



OUTSIDE INTEREST POLICY

For

RABOBANK in IRELAND ENTITIES

For Internal Use Only

Version Control	Issue Date	Completed by	Reviewed by:	Approved by
v 0.1 (New Policy)	February 2013	Compliance Department – based on revised Group Policy	Stephen Mongey: Head of Compliance	Stephen Mongey
V 0.2 (Update)	May 2013	Compliance Department – Slight changes made to existing policy to incorporate updated guidance from Group	Stephen Mongey – Head of Compliance	Stephen Mongey
V0.3	June 2016	Compliance Department – based on revised Group Policy	Hugh Place, Compliance Officer	Management Team

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Policy Owner	Compliance
Next Review Date	June 2017

1. PURPOSE

This Policy applies to ACC Loan Management Limited (ACCLM), Rabo Ireland DAC and Rabobank Dublin Branch (including RaboDirect) otherwise known as “Rabobank in Ireland”. The policy details the standards expected of all people falling within the definition of ‘Employees’ for the purpose of this Outside Interest Policy with regards to outside interests which may create either a real or perceived conflict of interest or have the potential to impact upon the reputation of (any part of) the Rabobank Group or its Employees.

RATIONALE

This policy supports the standards set by the Rabobank Group Code of Conduct and in particular the following:

- Rabobank in Ireland believes it is important for Employees to pursue social activities outside of their job: this expands experience and broadens horizons. However, these activities must not impede their integrity and objectivity in carrying out their job at Rabobank in Ireland.
- Any action that evokes the suggestion of a conflict between private and professional interests must be avoided. All Employees will act professionally, honestly and reliably in internal and external contact without personal interest.
- Employees are treated on the basis of mutual respect characterized by maturity, openness and involvement. They are given full scope to develop their professional abilities.
- Trustworthiness and prudence form the basis for the relationship between Rabobank in Ireland and its Employees. This requires the essential elements of openness, consultation and the fulfilling of agreements. Integrity demands that each Employee refrains from abusing the knowledge and possibilities offered by their job within Rabobank in Ireland.

In addition, the aim and objective of this policy is to contribute to meet the legal and regulatory requirements to maintain and operate an effective and comprehensive system of internal control.

2. DEFINITIONS

Outside Interest Policy or Policy:

Is this Outside Interest Policy as amended from time to time and approved by the Management Team responsible for Rabobank in Ireland.

CAFE:

CAFE stands for Compliance Automated Forms for Employees. It is an (automated) compliance solution for the registration and reporting of Gifts, Hospitality, Outside Interests and Personal Account Dealing.

Client:

A (legal) person obtaining products and services provided by Rabobank in Ireland based on an agreement. In the context of this Policy, a Client also includes prospects with whom the Employee is in regular contact.

Compliance:

Is the compliance department of Rabobank in Ireland.

Compliance WRR and Compliance Rabobank:

Are the compliance department of Rabobank Wholesale, Rural & Retail (“WRR”) and compliance Coöperatieve Rabobank U.A. respectively.

Compliance Officers:

Compliance Officers are Rabobank employees who hierarchically and/or functionally work and/or report within the Rabobank Supervision & Compliance chain. This can thus be local, regional or global compliance officers, compliance specialists or compliance analysts.

Conflict of Interest:

A situation where two or more parties have or could have competing interests. For the purposes of this Outside Interest Policy, a conflict of interest means that acting, or having the ability to act, in the interest of one party as result of having an Outside Interest in such party can entail not (or not fully) acting in the interest of the other party (parties).

Outside Interests:

Are activities or roles where the Employee has an interest or involvement with an outside organisation where that involvement is rewarded by some form of remuneration or benefit, either directly or indirectly, or where the individual is in a position of influence and/or decision making within that organisation. It excludes hobbies and interests of a casual or purely social nature although these activities should remain consistent with the expectations on standards of behaviour set by the Rabobank Group Code of Conduct.

Employee:

Anyone working for a Rabobank in Ireland entity whether employed under a permanent or fixed term contract or on a secondment basis from another Rabo Group entity, including directors of Rabobank in Ireland entities. For the avoidance of doubt, this includes anyone on the payroll but it does not include external consultants, advisors etc. contracted to provide services to Rabobank in Ireland.

Immediate Family Members:

Are i) any spouse, partner, (step/foster) children, parents or siblings of an employee, ii) any person that forms part of such employee's household, and iii) any person other than referenced under i) or ii) above who depends on such employee for financial support.

Possible Conflicts of Interests relating to activities of Immediate Family Members:

- Directorships of publicly-traded companies held by Immediate Family Members
- Immediate Family Members serving as an employee, director, or trustee or having any substantial interest in or business relationship with a competitor, client or supplier of Rabobank in Ireland or the Rabobank Group and the activity is currently active, becomes active, or is in its concluding stages, limited to activities where the Immediate Family Member could or could be seen to influence the decisions taken or advice given by i) the Employee or ii) the competitor, client or supplier.

3. SCOPE

This Policy applies to all Employees. As specified above and at Additional Provisions below, the Policy may also apply to Immediate Family Members of Employees.

This Policy sets minimum standards:

4. MINIMUM STANDARDSOutside Interests

- The approval for Outside Interests will not be unreasonably withheld
- Any Outside Interests must not be carried out on Rabobank in Ireland premises nor must it conflict or interfere with Rabobank in Ireland's business in any way

- New positions:
 - People who have received an offer from a Rabobank in Ireland entity that would, on acceptance, make them an Employee must disclose, prior to acceptance of the offer any Outside Interests that are i) in existence, ii) that existed during the previous 6 months (limited to Outside Interests that would have resulted in a Conflict of Interest with the role which the Employee will accept), or iii) are expected to come into existence during the next 6 months.
 - As a pre-condition to accepting an offer, any existing or expected Outside Interests that are not approved by the relevant authority within Rabobank in Ireland, need to be given up by the person seeking to become an Employee of a Rabobank in Ireland entity.

- Employees:
 - Will upload to CAFE any pre-approved Outside Interests at commencement of their employment.
 - Cannot undertake an Outside Interest alongside a position within Rabobank in Ireland if fulfilling the Outside Interest role or activity could lead to a Conflict of Interest or the perception or potential for a Conflict of Interest.
 - Are required to obtain prior approval via CAFE from their line manager before taking any (further) Outside Interests.
 - Will update CAFE when an approved Outside Interest has ceased.
 - Can only in exceptional circumstances serve as an employee, director, or trustee or have any substantial interest in or business relationship with a competitor, client or supplier of Rabobank in Ireland or the Rabobank Group.

- The responsible (line) manager will:
 - Assess the reported or requested Outside Interest on its potential for Conflict of Interest.
 - Notify Compliance and seek its advice, if necessary, to ensure that no real or perceived Conflict of Interest exists or will emerge in the case of new positions or an Employee requests to take on an Outside Interest.
 - ⊖ Inform the Employee on the (conditional) approval or rejection of the requested Outside Interest, stating the reasons and which must be confirmed in writing. Via CAFE or email is considered to be in writing.

- Additional provisions:
 - No Employee is allowed to hold a Directorship of a publicly-traded company, unless specifically approved by the Management Team of Rabobank in Ireland (and if required the Board of the hiring Rabobank in Ireland entity).
 - Possible conflicts of interest relating to activities of Immediate Family Members should be disclosed by the Employee to the responsible line manager throughout the period of employment or engagement.
 - Employees should enter or have entered any request for an Outside Interest in CAFE, in a timely manner including a proper description and explanation of the relevance of the requested Outside Interest and any details of known, perceived or potential Conflicts of Interest of which they are aware.
 - ⊖ Employees have the right to appeal the line manager decision to the Head of Compliance. The Head of Compliance may, as required, form and chair an Appeals Board which can adjudicate on appeals by employees against decisions made by line managers. An Appeals Board will consist of a representative from each of Compliance, Human Resources and a member of the MT who is not in the direct reporting line of the employee who is appealing.
 - Employees must confirm their Outside Interests annually or attest to the non-existence of any Outside Interests annually. An annual reminder will be sent to employees via CAFE or Compliance.

RESPONSIBILITIES FOR COMPLIANCE WITH THIS POLICY

Various stakeholders have their own role in ensuring compliance with this Outside Interest Policy, which can at a high level be summarized as:

Management Team (MT)

- Ensure compliance with all legislation and regulations and management of Outside Interests;
- Endorse and approve the Outside Interest Policy for all business units and business lines of Rabobank in Ireland;
- Members of the MT, in the role as line managers, ensure adherence to this Policy by Employees hierarchically reporting into her/him.

Line Managers

- Ensure adherence to this Policy by Employees hierarchically reporting into her/him;
- Seeking approval from Compliance for any deviation from this Policy (or associated policies and procedures).

Compliance

- Supporting the Management Team and line managers in translating the Policy into effective operational guidelines, where required.
- Monitoring if adequate operational guidelines, procedures and applicable work instructions are in place;
- Providing advice and support (e.g. training) upon request on any aspect of this Policy, its interpretation and applicability;
- Developing training on an ongoing basis, contribute to educating staff and creating awareness relating to Outside Interests;
- Ensuring Employees complete the training as per the requirements set by Compliance;
- Creating business line specific guidance in addition to this Policy as required;
- Monitoring compliance with this Policy and the related policies and procedures e.g. Conflicts of Interest Policy;
- Approving or disapproving exceptions to Policy;
- Chairing an Appeals Board which will adjudicate on appeals by employees against decisions made by line managers in relation to outside interests.
- Reporting breaches of this Policy and the related policies and procedures in periodic reports to the Management Team and senior Rabobank Group level Compliance Officers (regional and/or global, whatever is applicable in the specific circumstance);
- Annually reviewing the Policy and updating the Policy if and when required;

Internal Audit

- Independent review of this Policy and associated controls at their own discretion or as directed by the Audit & Compliance Committee.

Legal

- Providing advice on any legal issues arising from this Policy.

Compliance WRR

- Monitoring developments in relevant (inter)national legislation;
- Reviewing and updating (on the basis of new or changed legislation and regulations or otherwise) the WRR Outside Interest Policy;
- Support Rabobank in Ireland in translating The WRR Outside Interest Policy into the Rabobank in Ireland Outside Interest Policy and creating input for local training and e-learning.

All Rabobank in Ireland Employees

- Ensuring that they are familiar with this Policy and for complying with it;
- Completing training as required by Compliance and/or stating that they have read and understood the Policy, whatever is required and/or applicable.