

Rabobank in Ireland Code of Conduct

Version control

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1. Scope of Code of Conduct

The Code of Conduct applies to all Rabobank in Ireland employees. Rabobank in Ireland comprises of ACC Loan Management Limited, Rabobank Ireland plc and Rabobank International Dublin Branch (collectively "the Bank"). The Code outlines the basic principles for the conduct of every individual and is an expanded version of the overall conduct framework set by the Rabobank Group which is published and available to employees on the Sharepoint. Click [here](#) to access the Rabobank Group Code of Conduct. Your Manager, and/ or the Compliance and Human Resources Teams are available to assist employees with any issues of a legal or ethical nature or any matters of concern arising from the Code

2. Introduction

The Bank will only be successful if everyone working in the Bank meets the expectations of all our 'stakeholders'. Our stakeholders are not just our customers, but also our parent organisation, business associates in the marketplace, our regulators, our suppliers and service providers and the wider forum of public opinion. Not meeting our stakeholder expectations can do serious harm to the reputation of the Bank with consequential impact upon our commercial success. Meeting or exceeding these expectations will generate respect from current and prospective customers of the Bank and all those whom we deal with in our various markets. Today, stakeholder expectations extend to our financial performance and out corporate behaviour. Across all industries, companies are increasingly being judged on their ethical standards. Regulators across the world have become more rigorous and disciplined about judging companies in the financial services sector in this way.

All employees must, as a matter of course, comply with all relevant local legislation, rules and regulations applicable to the financial services industry and marketplace in which they operate. But overlaying these must be a set of standards governing the way all employees conduct their business as Bank employees.

All employees of the Bank are free to use, without fear of reprisal, all existing channels for conflict resolution within the Bank (including the Grievance Procedure etc) and to express concerns about situations which are, or have the potential to be an infringement of the Bank's Code of Conduct. Employees will not be prejudiced in any way for reporting the infringement of rules.

For this reason the Bank has instituted a 'Whistleblowing' Policy which is open to all employees in the Bank who have concerns about what is happening at work. The Bank wishes employees to raise any concerns they have about others in matters relating to unlawful conduct, financial malpractice, obvious conflicts of interest, fraud, corruption or dangers to the public or the environment. Click [here](#) to access the Rabobank In Ireland Whistleblowing Policy.

In the event of an infringement of the Code of Conduct, the Bank will be entitled to take appropriate steps, including disciplinary measures, in respect of the employee concerned. In the case of a serious infringement, such steps may include immediate dismissal. Furthermore, violations of the code of conduct may also be violations of the

law and may result in civil or criminal penalties for you, your Managers and/or the Bank.

Everybody should strive to apply high ethical standards in our day to day activities as we conduct the Bank's business. From time to time questions will arise and where guidance is needed you should consult your Manager or if appropriate a member of the Management Team, the Head of Compliance or the Head of Human Resources. You could also use the avenues provided by the Whistleblowing Policy described above.

Doing the 'right thing' is expected from all employees and is fundamental to the Bank's long term success.

Each employee is required to know, understand and act in accordance with the Rabobank standards of Ethical and Business Conduct of Integrity, Professionalism, Respect and Sustainability.

3. Integrity

The Rabobank Group believes that all its activities must be carried out with honesty, sincerity, care and reliability.

You must conduct yourself with integrity at all times and in all of your dealings. Integrity includes honesty, morality, ethical conduct and standards of behaviour, both inside and outside the work place. Your conduct and actions outside business hours can also impact upon on your integrity, for instance, acts of dishonesty outside the workplace will bring your integrity into question. It is impossible to define exhaustively what constitutes acting with integrity. It is simpler to give a few guiding examples of failing to act with integrity:

3.1 Engaging in action, or failing to act, which deliberately misleads or attempts to mislead

Including but not limited to:

- Trying to conceal a mistake which your Manager or another control function in the Bank ought to know about;
- Giving false information about qualifications, experience or any criminal convictions;
- Knowingly advising customers to deal in unsuitable products;
- Backdating documentation;
- Accepting, offering or suggesting any form of inducement, the purpose of which is to influence a person's conduct to achieve a result via unethical and/or anti-competitive methods;
- Misleading others within the Bank as to the creditworthiness of a customer;
- Destroying or causing the destruction of incriminating documents (including false documents) or files;
- Falsifying any documentation;
- Knowingly underplaying the risks of a transaction or proposal to a customer when advising;
- Providing false information such as hiding a loss by mis-marking trading positions; and,
- Procuring the unjustified alteration of prices on illiquid and/or off-exchange contracts.

3.2 Deliberately failing to communicate (without a good reason) an awareness of something being wrong.

Including but not limited to:

- Failing to disclose the existence of false documents to an appropriate person;
- Failing to rectify mismarked positions immediately and to advise an appropriate person; and,
- Failing to clearly disclose to your Manager or other appropriate personnel that you have a personal conflict of interest in connection with dealings with a customer.

3.3 Deliberately preparing inaccurate or inappropriate documents and/or returns:

- Knowingly sending out inaccurate confirmations, valuations or statements; and
- Knowingly giving false information to customers, other internal control departments within the Bank or external regulators or other authorities.

3.4 Deliberately misusing the assets or confidential information of the Bank/customer.

Including but not limited to:

- Misappropriating assets of customers or of the Bank, transferring funds to personal accounts;
- Knowingly front running, by way of personal account dealings, the Bank's proprietary transactions or customer transactions;
- Pledging customer assets as security/margin for another customer's account; and
- Dealing for your personal account where you have inside information.

3.5 Deliberately acting in a way that breaches internal restrictions imposed by the Bank on activities.

Including but not limited to:

- Knowingly trading beyond the credit or the market risk limits; and
- Knowingly failing to adhere to the Bank's Personal Dealing Policy where appropriate.

4. Professionalism

The Rabobank Group provides its customers with high-quality expertise and facilities. It is committed to maintaining high quality and providing its services in an efficient manner.

You must conduct the functions of your position with skill, care and diligence. As a professional, your knowledge should be used effectively and readily in the execution or performance of your duties in a competent manner to avoid harm to customers or the Bank by acts of recklessness or negligence. You should be sufficiently experienced and trained so that you are technically competent to perform the duties required by the position that you hold within the Bank. If you are asked to assume responsibility for a task you are not competent to perform you should inform your Manager. You should be knowledgeable of the rules, regulations, compliance standards and other policies in place that must be adhered to.

All employees who fall within scope of the Central Bank's Fitness and Probity standards, must be deemed to meet this standards on an annual basis. The standards must be met under the following headings:

- Competent and Capable
- Honest, Ethical and to act with Integrity and,
- Financially Sound

Full details are available on the HR website.

A few guiding examples of acting with skill, care and diligence are as follows:

- Adequately explaining the risks of investments;
- Disclosing to a customer details of all charges that will be payable;
- Accurately marking trading positions;
- Ensuring information provided to customers, the Bank and to the Bank's auditors and Regulators is accurate and appropriate;
- Informing management of issues when required to do so by the Bank's internal procedures in a timely manner;
- Having reasonable grounds for believing that a transaction you are recommending for a customer is a suitable transaction for that customer;
- Fully understanding the risk exposure to the customer and the Bank when recommending, offering advice or undertaking a transaction for a customer or the Bank;
- Operating within delegated authority at all times;
- Disclosing, to the appropriate personnel, any conflict of interest of the Bank in connection with the dealings of a customer on a timely basis;
- Observing high standards in the creation of business records and following appropriate guidelines in relation to the retention of all records; and
- Taking great care in relation to content and language when writing all documents including email correspondence etc;
- Providing adequate control over customers' assets. This would include:
 - Processing customer payments in a timely manner;
 - Appropriately designating a customer's account where the customer is acting as trustee or custodian;
 - Providing confirmations and customer statements within an appropriate timeframe;
 - Acting within the internal restrictions imposed on staff by the Bank;

- Alerting appropriate personnel if you suspect or believe that another person is breaching the restrictions;
- Trading within the internal limits set and communicating to management and the relevant control areas any breaches thereof;
- Only advising on or selling products on behalf of the Bank if you are appropriately designated to do so;
- Disclosing personal account dealings in accordance with the Bank's Personal Dealing Policy;
- Booking transactions promptly;
- Referring contractual documentation to the Legal Department before signing and sending it out; and
- Adhering to the procedure for opening new accounts for customers and escalating any suspicions of mistakes, fraud or money laundering immediately.

Other examples of professionalism relating includes;

4.1 Customer Relationships

Much of the Bank's success with its customers depends largely on the extent to which the customers' expectations have been met. This extends beyond the fiduciary relationships to customers. It is about ensuring that the advice provided is suitable, given the customer's level of expertise. It is about promoting a relationship of trust and faith between you (as an agent of the Bank) and the customer, your ability to deliver sound, tailored advice or services which meet the specific needs of the customer, where the customer has provided sufficient information for a reasonable assessment to be made.

It is also about not putting unfairly the interests of the Bank before the interests of a customer. It is about giving the customer the best possible service and the best possible advice on solutions for their specific business needs within Bank policy.

4.2 Confidentiality / Proprietary Information

The Bank is engaged in a continuous programme of business development, promotion and research with respect to its business, present and future. The Bank possesses and will continue to possess information which has commercial value and that (1) has been created, discovered or developed by the Bank, (2) has otherwise become known to the Bank, or (3) has been assigned or otherwise conveyed to the Bank. All of this information is "Proprietary Information" and includes, but is not limited to, trade secrets, processes, formulae, data and know-how, product improvements, financing techniques, marketing plans, strategies, forecasts, customer lists, customer financial and business information, reports, and presentation materials.

The Bank's Proprietary/Confidential Information is the property of the Bank and must be treated accordingly. Any improper transfer or disclosure of Proprietary Information, either during or after employment with the Bank, whether for profit or otherwise, is prohibited and can result in disciplinary action, termination of employment and such other legal remedies as are available to the Bank.

Complying with this confidentiality provision includes the following;

- Complying with the Bank's Clean Desk policies;
- Complying fully with the Bank's statutory Data Protection obligations;
- Complying fully with the Declaration of Secrecy signed by all employees when taking up employment with the Bank;
- Complying with the Bank's Compliance Standards and Policies which are available to view on the Compliance Department Website. Click [here](#) to access the Compliance Sharepoint website;
- Safeguarding all information (including that held in documents or electronic formats) concerning the Banks affairs;
- Observing strict secrecy regarding customers' business, financial and personal affairs. Confidentiality should equally be observed, when dealing with the financial affairs of all employees who are customers of the Bank;
- Exercising particular care in the course of any communications, to prevent others from acquiring confidential information;
- Exercising care in the storage of documents or electronic files and the disposal of paper or electronic materials; And,
- Responding to requests from the media for information about the Bank, only when authorised by the Chief Executive (or nominee). Seeking approval from your Head of Department for all lectures or articles/letters for publication concerning the Bank.

4.3 Customer complaints

If you receive a complaint from a customer, you must ensure that internal policies on the handling of customer complaints are followed. All complaints must be handled speedily, efficiently and fairly. Please refer to separate published procedures in place for dealing with Customer Complaints.

4.4 Customer expectations

Our Customers have a right to expect that in all their activities with the Bank will be carried out with honesty, sincerity, care and reliability.

Specific examples of where a relationship of trust would be broken include:

- Recommending high risk investments where this does not match a customer's demonstrated risk attitude;
- Recommending products where it is clear that the customer does not fully understand them; and
- Advising customers to purchase specific securities from the Bank solely because the Bank holds a large book position in those particular securities, without any economic and business reasoning supporting the recommendation.

You must at all times:

- Avoid any actual or potential conflicts of interest when dealing or deciding to deal with customers See section 4.7 below;

- Advise customers that the Bank is not a professional tax or legal advisor and that they should seek independent tax and legal advice if they are in doubt as to tax or legal issues relating to transactions;
- Fairly represent the nature of any transaction and avoiding the obscuring, omission or misrepresentation of material facts;
- Not make misleading or false statements when recommending transactions to the customer; and,
- Take full and proper account of advisory customers' interests and take care to act in accordance with them.

4.5 Communications with Customers

You must ensure that you obtain information from customers about their financial circumstances, objectives and risk appetite. You must also ensure that the customer is supplied with sufficient information to enable them to make informed decisions about the Bank's recommendations. Information supplied must be clear, fair and not misleading.

Some examples of customer information are as follows:

4.5.1. Suitability

Any recommendations or advice provided should be based upon a reasoned assessment of the potential suitability of the proposed transaction for the customer. Where appropriate, risk warnings must be given to the customer. You must consider what classification of customer they are.

4.5.2. Customer requests

Where customers want to engage in a non-standard or unusual transaction, staff should understand the reason behind the transaction. If a transaction appears unusual and seems to be without commercial reason, a risk exists that it could be a mistake, an improper activity or a fraudulent or money laundering activity, in each case carrying reputational consequences for the Bank and yourself and also the potential for civil or criminal liability on the part of the Bank and/or yourself.

You must be satisfied that you are yourself not aiding the customer to achieve an objective which under close scrutiny by the Central Bank, the Revenue Commissioners or similar such bodies could cause embarrassment to the Bank.

4.5.3. Marketing materials, including advertisements

When issuing marketing materials or any document that could in any way be construed as an advertisement, you should ensure that it is in compliance with the current applicable advertising requirements and approved by the Marketing Department. Please note that the definition of the term "advertisement" for the

purposes of these requirements is very wide. Any comparisons or contrasts should be presented in a fair and balanced way and be based on facts or clearly state when an assumption has been made.

4.6 Relations with the Central Bank

The Bank has a responsibility to deal with the Central Bank in an open and co-operative way, promptly advising the Central Bank of anything relating to its employees or the Bank that they would reasonably expect to be informed. All communications with the Central Bank should be directed through the appropriate channels.

4.7 Conflicts of Interest

Employees have an obligation to conduct business in such a manner as to avoid actual, potential or perceived conflicts of interest. Employees should refer to the Compliance section of SharePoint for details regarding Rabobank in Ireland's policy and procedures regarding conflicts of interest. Click [here](#) for a direct link to the Compliance Sharepoint website.

4.8 Personal Finances

All employees should use business-like judgment in maintaining their personal financial affairs so that the Bank's reputation does not suffer and your work performance is not affected. You should avoid any situation in relation to your personal finances that would reflect unfavourably on the Bank or create a real or potential conflict of interest.

4.9 Rules on Gifts, Fees, Legacies

For a more comprehensive account of the Bank's policy on Gifts and Entertainment, please see the specific policy on this area located in to the Compliance section of SharePoint. Please click [here](#) to refer to the policy. The following general principles should always be observed:

- a Bank employee must not accept a loan from a Bank customer or vendor. (This prohibition does not apply to loans from Banks or other financial institutions on customary terms to finance proper credit needs);
- a Bank employee must not accept a fee on a personal basis for performing any act that the Bank could have performed;
- a Bank employee must not accept a gift from a customer or from any other person seeking a relationship with the Bank. Provided management grants its approval, this rule does not apply to food, refreshments, or entertainment at luncheons or business meetings, advertising or promotional material of nominal value, awards from charitable

organisations, or gifts of nominal value given on special occasions such as holidays;

- a Bank employee must not receive anything of value for entering (or considering entering) into a transaction with a customer or vendor. This includes discounts, not generally available, for products or services provided by a customer or vendor.

4.10 *Outside Activities*

Employees of the Bank must not engage in;

- any other gainful occupation, business or farming which would be inconsistent with the employee's role in the Bank or which would render the employee unable to provide a satisfactory level of performance in his/her job or which may cause a breach of the Working Time Act legislation. Where an employee undertakes any other employment, business activity or voluntary work outside their normal working hours with the Bank, he/she must disclose this activity in the first instance to their Manager. The Manager must consult with the Head of Compliance where it is felt a potential client conflict exists.
- any business dealings with customers or suppliers to the Bank in a personal capacity unless clearly evidenced as executed on the basis of readily available publicised terms, including the purchase of goods, services or property.

Specific types of outside activities that raise conflict of interest questions include the following:

- employment by a firm that competes with the Bank;
- use of Bank equipment, supplies, or facilities by or on behalf of an outside organisation, unless specifically authorised by your Manager;
- activities that lead to you being unfit for work due to fatigue;
- performing any service that the Bank could perform;

The Bank encourages you to play your full part in civic and political activities in your free time. If you wish to stand for public or political office you must firstly seek the express approval from the Chief Executive before becoming a candidate or accepting appointment to any Public Office. If approval is obtained then you do so as an individual citizen and should not engage in any activity which may result in a conflict of interest with the Bank's business.

An employee may not make any public statements, or arrange for publication of any newspaper articles, magazine articles, books or other literary works involving the Bank and especially involving Proprietary Information without first receiving prior approval of the Communications Department.

5. *Respect*

The Rabobank Group works in concert on the basis of respect, appreciation and commitment.

5.1 Respect for Co-Workers

You must treat your co-workers with respect, courtesy and a co-operative attitude. We must be honest and fair in our approach to each other - sharing credit when credit is due, avoiding public criticism of one another, and encouraging an atmosphere in which openness, co-operation, and consultation are the norms. Dissemination of untrue or unsubstantiated information (i.e. spreading rumours) is not acceptable.

We must maintain a workplace that is supportive of the Bank's commitment to equal employment opportunity. The Bank is committed to attracting, retaining, and rewarding employees in a fair and equitable manner. The Bank seeks to attract, retain, and reward employees who perform their work at the highest standards, basing promotions on qualification and merit. The Bank does not tolerate discrimination on the grounds of and individual's gender, race (which can include colour, or national or ethnic origin), disability, marital status, family status, sexual orientation, age, religion or membership of the traveller community or any other status protected by applicable law.

5.2 Management Responsibilities

Senior Management in the Bank has primary responsibility for the effective management and control of the Bank and for compliance with regulatory requirements applicable to the business. Senior Management delegate responsibility through an organisational structure to a number of Line Managers within the bank and these Line Managers supervise the activities of staff who report to them. Line Managers should ensure procedures are in place which are designed to prevent violations by employees. When alerted to possible wrongdoing they must investigate quickly and decisively.

A Line Manager is the person who manages and directs the activities of other employees by assigning work or delegating specific responsibilities. It is a Line Manager's responsibility to ensure that the activities of staff are directed towards achieving the objectives of the Bank in accordance with applicable laws, regulations, Rabobank's own worldwide compliance standards and other relevant bank policies. To that end each Line Manager must have a sufficient understanding of the areas under his/her management so that areas of concern can be quickly identified and rectified.

If you are a Line Manager your duties include:

- Being a model of behaviour consistent with the high standards set by the Bank;
- Being aware of the laws, regulations, compliance standards and Bank policies and procedures that affect your area and help identify where guidance may be necessary to avoid a potential violation;
- Communicating knowledge of applicable laws, regulations, compliance standards and Bank policies to staff and encourage compliance through personal adherence;
- Establishing procedures reasonably designed to detect and prevent violations of applicable laws and policies, and take additional steps to ensure that these procedures are being followed, for example, ensuring any agreements that have been signed on behalf of the Bank have been signed by approved signatories, and ensuring customer accounts on the system cannot be created by trading or commercial personnel solely;
- Meeting regularly with staff to review and monitor their activities to ensure errors or improper activities are promptly identified;

- Ensuring staff awareness of the need to elevate any extraordinary or unusual circumstances or issues that may involve a violation of any applicable laws, regulations or policies such as suspicions of money laundering or fraud;
- Establishing training sessions periodically to review applicable laws, regulations and policies, any
- Amendments needed to the procedures, training materials, etc. should be carried out expeditiously;
- Being aware of any registration or licensing requirements applicable to your area and putting procedures in place to ensure that all registration requirements, whether at an entity level or employee level have been satisfied and are renewed as required on a timely basis;
- Delegating supervisory duties to another employee only if you are satisfied that the employee has the necessary skills and experience to fulfil such responsibilities and is aware of and fully understands the duties placed upon them;
- Responding vigorously to any indication of possible wrongdoing and launching a prompt investigation if an error or improper conduct is alleged, identified or brought to your attention; and
- Where cross jurisdictional activity is occurring, for example where the commercial activity and support functions are in different locations, agreeing supervision of these activities. In both locations personal supervisory responsibilities, *i.e.* nomination of Line Managers involved must be defined.

6. Sustainability

The Rabobank Group is committed to contributing to the sustainable development of society in the financial, social and ecological sense.

You should always carry out the Bank's business in a way that is consistent with the highest business and ethical standards of the community.

7. Conclusion

This Code provides guidelines for ethical conduct in broad areas of concern. It is impossible to describe every situation in which an employee might be confronted with an ethical dilemma. All employees need to understand that 'legal' and 'ethical' is not the same thing. All employees have the responsibility to stop and consider not only whether a situation is legal, but whether it is ethical - whether it is something with which the Bank would want its name to be associated. If a situation is considered to present an ethical issue, an employee should take that as a strong signal that it may be inappropriate.

Your Manager the Compliance, Human Resources Departments and the options outlined in the Whistleblowing Policy are available to assist employees with ethical issues that cause concern or answer any related questions that you may have. Nevertheless, in many instances, employees must rely on their own personal ethical standards in assessing difficult situations.

The Bank expects each employee to be committed to observing the highest ethical standards and exercising good judgement in all business dealings.

Protecting the Bank's reputation is everyone's job. Employees have an obligation to question situations that may violate ethical standards of business conduct. Any impropriety should be promptly reported to a member of the Management Team or to the Head of Compliance or to Human Resources.