



# EURIZON ASSET MANAGEMENT

**AV-30. ANTI-CORRUPTION REGULATION  
OF Eurizon Asset Management Hungary Ltd.**

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## INTRODUCTION

The Intesa Sanpaolo Group (hereinafter the "Group" is committed to fighting corruption in all its forms. Corruption means the offer or acceptance, directly or indirectly, of money or other benefits capable of influencing the recipient, in order to induce or reward the performance of a function/activity or the omission thereof. Therefore, it is relevant both "active corruption" (offer) and "passive corruption" (acceptance), both in the case where a public entity is involved ("public corruption") and in relations between private entities ("private corruption"), both corruption aimed at making people perform an act contrary to their official duties ("proper corruption") and corruption aimed at carrying out an act of their office ("improper corruption"), both "corruption before" and "after" the performance of official acts.

Adopting the principles of the "Group Anti-Corruption Guidelines" published by the Parent Company Intesa Sanpaolo, adopted by Eurizon Capital SGR, these Regulations – based on Eurizon Capital SGR's Regulation - identify the principles, the sensitive areas and define the roles, responsibilities and macro-processes for the management of the risk of corruption by the Company in the context of its business activities. In addition, with a view to actively collaborating in the fight against corruption and in order to safeguard its image among all relevant stakeholders, monitors the operations in which it intervenes as a mere executor of customer provisions, making use of the system for monitoring the risk of money laundering and terrorist financing.

The Regulations must be complied with by Company's representatives and all Company personnel of the Company. External parties (suppliers, agents, consultants, professionals, business partners, self-employed workers, etc.) who collaborate with the Company for the performance of its activities (hereinafter "third parties") are also required to comply with the principles contained in this document, where applicable.

The Regulations are subject to periodic review on an annual basis and any amendments are subject to the approval of the Board of Directors.

## 1. REGULATORY FRAMEWORK

### 1.1 External legislation

The Intesa Sanpaolo Group's approach to combating corruption is inspired by the founding principles contained in the relevant agreements as well as international best practices. In this context, 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 and related "Recommendation of the Council for Further Combating Bribery of Foreign Public Officials in International Business Transactions" latest edition 2021;
- United Nations Organization "Convention Against 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;
- Council of the European Union, "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", 2023;
- International Chamber of Commerce, "ICC Rules on Combating Corruption", 2023;
- Transparency International, "Business Principles for Countering Bribery, a Multi-Stakeholder Initiative led by Transparency International", 2013;

- G20 Anti-Corruption Working Group, 'Anti-Corruption Action Plan', 2025-2027,
- International Organisation for Standardisation (ISO), ISO 37001:2016 Anti-bribery management systems.

The guidelines of international working groups and authorities dedicated in various capacities to the prevention of corruption are also taken into account, including:

- *Group of States against Corruption* (GRECO) - Council of Europe;
- *Working Group on Bribery in International Business Transactions* - *OECD*;
- *National Anticorruption Authority - Italy*;
- *Department of Justice - USA*;
- *Serious Fraud Office - United Kingdom*;
- *French Anti-Corruption Agency* - France.
- Committee for the Prevention of Corruption - Luxembourg;
- Federal Ministry of the Interior - Germany.

The approach adopted also takes into account relevant national legislation, in particular:

- Law No. 190 of 6 November 2012;
- Articles 318 "Corruption in the Exercise of a Function", 319 "Corruption to Obtain an Act against Official Duties", 319-ter "Judicial Corruption", 319-quater "Undue induction to give or promise benefits," 322 "Incitement to corruption," and 346-bis "Influence peddling" of the Criminal Code;
- Articles 2635 "Private-to-Private Corruption" and 2635-bis "Instigation to Private-to-Private Corruption" of the Civil Code.

The approach adopted by the Company also considers the specific local legislation and in particular:

- Act C of 2012 on the Criminal Code (hereinafter: Btk.)
- Act LIII of 2017 on the prevention and combating of money laundering and terrorist financing (hereinafter Pmt.)
- Act XVI of 2014 on collective investment schemes and their managers (hereinafter: Kbftv.) (Section 174/B)
- Act CLXV of 2013 on Complaints and Public Interest Disclosures

## 1.2 Internal regulations

This document is also part of the broader body of regulations of the Group and the Company in which the following are reported as related regulations:

- the Group Code of Ethics;
- the Intesa Sanpaolo Group Internal Code of Conduct;
- the Internal Code of Conduct and Regulations on the personal transactions of the Relevant Persons of Eurizon Capital SGR S.p.A.;
- the Organisation, Management and Control Model of Eurizon Capital SGR S.p.A. pursuant to Legislative Decree no. 231/2001;
- the Group Compliance Guidelines;
- the Guidelines of the *Compliance & AML* Function of Eurizon Capital SGR S.p.A. and its subsidiaries;
- Regulation for the management of the compliance macro-processes of Eurizon Capital SGR S.p.A. and its Subsidiaries (Compliance Rulebook);
- the Financial and Administrative Governance Guidelines adopted by Intesa Sanpaolo;
- Regulation for the Administrative and Financial Governance of EURIZON CAPITAL SGR S.p.A.;
- group Procurement Guidelines;

- Regulation on purchasing of Eurizon Capital SGR S.p.A.;
- the Regulations on purchases of the Company
- Group Rules on Internal Systems for Reporting Violations (whistleblowing);
- Anti-corruption Regulation of CIB Bank Ltd.;
- AV-2 Operational Rules of EAMH;
- AV-11 Remuneration Policy of EAMH;
- AV-12 Compliance Rules of EAMH;
- AV-13 Conflict of interest Policy of EAMH;
- AV-13 Annex 1 Inducements Policy of EAMH;
- AV-16 AML Regulation of EAMH;
- AV-27 Whistleblowing Policy of EAMH.

## 2. GUIDING PRINCIPLES

### 2.1 General principle of "Zero Tolerance"

EAMH conducts its business with a view to providing investment services to its customers and collective portfolio management to its investors in compliance with integrity, a value expressed through the principles of professionalism, diligence, honesty, fairness and accountability. In line with these principles - and in accordance with the values and restrictions set forth in the Code of Ethics, the Group Internal Code of Conduct, the Internal Code of Conduct and the Regulation on Personal Transactions of Relevant Persons of EAMH

- shall not tolerate any kind of corruption, in any manner, way, or jurisdiction in which it may take place, including where such practices should be accepted, tolerated, or not punishable under laws in force in the countries where the Company operates;
- shall not tolerate any kind of conduct involving the offer or acceptance of money or other benefits, directly or indirectly, with the aim of inducing or rewarding the performance or forbearance of a function or activity. 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). Benefits that may not be arranged include, but are not limited to, gifts and favours provided free of charge (excluding those covered by provisions for gifts, entertainment expenses, and donations), the undue recruitment of a person, the provision of credit under conditions not complying with the principles of sound and prudent management, and, in general, all transactions that entail the generation of a loss for the Group and the creation of a gain for the recipient (e.g., the unjustified cancellation of debit positions and/or the application of discounts or conditions not in line with market parameters).

The Company Personnel who receive, or learn of, a request or offer of money or other benefits, formulated by anyone, aimed at the performance or forbearance of a function/activity, should report the situation immediately to his/her Manager; in turn the line manager notifies the report received to the Company's Anti-Corruption Officer and to the Internal Audit Function for an appropriate assessment of the case. In any case, personnel may utilise the whistleblowing channels set out by the AV-27 "Regulation on the Internal Whistleblowing Systems".

The Company Personnel found to be involved in an act of corruption or to have facilitated such conduct, or whose actions do not comply with the provisions of law and/or the Group Guidelines and/or this Regulation, will be subject to disciplinary measures, as provided for by the rules and contractual provisions governing their employment. The type and extent of the penalties will be set, in accordance with applicable law, considering the degree of carelessness, inexperience, negligence, culpability, or malice shown in the

misconduct involved in the act/forbearance, and taking into account any recidivism and the work carried out by the person concerned and his/her functional position, together with any other particular circumstances characterising the act.

Similarly for external entities, the Company will terminate all dealings of any kind with third parties that, in their dealings with the Group and Company breach anti- corruption laws and regulations, including the Group Guidelines on Anti-corruption and this Regulation, as provided for by specific contractual clauses, without prejudice to the right to seek compensation in the event that their misconduct gives rise to material damages to the Group and Company.

Any breaches by members of the governance or control bodies Company are to be examined by the respective corporate body to assess the appropriate measures to be taken in relation to the circumstances, in accordance with laws and regulations in force.

The system of penalties should apply irrespectively of whether criminal action is commenced, in progress, or brought to a close, as the principles and rules set forth in this Regulation have been laid down by the Company independently of whether misconduct constitutes a criminal offence.

## **2.2 Areas at greatest risk**

The Company identifies, within the scope of its activities, 'Areas at greater risk' for which it deems necessary to include appropriate management and organisational measures, specifically aimed at preventing corruptive acts. The Areas at greatest risk are defined considering the principles contained in international conventions and best practices and are periodically updated, according to the approach in ISO 37001:2016 standard, also on the basis of the findings obtained during the annual corruption risk assessment.

The following are considered as areas at greater risk:

- gifts and entertainment expenses;
- charity donations and sponsorships;
- dealings with third parties (suppliers and other persons or entities that collaborate with the Group and Company);
- purchase, management, and disposal of equity investments and other assets;
- hiring of personnel;
- acquisition, management, and sale of real estate assets.

To ensure the implementation of the general principle of "zero tolerance" of corruption, for areas at greater risk, the Company must comply with the following general rules in the management of operational processes in the areas identified above:

- separation of duties by adequately allocating responsibilities and establishing appropriate authorisation levels in order to avoid functional overlaps or operating allocations that concentrate activities on a single person;
- clear and formalised allocation of powers and responsibilities, expressly indicating the limits of those powers and consistent with the duties assigned and positions covered within the organisational structure; proper procedures are to be adopted for performing activities;
- correct methods of carrying out the same activities;
- traceability of deeds, operations and transactions through adequate documentary or IT supports;;
- decision-making processes linked to preset objective criteria (e.g., the existence of a supplier list, objective criteria for the assessment and selection of personnel, etc.);
- control and supervisory activities on company transaction are in place and traceable.

For anti-corruption activities to be effective, it is essential that administrative and accounting procedures and internal control procedures on cash flows are followed, in order to ensure that payments and transactions are

accurately recorded and entered in the accounts and records of the company concerned. Accordingly, the Company has set out organisational and control rules and implemented the relevant Administrative and Financial Governance Guidelines and adopted the “Regulation for the Administrative and Financial Governance of Eurizon Capital SGR S.p.A.”, which are designed to guarantee a true and fair view of the financial position, performance, and cash flows from operations.

Finally, for areas of particular risk for acts of bribery, as an additional prevention measure, the Group and the Company seek to rotate personnel in dealings with third parties.

### **2.2.1 *Gifts and entertainment expenses***

The Company does not tolerate the use of gifts and entertainment expenses to influence the independence of judgment of recipients or, in any way, to induce them to adopt favourable behaviours; therefore, it is forbidden:

- distributing gifts, making promises or granting benefits of any nature that may be interpreted as going beyond normal commercial and/or institutional courtesy, i.e., as a means used to obtain favours in the exercise of any function and/or in the course of any activity related to the Group;
- accepting, for oneself or others, gifts in excess of a moderate value or any other benefit that may go beyond normal commercial and/or institutional courtesy or be aimed at impairing independence of judgement and proper business conduct.

Acts of commercial and/or institutional courtesy of modest value mean gifts or other benefits (such as, for example, invitations to sports events, shows, entertainment, complimentary tickets, etc.) given by or to the same person or entity with a total value of no more than €150 in the one calendar year. Any gifts or other benefits exceeding a value of €150 are admissible on an exceptional basis considering the profile of the donor and/or recipient and also the nature of the gift<sup>1</sup>, which must be within reasonable limits, in any case, upon prior authorisation by the Compliance&AML Officer in compliance with Annex 1 of AV-13 Inducements Policy.

The set annual value limits for gifts and other benefits shall not apply to entertainment expenses concerning events and forms of welcome and hospitality (including lunches, refreshments and dinners) involving the participation of company officials and Group personnel provided that these are strictly related to business or institutional relations and are reasonable considering the commonly accepted practices.

Under no circumstances may gifts consist of sums of money or similar instruments (such as gift cards and vouchers). Gifts and other benefits provided by the Group to one and the same person or entity must be in line, as far as possible, with Company standards (branded gifts, gift catalogue).

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

- gifts and entertainment expenses should be governed by specific internal rules governing roles, responsibilities, and spending powers;
- gifts and entertainment expenses should be adequately documented (indicating their nature and purpose, the recipient, the type and value of the gift/expense, authorisation where required). Documentation is not required for gifts or other benefits received by Group officers and personnel from one and the same person or entity with a total value of no more than €150 in the one calendar year.

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<sup>1</sup> Reference is made, by way of example, to situations in which gifts are components of offers with a predominantly professional content, such as invitations to conferences and seminars.

## **2.2.2 Charities and sponsorships**

The Company does use charities and sponsorships aimed at obtaining preferential treatment and therefore, as part of these activities, operates in a transparent and accountable manner, adopting procedures aimed at avoiding potentially corrupt conduct.

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

- charities and sponsorships must be governed by specific internal rules governing roles, responsibilities, and spending entitlements;
- charitable or sponsorship disbursements may only be made to entities established in accordance with law and whose activities do not conflict with the ethical principles of the Company; for donations, such entities must be non-profit organisations;
- any sponsorship initiatives may not be the subject of charitable disbursements at the same time;
- donations may not be made to political parties, political movements, and their related organisations, to trade unions or welfare organisations, to clubs (such, for example, Lions Clubs International or Rotary International), associations or recreational groups, or to private, substitute and/or legally recognised schools, except for initiatives of particular social, cultural, or scientific value, which require approval by the Company's Anti-Corruption Officer;
- due diligence must be carried out on the beneficiary institution, aimed at:
  - analysing the type of entity and the purposes for which it was created;
  - checking the reliability and the reputation of the beneficiary, with focus placed on any criminal convictions and/or charges;
  - determining whether any statutory requirements exist in order to comply with applicable laws and regulations;
  - identifying any other corruption risks, such as possible conflict-of-interest situations, that may be associated with the beneficiary;
- the beneficiary institution must formally undertake a commitment to respect the applicable anti-corruption law and the principles set forth in this Regulation;
- all donations and sponsorships must require the approval of persons duly authorised under the system of powers and delegations;
- donations and sponsorship may only be made to a bank account held by the beneficiary. It is not permitted to make payments in cash, in a country other than the country where the beneficiary is based, or to a person or entity other than the beneficiary;
- a full record must be kept of initiatives and all documentation relating to the process of managing donations and sponsorships (nature and purpose, checks conducted, approval process, payment method) is to be archived, including in electronic or dematerialised format, in order to ensure that the relative motivations and responsibilities can be duly reconstructed
- Subsequent controls must be activated on the use of funds according to a risk-based approach and that takes into account the case of repeated initiatives concerning the same beneficiary and on the effective implementation of the initiatives subject to donations, in the form of cash or other benefits, and on the correct destination of these benefits.

The standards also apply in the case of membership, made with the intent of donation, in foundations, associations and other non-profit organisations, involving the disbursement of funds or future commitments in this respect. Due diligence is performed prior to membership and periodically updated. Trade associations and bodies to which the Company for its own operational interests are excluded.

### **2.2.3 Relationships with SUPPLIERS AND OTHER PARTIES WHO COLLABORATE WITH THE GROUP AND THE COMPANY**

The Company establishes relationships with suppliers, agents, consultants, professionals, business partners, self-employed workers, para-subordinates or other parties who lend their collaboration to the Group and the Company for the implementation of its activities (including social initiatives) on the basis of assessments of professionalism, competence, competitiveness and integrity, and bases these relationships on the utmost fairness, adopting procedures aimed at avoiding potentially corrupt conduct.

In any case, the following principles must be respected:

– the onboarding of the relationship must be preceded by adequate due diligence aimed at:

- identify, in the case of companies, the chain of control, its beneficial owners and the persons who carry out management and control activities, as well as the related economic/financial situation;
- verify the reliability and reputation of the third party, with particular attention to criminal records and/or charges; in the case of companies, legal persons, bodies and associations, in the hands of beneficial owners and persons who carry out administration, management and control activities;
- ascertain the specific skills and experience necessary for the execution of the contract;
- verify the existence of any requirements necessary to operate in compliance with the provisions of the applicable legislation;
- identify any other risks of corruption, such as any situations of conflict of interest, that can be associated with the third party;

- the contract governing the relationship must contain a commitment by the counterparty to comply with the applicable anti-corruption legislation and the principles contained in these Regulations, with the Company, in the event of non-compliance, entitled to request the early termination of the relationship and compensation for any damages;
- the contract governing the relationship must contain a commitment by the counterparty to report to the Anti-Corruption Company Manager any request for money or other benefits, made by anyone, of which he or she may be the recipient, or become aware, aimed at the performance or omission of a function/activity in relation to the execution of the contract;
- payments must be made exclusively to a current account in the name of the third party holding the relationship, which must preferably be opened with a Group Bank. In the event of the opening of accounts with the Group, the due diligence obligations relating to the chain of control, the beneficial owners, the persons who carry out management and control activities and the reputation of the third party as defined above are deemed to have been fulfilled;
  - it is not permitted to make cash payments, nor payments in a country other than the country in which the third party is established or to a person other than the third party.

The above verifications can be fulfilled through a standard contractual provision where the party declares that neither the company nor the beneficial owners have criminal records or charges, with respect to the compliance with applicable legislation as above verifications can be fulfilled through a contractual provision where each party commits to comply with applicable regulation.

It should be noted that Procurements are almost fully outsourced to CIB Bank Ltd. and are subject to rules defined by CIB Bank Ltd.. CIB Bank Ltd.' rules regarding procurements are based on ISP standards. CIB Bank Ltd.'s Anti-corruption Regulation is publicly available here: <https://www.cib.hu/document/documents/CIB/kommunikacio/CSR/antikorrupcios-politika-web-250610.pdf>.

With regard to the procedures for the acquisition of goods and services and the awarding of professional assignments (e.g. legal, fiscal, technical, labor law, administrative, organizational advice,

mediation, agency or various brokerage assignments, etc.), the following additional minimum standards must be respected:

- the procurement processes of goods, services and professional services must be the subject of specific internal regulations governing the roles, responsibilities and spending powers; the approval of the purchase request, the assignment of the assignment, the completion of the contract and the issuance of the order are the exclusive responsibility of persons with suitable faculties based on the system of powers and delegations;
- the choice of suppliers of goods and services or professionals is made from among the names selected on the basis of criteria identified within the framework of internal legislation, through a tender or in any case through the acquisition of several offers; the internal legislation identifies in which cases this principle may be derogated from for specific needs and with justified reasons (e.g. specific consultancy assignments and legal services); without prejudice to due diligence obligations;
- any assignment of sub-contracted activities to third parties is contractually subject to prior consent by the structure that entered into the contract;
- the authorization to pay the invoice/fee is the responsibility of the subjects with the relevant spending rights and must be supported by a certificate about the quality of the supply/service with respect to the contractual terms and the consequent adequacy of the consideration requested; in any case, it is not allowed to make payments that are not adequately justified in the context of the contractual relationship;
- the different phases of the processes must be carried out by different clearly identifiable subjects and must be supported by a mechanism of makers and checkers;
- the tracking of the activity must be guaranteed (with particular reference to the motivation for the choice of the supplier of goods and/or services or the professional, as well as the relevance and adequacy of the expenditure) and the archiving, also electronically or electronically, of all the documentation relating to the obligations carried out as part of the procurement process of goods, services and professional services, so as to allow the reconstruction of the reasons for the choices made and the related responsibilities.

The Anti-Corruption Officer of the Company, in the event of proven necessity and in the presence of situations characterised by limited risks of corruption, may authorise exceptions, adequately justified and recorded, to the provisions concerning contractual clauses, as well as due diligence with regard to specific suppliers.

For areas at particular risk of acts of corruption, as an additional prevention measure, the Company seeks to rotate personnel in dealings with third parties.

Finally, it should be noted that the Company's outsourced service provider CIB Bank Ltd. and the Company complies with the provisions of the "Rules on purchases" issued by the Parent Company Intesa Sanpaolo.

Regarding small amount purchases under EUR 500 made by EAMH without the involvement of CIB Bank Ltd. (e.g. coffee, water, milk...etc.) are not falling under the effect of the above restrictions.

#### **2.2.4 Purchase, management and disposal of equity investments and other assets**

It should be noted that EAMH only engages in securities transactions authorized by AV-2 Operating Rules of the Company. In the AV-2 regulation of the company the next rule is declared in connection with proprietary trading: The own assets of EAMH only can be invested

- in the own funds of the Company,
- in securities issued by the ISP Group's companies,

- in liquid time deposits of the Banks in the ISP Group's companies and
- in government securities issued by European Union's and OECD' member states
- in derivatives for hedging objectives.

Other purchase, management and disposal of investments and other assets are not performed by EAMH when issuing this Policy. For future issues the following rules of Eurizon Capital are kept in this Regulation and should be applied.

The Company will not tolerate non-transparent behaviour, aimed at obtaining or granting preferential treatment, in relation to transactions for the acquisition, management, or disposal of equity investments (direct or indirect, qualified or non-qualified investments in other companies and other comparable forms of investment) or other assets (such as, for example, identified groups of non-performing loans, business units, goods, and legal transactions). The principle applies especially in the following areas:

- feasibility studies of transactions and/or the identification of business opportunities;
- management of pre-contractual dealings, preliminary activities for the making of contracts, and the execution of contracts;
- management of tasks connected with the acquisition, management, and disposal of equity investments and other assets.

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

- processes of purchase, management, and sale of investments and other assets should be covered by specific internal rules governing the roles, responsibilities, and spending powers;
- adequate authorisation levels should be determined, involving the identification, within the system of powers and delegations, of the persons duly authorised to exercise approval and/or negotiating powers in the pre-contract and contract execution stages and in the management of contractual dealings;
- adequate due diligence should be conducted on enterprises targeted by investment and on the counterparty, on the basis of the same criteria as 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;
- tracking of activities and all documentation must be archived, including in electronic or dematerialised format, in order to ensure that the relative motivations and responsibilities can be reconstructed.

The Anti-Corruption Officer, in the event of proven necessity and in the presence of situations characterised by limited risks of corruption, may authorise exceptions, adequately motivated and tracked, to the above provisions for transactions involving financial instruments on markets that are considered active and liquid.

### **2.2.5 Recruitment of Personnel**

It should be noted that recruitment of personnel of EAMH is outsourced to CIB Bank Ltd.'s HR Department.

The Company envisages the adoption of recruitment methods that are equitable and fair and which exclude any form of favouritism. In this respect, the Company and the Company's outsourced HR service provider CIB Bank Ltd. adopts transparent and documented methods and procedures designed to prevent any potential act of corruption.

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

- the process of hiring personnel must be the subject of specific internal regulations governing roles, responsibilities and spending powers;

- the staff recruitment process must be centralised in the hands of a dedicated structure, which assesses the needs of the requesting structures in line with the budget and internal development plans;
- the selection must be made from a shortlist of potential candidates, except in the case of qualified specialist personnel, protected categories, or figures destined for managerial positions; the selection must be supported by the collection, also electronically or electronically, of standardised homogeneous information, which allows the definition of the profile of each candidate;
- the comparative evaluation of candidates must be carried out on the basis of criteria of competence, professionalism and experience in relation to the role for which the recruitment is made; the recruitment must be preceded by adequate due diligence aimed at:
  - verify the reliability and reputation of the candidate, with particular attention to the criminal record and/or charges against these subjects;
  - identify any other risks of corruption, such as any situations of conflict of interest, associated with the candidate;
- adequate levels of authorisation must be predefined, with the identification, within the system of powers and delegations, of the personnel expressly authorised to authorise recruitment, also in relation to the importance of the position sought within the company organisation;
- the different phases of the processes must be carried out by different clearly identifiable subjects and must be supported by a mechanism of makers and checkers;
- the tracking of activities and the archiving, also electronically or electronically, of all the documentation relating to the obligations carried out as part of the personnel selection and recruitment process (curriculum, application form, employment contract, etc.) must be guaranteed, so as to allow the reconstruction of the reasons for the choices made and the related responsibilities.

AV-13 Conflict of Interest Policy of EAMH prescribes that before hiring an employee, personal conflict of interest declaration should be filled out by the future employee and based on the personal data given by him/her a compliance conflict of interest assessment is done. The assessment is based on publicly available company register and on register of agents of financial service providers kept updated by NBoH. Employees can be hired after this assessment and final approval of Compliance&AML Officer. A bank security assessment is also done before hiring the future employee. This assessment is done by EAMH's outsourced service provider CIB Bank Ltd.'s Bank Security Department.

## **2.2.6 Purchase, management and sale of real estate**

It should be noted that management and disposal of real estate is not performed by EAMH when issuing this Policy. If there was a real estate purchase, CIB Bank Ltd. would be involved as the procurement services are outsourced to CIB Bank Ltd.. For future issues the following rules of Eurizon Capital are kept in this Regulation and should be applied.

The Company adopts transparent property management methods that mitigate the risk of preferential treatment. The principle applies especially in the following areas:

- identification and selection of investment or divestment opportunities;
- acquisition, management, and sale of properties;
- the management of leases/loan-for-use agreements.

In relation to such activities, the Group expressly rejects any conduct entailing the promise, granting, or acquisition of real estate assets on non-market terms and conditions or aimed at unduly promoting personal interests or the interests of the Group or which could constitute an act of corruption.

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

- processes for the purchasing, management, and sale of real estate assets and the management of leases must be governed by specific internal rules governing roles, responsibilities, and spending powers;

- adequate authorisation levels must be determined, involving the identification, within the system of powers and delegations, of the persons authorised to exercise approval and/or negotiating powers in the acquisition, management or disposal of real estate assets and in the management of leases;
- adequate due diligence must be conducted on the counterparty, according to the criteria similar to those adopted for third parties;
- checks should be carried out on the consistency of the purchase/sale price and on rental fees charged/paid in relation to the market value (save for cases where property is given over for use in social initiatives, as governed by specific internal regulations), using appraisals prepared by independent experts where the due diligence process finds there is a potential risk of corruption;
- the different phases of the processes 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.

### **3. ROLES AND RESPONSIBILITIES**

The following sections set out the tasks of the Corporate Bodies and of the corporate units strictly connected to the purpose of this Regulation. For a complete description of the tasks and responsibilities, regarding Corporate Bodies please refer to the Articles of Association, the Regulations governing their operation and the "Regulation of the Integrated Internal Control System", while for the company units, please refer to the individual "Organisational Codes".

#### **3.1 Corporate Bodies**

The Corporate Bodies of the Company are responsible, within their areas, for ensuring the adequate control of non-compliance risk which the Company is or could be exposed to. The duties and responsibilities assigned to the Corporate Bodies of the Company are set out in the relevant Regulation, and, with reference to the internal control system, in the "IICS - EC Regulation". In particular, the Board of Directors of the Company:

- examines and approves, on the proposal of the Compliance & AML Officer, the Anti-corruption Regulation and implementats them through the Chief Executive Officer;
- examine the information on the control of corruption risk provided by the Compliance & AML Officer within the framework of periodic reports .

#### **3.2 HEAD OF PREPARING THE COMPANY'S FINANCIAL REPORTS**

The correct and timely representation of the Company's economic and financial results, with reference to the risk of corruption, is one of the prerequisites for an effective fight against corruption. The person in charge of preparing the company's financial reports has specific functional responsibilities aimed at ensuring a truthful and correct representation of the Company's assets, income statement and financial position.

### 3.3 Compliance & AML Officer

The Compliance & AML Officer, in his/her capacity as Anti-Money Laundering Manager and Delegated for the Reporting of Suspicious Transactions (hereinafter also the "Anti-Money Laundering Manager") prepares the Anti-corruption Regulation and submits it to the Board of Directors and ensures the monitoring of corruption risk.

The Compliance&AML Officer periodically verifies in his/her semi-annual compliance report the actual application of this Regulation by the Company units and by third parties and is responsible for the implementation of the Code of Ethics.

The Compliance & AML Officer performs the role of "Anti-Money Laundering Function", with the task of monitoring the corruption risk. To this end, the Function is independent from the operating units and has adequate resources, in terms of quality and quantity, including financial resources, for its own duties.

The Anti-Money Laundering Manager (who is the Compliance & AML Officer in EAMH) is assigned the role of Anti-Corruption Manager of the Company, and as such he/she:

- takes care, through the relevant units, of the authorization process, in the cases provided for in paragraph 5.9;
- authorises, where applicable, any exceptions to the principles contained in this Regulation;
- manages dealings with regulatory and supervisory authorities on anti-corruption matters, keeping the lawyer of the Company informed

As regards oversight of corruption risk, the Compliance & AML Officer uses information gathered by the Sales, Portfolio management and Outsourcing&Operations Department, the CEO, the Risk manager of the Company when carrying out the following activities:

- monitors, with the support of the Lawyer of EAMH, the evolution of the national and international regulatory framework, assessing the impact on processes and internal procedures; with specific regard to the anticorruption regulatory framework of Hungary the Compliance & AML Officer prepares, and periodically updates, specific Country Files summarising the main local laws;
- conducts the risk assessment on the anti-corruption effectiveness of internal processes and procedures, proposing, in collaboration with the competent company units, the organisational and procedural changes necessary or helpful to ensure adequate oversight of corruption risk;
- provides advice and assistance to corporate bodies and units on anti- corruption matters, in the application of this Regulation and in the related implementation regulations;
- defines the system of first and second level controls for the fight against corruption;
- oversees *quality assurance* activities and carries out second-level testing on regulatory compliance aimed at assessing (i) the correct application of the process, or of its individual stages, and (ii) the consistency of the determinations made in the process
- provides training on anti- corruption issues;
- arranges for direct reporting to corporate bodies and to the Senior Management;
- ensures compliance with the requirements of UNI ISO 37001:2016 'Anti Bribery Management System' for corruption risk management.

### 3.4 Risk Management Function

The Risk Manager of EAMH works with the Compliance & AML Officer in establishing the compliance risk assessment methods, facilitating synergies with its own Operational Risk Management instruments and methods. In particular, during its audits the Risk Manager assesses the adequacy and effectiveness of the safeguards put in place by EAMH to combat the risk of corruption and their effective application, as well as proposing possible mitigation actions to the Corporate Bodies.

### **3.5 Lawyer of EAMH**

The Lawyer of the Company

- supports the Compliance&AML Officer in identifying the applicable anticorruption rules and legislation;
- advises and assists the Compliance&AML Officer as regards controversial legal aspects concerning the compliance of internal processes and procedures, contracts, forms or significant cases of inefficiencies that have been identified;
- manages relations with the judicial authorities in the event of compliance incidents regarding corruption, keeping the Compliance&AML Officer informed;
- monitors the evolution of regulations relevant to the Company, informing internal units.

### **3.6 Sales & Marketing Department**

The Sales & Marketing Department ensures that the management of initiatives in support of the Company's image (relations with the community and with trade associations, public relations activities, etc.) are conducted in compliance with this Regulation and with the Group Anti-Corruption Guidelines.

### **3.7 Investments Department**

The Investments Department, through the ESG & Strategic Activism unit reporting to it:

- coordinates the strategies on Sustainability and Socially Responsible Investments (SRI) and provides support to the General Management and the relevant functions in relation to the integration of environmental, social and governance (ESG) factors into the Company's Investment Process.
- supports the Company in its activities and relations with clients for SRI matters;
- liaises with the issuers of the instruments present in the managed assets to acquire information on environmental, social, and governance factors considered of interest.

### **3.8 Human Resources Department**

The Human Resources function is outsourced to CIB Bank Ltd.. The Human Resources Department, through the offices that report to it:

- ensures a process of selection, recruitment and management of personnel in line with the guiding principles underlying the approach to combating corruption of the Group and the Company, as defined by the Group Guidelines and this Regulation;
- assesses and takes disciplinary action against employees for whom non-compliance with the principles set out by internal regulations on the fight against corruption is reported;

### **3.9 Operations Department**

The Operations Department:

- analyses and adopts, with the advice and collaboration of the Compliance & AML Function, organizational change and development processes, including those that result from risk assessment activities;
- designs the company processes, in agreement with the Compliance & AML Function, and oversees the updating and publication of internal anti-corruption regulations.

### **3.10 Property, General Services and Purchasing Office of CIB Bank Ltd.**

The Property, General Services and Purchasing is almost fully outsourced to CIB Bank Ltd..

CIB Bank Ltd.:

- ensures that the Company's purchasing activities are conducted in compliance with this Regulation;
- ensures that real estate management activities are conducted in compliance with the Group Anti-Corruption Guidelines and with this Regulation.

### **3.11 Other operating functions**

The Company's operational, business and support functions are primarily responsible for the corruption risk management process: these structures must identify, assess, monitor, mitigate and report the risks of corruption deriving from ordinary business activities, in accordance with the risk management process set out in the "Regulations of the Integrated Internal Control System of EAMH".

The Company's operational functions comply with company processes and procedures, verifying their application with adequate first level controls, aimed at ensuring the correct performance of operations, with a view to ensure full compliance with this Regulation.

The Company's operational functions also perform the following activities:

- carry out, in the presence of a potentially high risk of corruption, due diligence activities strengthened as defined by company processes and procedures;
- participate, on the basis of the training plans prepared, in training courses on anti-corruption.

### **3.12 Internal Audit Function**

The Internal Audit Function, which is outsourced by Eurizon Slovakia on the basis of a specific Service Agreement, assesses the adequacy and effectiveness of the safeguards put in place to combat corruption and provides the results of its assessments to the Corporate Bodies as part of its periodic reports. If the Internal Audit Function receives reports of any unlawful conduct or for which there is a well-founded suspicion of violation of the principles contained in these Regulations or of the legislation on the fight against corruption, it promptly informs the Anti-Corruption Company Manager and takes action for the relevant activities deemed most appropriate.

## **4. MACRO PROCESSES FOR *fight against CORRUPTION***

The processes for managing the risk of corruption are part of the macro-processes envisaged by the "Guidelines of the Compliance & AML Function of Eurizon Capital SGR S.p.A. and its subsidiaries" and by the "Regulations for the management of the Compliance macro-processes of Compliance of Eurizon Capital SGR S.p.A. and its subsidiaries (Compliance Rulebook)", as represented below:

- *Risk assessment*;
- Planning of activities;
- Regulatory alignment;
- Consultancy;
- Insurance;
- Dissemination of culture
- Specific obligations;
- Information flows to the Corporate Bodies;
- Management of dealings with Authorities.

### **4.1 Risk Assessment**

The identification and periodic assessment of corruption risk and related governance represents the first logical step of the risk management model. The Compliance & AML Officer should identify and assess

compliance risks and controls on an annual basis for the Risk areas identified in this Regulation, in order to obtain an assessment of the overall exposure to corruption risk.

#### **4.2 Planning of activities**

The identification and periodic assessment of corruption risks and vulnerabilities is preliminary to the planning of interventions by management; when the annual compliance reports are issued, these are submitted for approval by the Board of Directors.

The Compliance&AML Officer proceeds annually with the planning of management interventions. Planning is carried out taking into account the activities that are expected to be carried out, in terms of priorities, objectives, and timing. If any shortcomings are identified, reported by resources, suitable mitigations actions are defined according to risk-based logics, and notified to the competent Corporate Bodies.

The periodic identification and assessment of corruption risks and related vulnerabilities is also preliminary to the annual re-assessment of the 'Areas at greater risk' for which appropriate management and organisational measures should be included.

#### **4.3 Regulatory alignment**

Regulatory alignment is ensured through the following activities:

- on-going identification and interpretation of external regulations;
- assessment of the impact of applicable regulations on company processes and procedures and the consequent proposition of organisational and procedural changes to ensure the adequate oversight of corruption risks.

The assessment of the impact of anti-corruption is supervised by the Compliance & AML Function with the collaboration of the Human Resources Department and the Organisation & Project Office unit of parent Company and, for legal aspects, with the support of Lawyer of the Company. With specific reference to the legislative framework for the fight against corruption in each country in which the Company operates, the Compliance & AML Function will prepare, and periodically update, specific Country Files summarising the main local laws.

#### **4.4 Consultancy**

The risk of corruption is monitored, from a preventive point of view, also through the provision of advice and assistance, by the Compliance & AML Function, to the Company's Corporate Bodies and units, aimed at ensuring the correct application of this Regulation.

#### **4.5 Dissemination of culture**

The fostering of a company culture based on the principles of honesty, fairness, and respect for the spirit and letter of this Regulation is part and parcel of the management of corruption risk. Accordingly, the Compliance & AML Officer should target specific training initiatives at corporate officers and personnel that are most exposed to corruption risk. The initiatives organised should be mandatory and fully recorded, and aim, in particular, for each recipient, at developing the following abilities:

- to understand the key aspects of regulatory provisions for the fight against corruption;
- to apply this Regulation, acting in accordance with the provisions set forth herein.

#### **4.6 Insurance**

Compliance with anti- corruption regulations should be subject to first and second level controls aimed at constantly verifying the conformity, efficiency, and effectiveness of the processes and procedures adopted. The Company should assure that those activities are performed in accordance with adequate professional standards, and, in particular, that:

- the people assigned control tasks have adequate experience and professional expertise;
- the governance and control functions involved are adequately staffed and equipped for the volumes and complexity of the activities subject to audit;
- control activities are planned, regularly targeted at areas of greatest risk of corruption, as identified through risk assessment activities, performed with maximum care and diligence, and adequately documented to ensure that audit findings and recommendations are duly supported;
- the outcomes of control activities are reported;
- the managers of entities subject to controls are informed on a timely basis of any issues to be addressed.

The Compliance & AML Officer:

- periodically monitors operations in the risk areas identified in the *risk assessment*, carrying out *quality assurance* activities and second-level *controls* and, where appropriate, process verifications;
- defines and monitors the corrective action needed to mitigate compliance risks identified through control activities.

#### **4.7 Information flows to the Corporate Bodies**

The reporting to Corporate Bodies on anti-corruption matters is part and parcel to the reports prepared by the Head of the Compliance & AML Officer which include, on a semi annual basis, the identification and assessment of the compliance risks and the planning of management actions and the description of the activities carried out, the critical issues detected and the remedies identified.

#### **4.8 Management of relations with the Authorities**

Relations with regulatory and supervisory authorities with respect to anti-corruption issues are managed by the Compliance & AML Officer, keeping the CEO, the Internal Audit Function and the Lawyer of the Company informed.

#### **4.9 Specific requirements**

##### **4.9.1. Due Diligence**

The “Areas at greater risk” require the performance of *due diligence*, both initial and periodic, by the corporate entity that has the relationship with the third party.

Due diligence is commensurate with the counterparty risk and aims, *inter alia*, to identify in advance situations that represent indicators of a potentially high risk of corruption, as well as possible mitigating factors for such risk.

As part of the *due diligence* process, the characteristics of the proposed transaction as well as of the counterparties are examined, meaning, in addition to the party with whom the agreement will be entered into or the relationship maintained, the group of different parties with prevailing interests, activities and reputation and reliability profile. These include in any case, for legal persons, the beneficial owners, the person performing management and coordination activities and the senior persons responsible for the management of the counterparty in the strict sense as well as that of its parent company.

Part of the due diligence process is the retention of information collected during the process.

Possible indicators of a potentially high corruption risk (so-called '*red flags*') are:

- the counterparty operates in a high-corruption risk country different from the Company's country of establishment. To this end, a score lower than the average of the "Corruption Perceptions Index" prepared annually by Transparency International is considered as high risk (EAMH considers the country as "high risk" country from 0 to 29 points);
- the other party: (i) is a Politically Exposed Person; (ii) holds the role of Public Official or Public Service Officer, with decision-making power over activities of interest to the Group, or has close relations with any of the same subjects; (iv) it is submitted by one of the parties referred to in the previous points;
- the counterparty has anomalous corporate characteristics (complex or non-transparent corporate structure, absence of operating structures in the country in which the Company operates);
- the counterparty's conduct is suspicious (objections to the inclusion of contractual anti-corruption clauses, request for anomalous contractual terms, request for non-standard commissions, request for payments to parties other than the counterparty or in countries where the counterparty does not have its own operations);
- intermediaries are involved, which is anomalous with respect to ordinary market practices, with the aim of soliciting, promoting, and finalising the transaction;
- the counterparty was involved in criminal proceedings in the past. (As there is no publicly available register for this purpose, this risk only can be assessed based on publicly available information on the internet.)

The Compliance&AML Officer asks for the ownership structure of third parties to identify the beneficial owner.

The methods of carrying out the enhanced due diligence activities are described in AV-16 AML Regulation of EAMH and Internal AML Risk Assessment of EAMH the corporate processes in which the Areas at risk are identified.

The establishment of relationships that require the approval of the Corporate Bodies, and those that exceed certain specifically defined risk thresholds, are authorized in advance by the Compliance&AML Officer.

Results of the due diligence process can be used for 5 years. After 5 years new due diligence process has to be conducted.

Above rules should be as well applied when entering into relationship with the third party, who is a lawyer or a freelancer.

#### **4.9.2. *Claims***

In accordance with the provisions of the ISO 37001:2016 standard, the Intesa Sanpaolo Parent Company acquires annual declarations confirming compliance with its corruption prevention policy and the Group's Anti-Corruption Guidelines from its Directors and top management representatives of the Group.

### **5. REPORTING AND PROHIBITION OF RETALIATION**

The Company values the role played by company representatives and its staff in protecting the integrity of the company and in promptly reporting any violation or risk of violation of internal regulations and anti-corruption principles and provisions. In this regard, there are communication channels through which to

report any unlawful conduct or for which there is a well-founded suspicion of violation of the principles and rules contained in this Regulation.

The internal whistleblowing systems, the person in charge of said systems, the processes of analysis of the reports, the units involved and the methods of reporting to the Corporate Bodies are governed by specific company rules (AV-27 Regulation on Whistleblowing) which ensure the privacy of the reporting party and exclude the risk of retaliatory, unfair or discriminatory behaviour.

## **6. GUIDANCE, COORDINATION AND CONTROL MODEL**

EAMH, as a Group Company for which a coordination and control model applies, is required to implement the Anti-corruption Guidelines issued by the Parent Company, adapting them, to its own corporate context, and submitting to its Board of Directors for approval. The Anti-Money Laundering Manager of the Company also acts as Anti-Corruption Manager.