs of business relations.

26. Should the receipt of a gift imply the provision of any advantages, benefits to a client, counterparty, the employee shall immediately notify his/her immediate manager and/or the Head of the General Security Department thereof.

27. Concerning state officials, the bank shall refrain from any proposals, adoption of which may result in violation of the accepted norms of the Code of professional ethics and business conduct of state officials and may be qualified as receipt of a gift in connection with the official position or in connection with fulfillment of professional duties of the state official.

28. Gifts to be provided by employees on behalf of the bank to other persons and organizations or to be received by employees from other persons and organizations (in connection with their professional duties) must not constitute a hidden reward violating this Policy and must comply with the below-mentioned five criteria:

- to be directly related to legitimate business purposes of the bank, such as the presentation or completion of business projects, the successful execution of conventions (contracts, agreements), or generally accepted holidays;
- to be reasonably justified, proportional and non-luxury items;
- do not constitute a hidden reward for a service, action/ inaction, connivance, patronage, granting rights, making a certain decision on a transaction, agreement, license, etc. or an attempt to influence the recipient with a particular illegal or unethical purpose;
- not to pose a reputational risk for the bank, bank employees or other persons in case of disclosure of information about gifts or entertainment allowances;
- not to be in conflict with the principles and requirements of this Policy, the Code of Corporate Ethics, other internal documents of the bank and norms of the applicable law.

29. The Bank shall provide and have no objection against receiving gifts by the employees of the bank made in connection with protocol events, business trips, exhibitions, open presentations and other official, marketing events, should such gifts be provided to each participant of the aforementioned events, as well as flowers and gifts that have been presented as an official encouragement (award).

30. Any gifts on behalf of the bank, its employees and representatives to any third parties in the form of funds both in cash and non-cash, regardless of their currency shall not be allowed.

31. The bank shall conduct charity activities in order to promote the image of the bank as a socially responsible business. The bank does not finance charity and sponsorship projects to get commercial advantages in specific projects of the bank.

32. The Bank does not finance any political parties, organizations and movements for the purposes of achieving commercial advantages in specific projects of the bank.

33. The bank shall refrain from paying any expenses of state officials, their close relatives (or in their interests) for the purposes of achieving commercial advantages in specific projects of the bank, including travel expenses, costs of accommodation, meals, entertainment, PR campaigns, etc., or receiving other benefits by them at the expense of the bank.

## **VII. INTERACTION WITH MEDIATORS AND OTHER PERSONS**

34. It is prohibited for the Bank and all its employees to engage or use mediators, partners, agents, or other persons to perform any actions contradicting the principles and requirements of this Policy and/or the regulations of the applicable anti-corruption laws.

35. The Bank shall make all reasonable and available efforts under the given circumstances to examine the mediators, partners, agents and other persons to prevent and/or detect the above-mentioned violations in order to minimize and suppress the risks of involving the Bank into the corrupt activities.

36. In order to comply with the principles and requirements of this Policy, the bank shall make all reasonable and available efforts under the given circumstances so as to include anti-corruption terms/provisions/clauses into the contracts with mediators, partners, agents and other persons.

## **VIII. THE PROCEDURE FOR PREVENTING AND RESOLVING CONFLICTS OF INTEREST**

37. A conflict of interests means a situation when personal interests (direct or indirect) of a bank employee, members of the management body of the bank affect or may affect their proper fulfillment of professional duties and when a conflict arises or may arise between personal interests of a bank employee, a member of the management body of the bank with the rights and legal interests of the bank, the citizens, the organizations, a society or the state which may result in harm to the rights and legal interests of the bank, the citizens, the organizations and the state.

38. Personal interests of a bank employee which affect or may affect their proper fulfillment of professional duties mean the possibility to obtain income in the form of money, valuables, other property or monetizable services or other property rights for oneself or for third parties in the course of fulfillment of professional duties.

39. With a view to prevent and resolve conflicts of interests, the employees of the bank shall be obliged:

- to take preventive measures to avoid any possibility of a conflict of interests;
- to disclose any information about a possible conflict of interests in accordance with established procedures of the Bank;
- notify their immediate supervisor and the Head of the Internal Control Service about the conflict of interests that has already arisen or the possibility of its arising as soon as they become aware of it.

## **IX. LIABILITY FOR CORRUPT ACTIONS**

40. In accordance with the provisions of this Policy, bank employees shall be responsible for taking measures to prevent and counter corruption.

41. Heads of departments shall bear responsibility for the execution by the employees of the respective departments of their duties with regard to taking measures to prevent and counter corruption within the scope of their authority and in accordance with this Policy.

42. Bank employees, regardless of their position, shall bear responsibility for compliance with the principles and requirements of this Policy.

43. In accordance with the current legislation of the Republic of Uzbekistan, persons who have violated the anticorruption legislation of the Republic of Uzbekistan, as well as the requirements of this Policy, shall be held liable.

## **X. FINAL PROVISIONS**

44. The present Policy along with all amendments and supplements thereto shall be approved by the resolution of the Supervisory Board of the Bank.

45. In all other cases other than prescribed by this Policy the bank shall apply the acts of the current legislation.

46. If the provisions of this Policy contradict the current legislation of the Republic of Uzbekistan or the Charter of the bank, the current legislation of the Republic of Uzbekistan, other normative legal acts and the Charter of the bank shall be applied respectively until relevant amendments are included into this Policy.

In this case, the competent body of the bank shall be responsible for revision and adjustment of this Policy in compliance with the current legislation of the Republic of Uzbekistan and/or the Charter of the bank in the manner specified in clause 44 of the present Policy.

### **Proposed by:**

Deputy Chairman of the Board	M. Nurutdinova
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### **Approved by:**

Chairman of the Board	Sh. Akramov
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Deputy Chairman of the Board	E. Najmitdinov
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Chief Accountant	B. Shamansurova
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Head of the Legal Department	T. Zanakhov
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Head of the Internal Audit Department	U. Babayev
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Head of the General Security Department	M. Norkin
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