

Rabobank in Ireland WHISTLEBLOWING POLICY

Version control

Date	Version	Status / changes	Approved by
August 2011	1.1	Revision of previous whistleblowing policies and creation of one Rabobank in Ireland Whistleblowing Policy	Audit & Compliance Committee
September 2012	1.2	Reviewed and no changes made	Audit & Compliance Committee
August 2014	1.3	Updated names and telephone numbers	
June 2015	1.4	Updated names and telephone numbers	
July 2015	1.5	Updated to reflect Protected Disclosures Act 2014 Guidelines	
November 2016	1.6	Updated to reflect Rabobank Organisation changes and new 'Speak Up' channel	

October 2017	1.7	Updated contact address and phone number	
Date	Version	Status changes By Whom	Approved by
June 2018	2.0	Updated to reflect best practice and contact details Updated by: Mairead Butler & Caitriona Foley	Management Team

Rabobank in Ireland covers all employees and activities of ACCLM and Rabobank Dublin. Anywhere the “organisation” is mentioned, it refers to employees and activities of both entities.

1. POLICY INTRODUCTION

All of us at one time or another have concerns about what is happening at work. Usually these concerns are easily resolved. However, when they are about unlawful conduct, financial malpractice, obvious conflicts of interest, fraud, corruption, unethical conduct or dangers to the public or the environment etc, it can be difficult to know what to do.

You may be worried about raising such issues or may want to keep the concerns to yourself, perhaps feeling it's none of your business or that it's only a suspicion. You may feel that raising the matter would be disloyal to colleagues, managers or to the organisation. You may decide to say something but find that you have spoken to the wrong person or raised the issue in the wrong way and are not sure what to do next.

Rabobank in Ireland has introduced this policy to enable you to raise your concerns about such malpractice at an early stage and in the right way. We would rather that you raised the matter when it is just a concern rather than wait for proof. If something is troubling you that you think we should know about or look into, please use this policy.

There is a difference between making a complaint or raising a grievance and 'Whistleblowing'. Whistleblowing occurs when an employee raises a concern or discloses information which relates to wrongdoing, illegal practices or unethical conduct which has come to his/her attention through work. Consequently, you will have no personal interest in it and you are not expected to prove it. You are just raising the concern so others can address it.

When you make a complaint or have a grievance it is because you believe that you have been poorly treated or want a particular decision that affects you to be changed and you are expected to be able to prove your case. For these reasons, the Whistleblowing Policy is not appropriate and you should progress your concern through the Grievance Policy or other appropriate procedure.

If in doubt - raise it!

2. SCOPE

This policy applies to all employees, contractors, consultants, agency employees, trainees, interns, work experience employees of Rabobank in Ireland.

The policy has been revised and amended to ensure compliance with the Protected Disclosures Act 2014 and the Workplace Relations Commission's Code of Practice on the Protected Disclosures Act 2014 (SI 464 of 2015) and the Commission's Model Whistleblowing Policy.

Whistleblowing is the term used when a worker raises a concern about a relevant wrongdoing such as possible fraud, crime, danger or failure to comply with any legal obligation which came to the worker's attention in connection with the worker's employment. Relevant wrong doings are broadly defined in the Act and include the following:

- Commission of an offence — has happened, is happening, or is likely to happen;
- Failure to comply with any legal obligation (other than one arising under the worker's contract of employment);
- Miscarriage of justice;
- Health and safety of any individual;
- Misuse of public money;
- Gross mismanagement by public body;
- Damage to the environment;
- Destruction or concealment of information relating to any of the above.

It is important to note that a matter is not regarded as a relevant wrongdoing if it is a matter which it is the function of the worker or the worker's employer to detect, investigate or prosecute and does not consist of or involve an act or omission on the part of the employer.

It is also important to note that this policy does not replace any legal reporting or disclosure requirements. Where statutory reporting requirements and procedures exist these must be complied with fully.

3. OUR ASSURANCES TO YOU

The CEO and Senior Management Team are committed to this policy. If you raise a genuine concern under this policy, you will not be at risk of losing your job or suffering any form of retribution or any other form of penalisation as a result, even if the concern or disclosure turns out to be unfounded. Of course, we do not extend this assurance to someone who maliciously raises a matter they know is untrue.

We will not tolerate the harassment or victimisation of anyone raising a genuine concern. However, we recognise that you may nonetheless want to raise a concern in confidence under this policy. If you ask us to protect your identity by keeping your confidence, then wherever possible we will not disclose it without your consent. If the situation arises where we are not able to resolve the concern without revealing your identity as outlined in the legislation (for instance because your evidence is needed in an investigation), we will discuss with you whether and how we can proceed.

Remember that if you do not tell us who you are, it will be much more difficult for us to look into the matter or to protect your position or to give you feedback. Accordingly, while we will consider anonymous reports, this policy is not well suited to concerns raised anonymously. We encourage staff members to put their names to any concerns raised.

4. HOW WE WILL HANDLE THE MATTER

Once you have told us of your concern, we will look into it to assess initially what action should be taken. This may involve an internal inquiry or a more formal investigation. We will tell you who is handling the matter, how you can contact them and whether your further assistance may be needed.

When you raise the concern you may be asked how you think the matter might best be resolved. If you do have any personal interest in the matter, we do ask that you tell us at the outset. If your concern falls more properly within the grievance process or other procedure we will advise you.

While the purpose of this policy is to enable us to investigate possible wrongdoing and take appropriate steps to deal with it, we will give you as much feedback as we properly can. If requested, we will confirm our response to you in writing. Please note, however, that we may not be able to tell you the precise action we take where this would infringe a duty of confidence owed by us to someone else.

While not being able to guarantee particular outcomes, we will always strive to handle the matter fairly and properly. By using this policy, you will help us to achieve this.

5. HOW TO RAISE A CONCERN INTERNALLY – THE PROCEDURE

In all steps of this procedure you should state clearly that you are raising a matter under the organisation's Whistleblowing Policy and if you want to raise the matter in confidence, so that the Manager can make appropriate arrangements.

Step One

If you have a concern about something that might constitute a relevant wrongdoing,

please raise the matter orally or in writing firstly, with your direct manager (or next level Manager if appropriate). However, should you not wish to use this route, for example, given the seriousness and sensitivity of the issue involved, you may also refer a matter to your Human Resources Relationship Manager.

Human Resources Relationship Manager - Caitriona Foley
Tel: 01 6076201(Mob: 086 1766615)

Concerns may be raised verbally or in writing. Should you raise a concern verbally we will keep a written record of our conversation and provide you with a copy after our meeting. Should you raise a concern in writing we would ask you to give the background and history of the concern, giving relevant details, insofar as is possible, such as dates, sequence of events and description of circumstances.

The earlier you express the concern the easier it will be for us to deal with the matter quickly.

Having raised your concern with us, we will arrange a meeting to discuss the matter with you on a strictly confidential basis. We will need to clarify at this point if the concern is appropriate to this procedure or is a matter more appropriate to our other procedures, for example our Grievance or Dignity and Respect at Work procedures. You can choose whether or not you want to be accompanied by a colleague or a trade union representative. In regard to confidentiality, it is important that there should be an awareness of respecting sensitive company information, which, while unrelated to the disclosure, may be disclosed in the course of a consultation or investigation process.

How we will deal with your disclosure

Having met with you in regard to your concern and clarified that the matter is in fact appropriate to this procedure, we will carry out an initial assessment to examine what actions we need to take to deal with the matter. This may involve simply clarifying certain matters, clearing up misunderstandings or resolving the matter by agreed action without the need for an investigation.

If, on foot of the initial assessment, we conclude that there are grounds for concern that cannot be dealt with at this point, we will conduct an investigation which will be carried out fairly and objectively. The form and scope of the investigation will depend on the subject matter of the disclosure.

Disclosures may, in the light of the seriousness of the matters raised, be referred immediately to the appropriate authorities. Likewise if urgent action is required (for example to remove a health and safety hazard), this action will be taken.

It is important to us that you feel assured that a disclosure made by you under this policy is taken seriously and that you are kept informed of steps being taken by us in response to your disclosure. In this regard we undertake to communicate with you as follows. We will:

- Acknowledge receipt of your disclosure and arrange to meet with you as outlined above;
- Inform you of how we propose to investigate the matter and keep you informed of actions, where possible, in that regard including the outcome of any investigation, and, should it be the case, why no further investigation will take place. However it is important to note that sometimes the need for confidentiality and legal considerations may prevent us from giving you specific details of an investigation.
- Inform you of the likely time scales in regard to each of the steps being taken but in any event we commit to dealing with the matter as quickly as practicable.

It is possible that in the course of an investigation you may be asked to clarify certain matters. To maximise confidentiality such a meeting can take place off site and you can choose whether or not to be accompanied by a colleague or trade union representative.

Where a concern is raised or a disclosure is made in accordance with this policy, but the allegation is subsequently not upheld by an investigation, no action will be taken

against the employee making the disclosure and the employee will be protected against any penalisation. It is important to note that if an unfounded allegation is found to have been with malicious intent, then disciplinary action may be taken.

Step Two

Any suspicion of fraud or financial malpractice should also be reported in the first instance to the Fraud Officer (Please refer to the Rabobank in Ireland Fraud Policy on SharePoint for further information). The Fraud Officer will register and track the issue raised and ensure that this is investigated further:

Fraud Officer - Patrick Peake

Mob: 086 027 4064

Email: Patrick.Peake@rabobank.com

Other staff members that you can raise these issues with include the Head of Compliance, or the Internal Audit Manager.

Head of Compliance & Corporate Affairs - Mairead Butler

Tel: 01 60762547

Mob: 086 8063496

Email: Mairead.Butler@rabobank.com

Internal Audit Manager - Aoife Fay

Tel: 01 6076232

Mob: 086 8041080

Email: Aoife.Fay@rabobank.com

Step Three

If these channels have been followed and you still have concerns, or if you feel that the matter is so serious that you cannot discuss it with any of the above, please contact the CEO.

CEO - Kevin Knightly

Tel: 01 353 (1) 6076212

Email: Kevin.Knightly@rabobank.com

6. INDEPENDENT ADVICE

If you are unsure whether to use this policy or you want independent advice at any stage, you may contact the nominated Rabobank external trusted person network which is a service provided by KPMG, confidentially and anonymously, via a local contact point.

The nominated local external trusted person in KPMG is Deirdre Carwood.

You can call Deirdre Carwood directly in the following ways;

By Telephone:

Direct: +353 (21) 4254508

Work: +353 (21) 4254500

Mobile +353 877442175

By Email: deirdre.carwood@kpmg.ie

You can also make contact with KPMG the 'external trusted person' via; the Rabobank Telephone Speak Up Hotline 1800-552136 and enter the access code 21533 or using the online Speak Up Platform www.speakupfeedback.eu/web/th6pep/ie using access code 21533

This external trusted person network is independent of Rabobank in Ireland and can give you free confidential advice at any stage about how to raise a concern about serious malpractice at work.

KPMG will use their expertise to help you identify how best you can raise the concern while minimising any risk to you and maximising the opportunity for the wrongdoing to be addressed.

7. EXTERNAL CONTACTS

We are fully confident that this policy will give you the reassurance you need to raise such matters internally. However, we do recognise that there may be exceptional circumstances where you should properly report matters to outside bodies, such as the Central Bank of Ireland or the Gardai. KPMG will be able to advise you on such an option and on the circumstances in which you may be able to contact an outside body safely.

You should be aware that the instances in which disclosures can be made to an external person are specifically set out in the legislation. The evidential criteria for making an external disclosure are set at a higher level than that applying to internal disclosures. Disclosure to a prescribed person (e.g. Regulatory Bodies) will only be protected when the person making the disclosure believes that the information disclosed, and any allegation contained in it, is substantially true. You should seek advice and assistance from KPMG before making such a disclosure.

8. IF YOU ARE DISSATISFIED

If you are unhappy with our response when you first raise this matter internally, remember you can progress to the next steps as detailed in this Policy.

While we cannot guarantee that we will respond to all matters in the way that you might wish, every effort will be made to handle the matter fairly and properly. By using this policy, you will help us to achieve this.

9. LEGISLATIVE FRAMEWORK

In Ireland the Protected Disclosures Act 2014 provides the legal framework around whistleblowing. The stated aim of the legislation is to provide a robust statutory framework within which employees can raise concerns regarding potential wrongdoing that has come to their attention in the workplace.