

POLICY ON WHISTLEBLOWING

NIBC

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Note to the Procedure on whistleblowing: the text of this Policy contains a number of words and phrases printed in **bold**. This indicates that the word/phrase concerned is defined in more detail in appendix 1.

SUMMARY

POLICY WHISTLEBLOWING

To whom does it apply?

All staff members of NIBC including in the international offices.

What is the purpose?

To ensure that staff members will have the tendency to report (potential) malpractice at the earliest stage and genuine concerns are handled fairly and are investigated appropriately.

What is/are the principle(s)

Staff members reporting (potential) malpractice under this Policy in good faith can be confident that they will suffer no detriment for having raised their genuine concerns, that protection and confidentiality will be honoured, that allegations of malpractice will be fairly investigated and that, if deemed necessary, appropriate action will be taken.

To create an open culture for reporting malpractices.

How to comply?

Report (potential) malpractice at the earliest stage and to discuss the matter - if possible - with senior management before using the procedure as set out in this Policy.

When to notify?

Promptly reporting the matter to senior management or trusted representative as soon as the staff member knows of, or has reasonable grounds to suspect that (potential) malpractice has occurred, is occurring or is likely to occur.

1. STATEMENT OF THE MANAGING BOARD

The Managing Board of **NIBC** strongly values the reputation and integrity of its organisation and staff members. NIBC is therefore committed to ensure that it is operating in a climate of transparency in which staff can raise genuine concerns without fear of reprisal. Staff members are encouraged to raise concerns about possible malpractice within NIBC.

Staff members making allegations of malpractice under this Policy in good faith can be confident that they will suffer no detriment for having raised their genuine concerns, that protection and confidentiality will be honoured, that allegations of malpractice will be investigated fairly and that, if deemed necessary, appropriate action will be taken.

The Whistleblowing Policy is an element of NIBC's overall standards and best practices by:

- Increasing the likelihood of management being alerted to problems in time to prevent any serious damage;
- Creating an internal climate in which staff can raise genuine concerns regarding possible malpractices without fear of reprisal;
- Reducing the amount of time and resources which would otherwise need to have been spent to de-escalate the crisis;
- Helping to deter people from engaging in malpractice.

To prevent misuse of this Policy, all staff members are encouraged, when wishing to raise a specific genuine concern, to discuss the matter - if possible - with senior management before using the whistle blowing process as set out in this Policy.

The Managing Board

2. INTRODUCTION

2.1. Purposes and principles

Staff members are often the first to realise that something is wrong within the workplace, but they may feel that they cannot express their concerns because it would be seen as disloyal to their colleagues and/or NIBC, and/or they are concerned that they may be subjected to harassment or discrimination afterwards.

This Policy is set up to ensure that staff members will have the tendency to report (potential) **malpractice** at the earliest stage and is designed in such a way that staff members' genuine concerns are handled fairly and are investigated appropriately.

2.2. Effective date

The Policy on Whistleblowing comes into effect in May 2014. It replaces the different local Policies on Whistleblowing. NIBC reserves the right to amend this Policy from time to time if circumstances (e.g. changes to legislation and regulations) make this necessary. NIBC will follow the appropriate procedures for this and will notify its staff members immediately.

3. NOTIFYING A CONCERN

3.1. Notifying the trusted representative

In conformity with the NIBC Code of Conduct, any staff member who knows of, or who has reasonable grounds to suspect that malpractice has occurred, is occurring or is likely to occur, should promptly report the matter to senior management. The malpractice may relate to an incident as defined in the Policy on Incidents or as stated in Appendix 1 of this Policy (definition of malpractice).

If the staff member has grounds to suspect that following this route will not or did not lead to sufficient action and/or could lead to the suffering of (serious) personal detriment, the matter can be reported to the **Trusted Representative** ('TR'). For NIBC the TR is the Head of Compliance and/or the Head Internal Audit. If for whatever reason a staff member does not wish to report to the TR, the staff member may also report the matter directly to a (local) Compliance Officer. Those staff members will promptly report to the TR. If the Head of Compliance or the Head Internal Audit receives a notification they will decide, after internal consultation, who will take care of any further action.

Where the concern relates to malpractice with respect to financial reporting, risk management and internal control systems, critical information systems or audit matters, the TR will report the concern to the Chairman of the Managing Board immediately. The Chairman of the Managing Board will inform the Audit & Compliance Committee immediately should a concern relate to an issue that may seriously impact the operations, reputation or financial performance of NIBC. In some cases reporting to the Audit & Compliance Committee is advisable. See Chapter 6.

Where the concern relates to a member of the Managing Board, the TR or the Audit & Compliance Committee will report the concern to the Chairman of the Supervisory Board immediately.

In general staff members should follow the internal procedure as described in this Policy before talking to any external body. Taking a concern externally, before NIBC has had the opportunity to consider the allegations and determine an appropriate course of action could have serious implications for NIBC and should only be taken after very careful consideration. Staff members who immediately seek outside affirmation are not able to fall back on the protection mentioned in this Policy.

Be aware that all staff members making allegations of malpractice under this Policy in good faith can be confident that they are safeguarded by protection and their allegation will receive full confidentiality. See chapter 7.

3.2. Anonymous reporting to the Trusted Representative

Concerns may be reported anonymously to the TR. Staff members wishing to remain anonymous are advised to send the **Whistleblower form** (see appendix 2), without revealing his or her identity, to the separated Compliance P.O. Box (address: Trusted Representative, P.O. Box 16178, 2500 BD The Hague. Include on the envelope: "Strictly Private & Confidential"), since other methods of transmission may reveal the sender's identity.

3.3. Confirmations of receipt of the concern raised

When a concern is raised and reported on a non-anonymous basis the TR will confirm the receipt thereof in writing to the whistleblower. The confirmation states the specific concern.

3.4. False or malicious reports

This Policy also seeks to balance the need to provide safeguards for staff members who raise genuine concerns about malpractice against the need to protect other staff members and NIBC against falsely or maliciously made allegations that can cause serious difficulty to innocent individuals. This Policy therefore does not offer protection to staff members not making disclosures in good faith. Nor does this Policy provide any protection to individuals who make disclosures to the press or to other external bodies without first following this internal Policy. **Disciplinary procedures** may be subject against anyone who deliberately raises false or malicious allegations of such disclosures.

4. HOW TO REPORT MALPRACTICE

As already mentioned, when malpractice is reported, it is encouraged to first discuss the matter with senior management. It is expected that in the majority of cases they will be able to address the issue adequately. Senior management must take all concerns seriously, consider the issues fully and where necessary seek advice from the TR.

If the staff member decides to report to the TR, he/she should preferably fill in the **Whistleblower form** (see appendix 2) to enable proper assessment and full investigation of a report of suspected malpractice. It is also possible to write any free form memo or to make an appointment with the TR. In all cases the whistleblower has the choice to stay anonymous.

5. INVESTIGATION OF A WHISTLEBLOWERS FORM

When a whistleblowers form is received by the Trusted Representative (TR) or the TR is informed in any other way, the following procedure starts:

1. The TR will inform the Chairman of the Managing Board of the raised matter stated by the whistleblower. The TR will not reveal the identity of the whistleblower to the Chairman of the Managing Board unless the whistleblower has agreed the notification will not be handled anonymously (see whistleblowers form). Under certain conditions (see Policy Special Investigations) the TR can start an investigation without informing the Chairman of the Managing Board.
2. The TR will send a confirmation of receipt about the concern raised, if possible, to the whistleblower.
3. The Chairman of the Managing Board and the TR will assess the concern raised and if found to be appropriate, the Chairman of the Managing Board will summon the Special Investigation Council (see also Policy Special Investigation).
4. The Special Investigation Council can initiate the start of a special investigation.

Every four weeks (or earlier if possible), after notifying the concern, the whistleblower is informed by the TR about the 'progress and outcome' of the investigation regarding the reported event. Progress and outcome means that the whistleblower is only informed of the verification of the concern raised as result of which a

(preliminary) investigation has been initiated by the Special Investigation Council. If within the abovementioned period an outcome cannot be given, an indicative timeframe will be given. The whistleblower may waive the right to be informed.

The Special Investigation or the reported event/concern will follow the process as described in the relevant Policy.

6. REPORTING TO THE AUDIT & COMPLIANCE COMMITTEE

A staff member may raise a specific concern directly to the Audit & Compliance Committee ('ACC'). He may do so for the following reasons:

1. He/She does not agree with the clarification of the outcome of the investigation mentioned in section 5;
2. He/She is of the opinion that he/she is not properly informed about the outcome within the abovementioned period in section 5, rejected to that and is not given a proper explanation about the remaining timeframe;
3. He/She is planning to raise a concern about a member of the Managing Board;
4. He/She has raised a concern at an earlier stage and is of the opinion that the concern has not been managed properly;
5. He/She does not want to report a concern directly to the TR.

If it concerns one of the two first points, the staff member shall only raise his concern to the ACC after informing the TR about his intention and after giving the TR ample time (two working days) to react on this message and/or to take adequate action. For raising the concern to the ACC the staff members should use the **Whistleblower form** (see appendix 2) and send it to the ACC by using the following address: NIBC Bank N.V. Attn. Chairman of the Audit & Compliance Committee, P.O. Box 16178, 2500 BD The Hague. Include on the envelope: "Strictly Private & Confidential".

If a concern about a member of the Managing Board is raised, the Chairman of the Supervisory Board will have to be informed immediately.

When a whistleblower form is received by the ACC, the Chairman of the ACC will start the following procedure:

1. The Chairman of the ACC will send a confirmation of receipt on behalf of the ACC about the concern raised, if possible, to the whistleblower. In the confirmation the specific concern is mentioned.
2. The ACC will assess the concern raised and if found to be appropriate will give approval to start an investigation. During this process the ACC can seek independent advice on the matter. The Chairman will not reveal the identity of the whistleblower to anyone unless the whistleblower has agreed that his/her name is mentioned (see whistleblower form).
3. The ACC will decide who should perform the investigation. Such an investigation may be handled by the TR or may be sub-contracted to a third party.

Every four weeks (or earlier if possible), after notifying the concern, the whistleblower is informed by the Chairman of the ACC about the 'progress and outcome' of the investigation regarding the reported event. Progress and outcome means that the whistleblower is only informed of the verification of the concern raised as result of which a (preliminary) investigation has been initiated. If within the abovementioned period an outcome cannot be given, an indicative timeframe will be given by the Chairman. The whistleblower may waive the right to be informed.

7. CONFIDENTIALITY AND PROTECTION

7.1. Confidentiality

All staff involved in the Policy on Whistleblowing must maintain the highest standards of professionalism and confidentiality. Any documents generated in connection with a whistleblowing form must be kept highly confidential. During all communications and meetings, care must be taken to avoid potential damaging statements, to protect the identity of those involved and to make sure that any investigation is not impaired. All investigations should be carried out in such a way as to avoid the attention and/or speculation of those who do not need to be involved. Communications should only be made to people who have “need to know”. Each staff member interviewed in connection with an investigation should be instructed to treat the matter confidentially and to refrain from discussing it with anybody.

7.2. Protection

Staff members making allegations of malpractice under this Policy in good faith can be confident that they will suffer no detriment for having raised their concerns. The employer will make sure he complies with this clause. The TR and all other concerned can be confident that they will suffer no detriment for performing their duties regarding this Policy. The employer will make sure he complies with this clause.

Appendix 1 Terms and definitions

Disciplinary procedures	A set of measures in order to institute disciplinary actions by NIBC.
Malpractice	Malpractice includes (but is not limited to): serious breaches of internal rules and policies of NIBC, violations of the NIBC Code of Conduct or NIBC Business Principles, criminal offences, breaches of civil law or regulation, endangerment of the health and safety of any staff members, questionable accounting and auditing, deliberate concealment of any malpractice or other unethical conduct. Examples of malpractice include: Market abuse, breach of client confidentiality, money laundering, insider trading, theft, fraud, bribery and corruption and financial irregularity.
NIBC	NIBC Holding N.V. including the international offices as well as all domestic and foreign participating interests in which it has an (equity or voting) interest of at least 50% (among others NIBC Bank N.V.). Within this definition the (consolidated) participations, being non-financial institution participations, are excluded.
Staff members	Permanent and temporary staff of NIBC including in the international offices.
Trusted Representative	The staff members designated as such by the Managing Board to whom all concerns raised need to be addressed. The Trusted Representative for NIBC is the Head of Compliance and/or the Head Internal Audit.
Whistleblower form	A form in which raised concerns about matters regarding NIBC can be addressed.

Appendix 2 Whistleblower Form

Questions	Answers
A description of the matter with all known relevant facts (e.g. what happened, what specific conduct was involved, when and where did it happen, who was involved).	
An indication of why the matter is considered a concern.	
An indication of whether the matter has happened, is happening or is likely to happen in the future.	
An indication of how the staff member came aware of the situation.	
Do you have any supporting information that will confirm the above mentioned concern?	
Are there other witnesses?	
Have you raised the matter with anyone else, and if so, whom?	
An estimate of any amounts involved.	
The BU where the concern originates.	
Do you agree to provide further information? If Yes, you could state your name here.	

Please sent to: Trusted Representative, P.O. Box 16178, 2500 BD The Hague. Include on the envelope: "Strictly Private & Confidential"

Appendix 3 Legislation applying specifically within the UK

Most employees in the UK (excluding those self-employed or in the armed forces or intelligence services) are also protected by the Public Interest Disclosure Act 1998 (PIDA). This legislation enables employees to raise concerns about wrongdoing responsibly. PIDA protects them if they raise a concern about wrongdoing internally and, in most cases, with a regulator. It also protects employees who make wider disclosures where there is a valid reason to do so, and the particular disclosure is reasonable.

The purpose of PIDA's protection is that a concern is raised so that it can be addressed, and any wrongdoing corrected. Employees must show that they reasonably believe that any disclosure they are making is in the public interest. Where an employee has a personal interest such as a grudge against an employer or the prospect of financial gain through publicity, (or a similar ulterior motive) they may not reasonably rely on protection through PIDA.

NIBC Policy on Whistleblowing as applied in London is designed to ensure full compatibility with employees' rights and responsibilities under UK Law and Regulation, and in particular, PIDA. The protections available under PIDA will normally only apply to matters under the jurisdiction of UK Law.

For information on PIDA, the independent charity Public Concern at Work provides advice and support. Their website is <http://www.pcaw.org.uk/>.