



**BANCO  
REPÚBLICA**

---

**ANTI-CORRUPTION AND ANTI-BRIBERY POLICY**

**UPLA Division**

BROU | PUBLIC  
Law 18381 - ART. 4  
Board of Directors' resolution version

**Index**

|                                 |          |
|---------------------------------|----------|
| <b>1. Introduction</b>          | <b>2</b> |
| <b>2. Goals</b>                 | <b>2</b> |
| <b>3. Reference Standards</b>   | <b>2</b> |
| <b>4. Terms and Definitions</b> | <b>3</b> |
| <b>5. Scope</b>                 | <b>3</b> |
| <b>6. Responsibilities</b>      | <b>4</b> |
| <b>7. General Principles</b>    | <b>5</b> |
| <b>8. Guidelines</b>            | <b>5</b> |
| <b>9. Change Control</b>        | <b>7</b> |

## 1. Introduction

In a world where integrity, transparency and trust are cornerstones for the success of any entity, Banco de la República Oriental del Uruguay (BROU) recognizes the responsibility that comes with the position it holds in society, and its duty to promote high ethical standards in all its operations.

Corruption and bribery undermine trust in Institutions and erode the social fabric. The fight against these acts involves an unwavering commitment that guides every aspect of the Organization.

Our Institution, as a Self-Regulatory Body of the Uruguayan State, stands as a reference of integrity in the Financial Sector, defending a "zero tolerance" approach towards corruption and bribery practices in all its areas of business.

Within this framework, the Board of Directors has established, within its Organizational Structure, the responsibilities, authority and allocation of resources necessary to ensure that the Anti-corruption and Anti-bribery Management System ("SGAA", by its Spanish acronym) is considered as a relevant part of the Compliance System. It includes similar duties and powers in terms of reporting to management, risk management, access to relevant information, contribution to decision-making processes and access to expert advice. Thus, Banco de la República Oriental del Uruguay reinforces its strong determination to be an example of integrity in the financial sector and to positively contribute to the sustainable development of our country. With the support and commitment of all our Associates, Customers and Stakeholders, we seek to forge a more just and ethical future for everyone.

## 2. Goals

- To promote transparency in management, discouraging any practice of corruption and/or bribery, both in BROU and in its associated companies, as well as encouraging the commitment of all stakeholders, within a framework of compliance with applicable laws in each of the businesses, jurisdictions and markets in which it participates.

## 3. Reference Standards

### Uruguay:

- [Constitution of the Republic of Uruguay](#)- Sections XI, XIII and XIV
- [Minimum Management Standards \(CBU\)](#)
- [Good Practices for Financial Consumer Protection Guide](#)
- [Law 17,060 of December 23, 1998 - Standards relating to the Misuse of Public Power \(Corruption\)](#).
- [Standards of Conduct for Public Servants - General Provisions](#)
- [TOCAF](#) - Consolidated Text on Accounting and Financial Administration
- [TOFUP](#) - Consolidated Text on Standards Concerning Public Servants

**International:**

- [United Nations Convention against Corruption](#)
- [FCPA – Foreign Corrupt Practices Act](#)
- [ISO 37001 Standard - 2016 - Anti-bribery management systems](#)
- [ISO 37301 Standard - 2021 - Compliance management systems](#)

**BROU:**

- [Code of Ethics](#)
- [BROU's Staff Rules - Amendment Art. 34](#)
- [Instructions on "Anti-corruption and Anti-bribery Management System - Whistleblowing"](#)
- [Personnel Management - Summary of Regulations - Human Resources](#)
- [Compliance Management Framework](#)
- [Reputational Risk Policy](#)
- [Compilation of Regulations regarding Anti-Money Laundering and Combating the Financing of Terrorism](#)
- [TOPLAFT - Compilation of Regulations regarding Anti-Money Laundering and Combating the Financing of Terrorism- Art. 85](#)

**NOTE:** For ease of reference, the documents are arranged in alphabetical order.

#### 4. Terms and Definitions

**Corruption:** Use of power or authority for personal gain, often through illegal or unethical means.

**SGAA:** Spanish acronym for the Anti-Corruption and Anti-Bribery Management System

**Bribery:** *"The offering, promising, giving, accepting or soliciting of an undue advantage of any value (which may be of a financial or non-financial nature), directly or indirectly, and irrespective of location(s), in violation of applicable law, as an inducement or reward for a person acting or refraining from acting in relation to the performance of that person's duties."* (Source: ISO 37001 International Standard - Anti-Bribery Management Systems)

**Zero Tolerance:** A zero tolerance policy is one which imposes a punishment for every infraction of a stated rule (Wikipedia).

#### 5. Scope

Any act of corruption and/or bribery, regardless of the jurisdiction or dependency in which the same may be encouraged or committed, whether at BROU or at the Companies comprising the BROU Conglomerate, the Correspondents acting on behalf of the Bank and the Suppliers that provide Services and/or Products to the Institution.

**NOTE:** This does not include courtesies, which are the result of usual practices and do not imply a commitment or suggestion of exchange of favors.

## **6. Responsibilities**

Persons who, directly or indirectly, represent, invoke, involve or in any way associate BROU with their operations, activities or business, must exercise the utmost care and due diligence in applying the Anti-Corruption and/or Anti-Bribery Regulations. With regard to the officers of the Institution and of the BROU Conglomerate, we highlight the following responsibilities:

### **6.1. Members of the Board of Directors**

- They have overall responsibility for compliance with and implementation of the Policy and any other related documentation.

### **6.2. Senior Management**

- To look out for compliance with this Policy.
- To ensure that responsibilities and authorities for the corresponding roles are assigned.
- To comply with and ensure that the requirements of the SGAA are applied and followed by all the Employees of the Bank, including those of the Foreign Branches and those of the BROU Conglomerate.

### **6.3. Compliance Officer**

- To communicate the principles adopted by the Institution in relation to corruption and bribery in a reliable and clear manner to Employees and Stakeholders.
- To give advice and provide guidance on the SGAA to the staff of the Institution, as well as of the BROU Conglomerate.
- To monitor and report on the performance and deviations of the Anti-Corruption and Anti-Bribery Management System to the Board of Directors and General Manager.
- To ensure compliance with ISO 37001 Standard requirements.

### **6.4. Executive Manager of the Risk Policies and Control Office**

- To support in managing risks related to corruption and bribery, which may occur within the Institution, in the Foreign Branches, within the BROU Conglomerate and also in the relationship with Suppliers, and that threaten the objective of protecting its integrity and reputation.

### **6.5. All the Employees of the Bank and of BROU Conglomerate**

- To comply, without exception, with all the principles set forth in this document and other related documents.

## 7. General Principles

7.1 Corruption and bribery in all its forms, outgoing and/or incoming, are prohibited, including but not limited to:

- Facilitation payments
- Unauthorized fees
- Gifts
- Rent
- Hospitality
- Travel expenses
- Entertainment
- Charitable Contributions
- Donations
- Charity
- Scholarships
- Discounts
- Any other type of benefit or advantage that would not be obtained otherwise.

7.2 Anti-corruption and/or anti-bribery Regulations applicable to the Institution's Processes must be complied with.

7.3 Upon detecting, noticing and/or suspecting of an act of corruption and/or bribery in the Institutional and/or BROU Conglomerate environment, it must be reported, according to the **Instructions on Anti-corruption and Anti-bribery Management System - Whistleblowing**.

7.4 Due Diligence Process provided by TOPLAF must be applied to Suppliers and/or other Stakeholders.

## 8. Guidelines

BROU and the Companies of the BROU Conglomerate undertake to have in place and update, on an ongoing basis, a Corruption and/or Bribery Risk Mitigation Program, in line with the national Regulations and the best practices of the International Banking Sector, including SGAA into the comprehensive Institutional Management. That is:

- To conduct business activities in a fair, honest and transparent manner;
- Not to pay or offer bribes in their own name or on behalf of the Institution, either directly or indirectly, to obtain commercial advantages;
- Not to accept bribes, either directly or indirectly, to grant commercial or other advantages; nor allow them to be accepted in their own name or on behalf of the Institution.
- To avoid doing business with those who do not accept the institutional values, damaging the individual and/or institutional reputation.
- To keep clear and updated records of sponsorships and/or donations made by the Institution and/or members of the BROU Conglomerate.

### 8.1. Policies & Procedures

The Corruption and/or Bribery Risk Mitigation Program must:

- Promote systematic practices integrated into the corresponding Policies and Procedures Manuals, and must ensure that deviations from the obligations referred to are treated as of the highest priority.
- Provide for the necessary tools for the application of **zero tolerance** standards to behaviors that deviate from the provisions of this Policy, and provide the means to prevent, report, detect, investigate and react to them. BROU does not tolerate any form of fraud or corruption, therefore, it is mandatory that a thorough investigation of any suspicious incident be carried out. Any improper behavior may result in disciplinary measures for its personnel (including removal in serious cases) or termination of the contract and other penalties, in the case of contracted services, Suppliers and/or Customers.

### 8.2 Risk Assessment

- Periodically, a risk assessment must be carried out with a focus on the Anti-Corruption and Anti-Bribery Management System, led by UPLA [Anti-Money Laundering Unit] and OPYCR [Risk Control and Policies Office] and with the participation of other relevant Areas.

### 8.3 Conflicts of Interest

The Codes of Ethics and Best Practices establish how the employees of the Bank and the Companies of the BROU Conglomerate should act, in order to ensure that their private interests, those of their relatives or other related people, are in compliance with the Regulations in force and the best practices of the international banking industry.

These guidelines of conduct must be applied both in the relationships among the Employees and in those with Customers, Suppliers or any other third party.

### 8.4 Whistleblower Channel

As a necessary component of the System, the obligation and right to report or complain in good faith must be observed, according to the [Instructions on "Anti-Corruption and Anti-Bribery Management System - Whistleblowing,"](#) through the communication channels established for this purpose, under conditions that prevent retaliation in the event of whistleblowing.

These complaints may cover any non-compliance, unlawful conduct or violations related to this Policy and the rest of the Bank's Regulations, of which there is awareness or suspicion.

### 8.5 Training

The Employees of the Bank and of the Companies of the Conglomerate are required to participate in the appropriate Anti-corruption and Anti-bribery training activities, according to the position they hold.

### 8.6 Publication and Dissemination

**This Policy must:**

- Be of public knowledge,
- Be accepted by all Employees of the Institution and members of the BROU Conglomerate,
- Be available to all Employees, Suppliers, Customers of the Bank or other Stakeholders of the Bank and of the Companies of the BROU Conglomerate.

## 9. Change Control

| <b>Item</b>  | <b>Change</b>      |
|--|--------------------|
| <b>2 - Goals</b>   | Text was modified. |
| <b>6. Responsibilities</b>   |                    |
| <b>6.4 - Executive Manager of the Risk Policies and Control Office</b> | Rewording.         |
| <b>7. General Principles</b>   |                    |
| <b>7.2 -</b>   | Text was modified. |
| <b>7.4 -</b>   | Text was modified. |
| <b>8. Guidelines</b>   |                    |
| <b>8.2 - Risk Assessment</b>   | Text was modified. |