

# Whistleblower Policy

Triodos Bank was founded on the conviction that banking can be a powerful force for good. Our mission is to make money work for positive cultural, environmental and social change.

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## 1. Introduction

The purpose of this Whistleblower Policy is to encourage honest reporting of any Misconduct in Triodos Bank and to protect individuals who make such disclosures.

All organisations, and banks in particular, must have procedures in place to avoid Misconduct. Despite these procedures, mistakes may be made, and Misconduct may sometimes occur.

Transparency is part of the values of Triodos Bank. If a co-worker suspects a mistake, irregularity, or Misconduct, he or she is encouraged to raise this. Nevertheless, it is recognised that, in case of (suspected) Misconduct, a co-worker may have sufficient reason to avoid raising the issue with his or her manager(s) or any other person within the organisation. Based on law and corporate governance requirements, an organization must have a procedure that enables Whistleblowers to report (suspected) Misconduct directly to the highest levels within the organisation (Whistleblowing).

The Executive Board wishes to stress that a Whistleblower who reports a Misconduct will be treated with the utmost care and respect.

## 2. Scope

This policy applies to any person who wishes to raise the type of concern covered by this policy, regardless of where they are based as well as employment relationships that have expired or have not yet begun. The Policy is available on the Triodos Intranet and is publicly available via the Triodos website in a separate and easily identifiable section. This policy does not cover personal work-related grievances. These sorts of grievances can be taken up with Human Resources and/or the Triodos trusted advisor.

## 3. Definitions

Definitions and abbreviations used in this document are written with a capital letter and, when they are not explained in this document can be found, and have the meaning as set out in Annex A.

## 4. Reporting of Concerns

### 4.1 Reporting

Triodos Bank has an external helpline, Speak Up, where Misconduct concerns must be reported directly or indirectly. This service can be used to report anonymously (i.e. without disclosing your identity). One can access Speak Up by scanning the QR-code or by using this url:

<https://triodosbank.speakup.report/TriodosBankGroup>



A Whistleblower is obliged to act in good faith and have reasonable grounds to suspect or believe that the disclosure is related to Misconduct. If information is found to be reported for malicious purposes, action may be taken against the individual making such a report.

#### 4.1.2 Excluded matters

Personal grievances (for example bullying, sexual harassment or discrimination) are not covered by Whistleblowing law, unless the particular case is in the public interest. However, Misconduct can be considered Whistleblowing when:

- You reasonably believe that you are not the only person impacted by or at risk of the harassment,
- bullying or discrimination;
- There are a number of other people who have also been impacted;
- You are not directly impacted but you are a witness to it, or;
- There is a culture or environment where sexual harassment, bullying or discrimination occurs and is permitted in the workplace. This suggests that there could be a wider public interest issue, which may be missed in a grievance process.

#### 4.1.3 Eligible Recipients

A Whistleblowing Panel is appointed and is responsible for leading any investigations regarding Whistleblowing allegations. The panel is required to report on the findings to Senior Management and ultimately to the Triodos Bank Executive Board. The Panel can start an investigation into the suspicion of Misconduct on the basis of a Whistleblowing report. If any members of the Panel believe that they may have a conflict of interest by being involved in investigating a Whistleblower report, they must immediately cease to be involved in the investigation.

#### 4.1.4 Investigations of reports and disclosures

The Whistleblowing Panel conduct an objective, fair, and independent investigation to determine whether there is enough evidence to substantiate or refute the Whistleblowing allegation. The Whistleblowing Panel will also consider whether to appoint an external investigator depending on the nature of the report, and will determine the nature of any technical, financial, or legal advice that may be required to support the investigation.

As soon as practicable after the investigation is conducted, the Panel will produce a report which outlines the findings, outcomes and recommendations.

#### 4.1.5 Anonymous Reporting

Whistleblower reports can be made confidentially, without fear of recrimination. The identity of the person making the report will remain confidential. However, there is also an option for the a Whistleblower to report anonymously. In that case, not knowing the identity of the Whistleblower, report misconduct will be also safeguarded as is described in this policy. Whilst Triodos Bank would encourage the Whistleblowing report to be made confidentially as it is, to help with the investigation process and in order to discuss reporter's concerns, we do understand that sometimes, the person making the report would prefer to report anonymously. Under these circumstances, there is no requirement for the Whistleblower to identify themselves at any stage during the reporting or investigation process. A Whistleblower may also refuse to answer questions that they feel could reveal their identity.

#### 4.1.6 Acknowledgement of Whistleblowing Report

A Whistleblowing allegation must be acknowledged by the Whistleblowing Panel within seven days of receipt and feedback must be provided to the Whistleblower within a reasonable time frame not exceeding three months from acknowledgement of receipt of the Whistleblowing report.

#### 4.2 Assistance and advice

The Whistleblower may discuss the Misconduct with an Advisor to obtain assistance and advice. If an external Advisor is chosen, only prescribed per who are bound to professional secrecy (such as lawyers, chartered accountants, or trade union officials) may fulfil the role of Advisor. Triodos Bank will reimburse the associated costs.

### 4.3 Rights and duties of Whistleblowers

A Whistleblower has the following duties:

- The Whistleblower should carefully consider if the Misconduct cannot be discussed in another way before reporting it in accordance with this policy;
- The Whistleblower reports any (suspected) Misconduct in good faith and based on reasonable grounds;
- The Whistleblower who has reported a (suspected) Misconduct, will treat the report and the response to the report with the utmost confidentiality and it will not be disclosed without explicit consent unless this is necessary and proportionate in the context of the investigation.

#### 4.3.1 Support and protection for Whistleblowers:

Legal protection exists to encourage concerns to be raised without fear of retaliation. Protected disclosure refers to the act of reporting Misconduct. It is a formal process where a person reports information that they reasonably believe is evidence of a criminal offense or a breach of legal obligation which is against the public interest. The reporter will be protected by law from any unfair treatment. The protection of the Whistleblower includes the following:

- Triodos Bank will put measures in place to ensure that a Whistleblower will not suffer damage or be treated adversely or suffer any form of detriments within Triodos Bank as a consequence of his/her report. The foregoing also applies to Advisors and coworkers who have been involved in

an investigation of a (suspected) Misconduct. Any such detrimental conduct by Triodos Bank co-workers may result in disciplinary action, up to and including termination of employment;

- A Whistleblower will not be subject to any civil, criminal or disciplinary action for making a Whistleblower report under this Policy or for participating in any subsequent investigation;
- The Personal data of the Whistleblower who has reported a (suspected) Misconduct as well as the personal data of the natural person who is allegedly responsible for the breach will be treated confidentially.
- This means that the personal data of the Whistleblower is only known to the Whistleblowing Panel. This protection of the identity may only be suspended by a court order or, in so far as this is strictly necessary, in order to impose a sanction.

If a Whistleblower believes that their Whistleblowing report has not been sufficiently dealt with or that their confidentiality has been breached, they may raise this with the Whistleblowing Panel.

A Whistleblower who believes they have been penalized or disadvantaged, including being subjected to victimisation, harassment, discrimination or other detrimental conduct because of their Whistleblower report should immediately report this to the Whistleblowing Panel.

A Whistleblower need not necessarily be correct about their concerns or complaint, as long as they have reasonable grounds for believing that the information disclosed is substantially true, and that this belief was honestly held in all the circumstances prevailing at the time of the disclosure. Protection is not afforded to those who make wild allegations or are merely repeating gossip.

#### 4.3.2 Confidentiality

Triodos Bank will treat all Whistleblower reports in a confidential and sensitive manner and will not disclose anything that leads to the identification of the Whistleblower, outside of the Whistleblower Panel, unless:

- It is reasonably necessary for the purpose of investigating the matter and all other possibilities to safeguard the identity of the Whistleblower have been exhausted;
- The information is disclosed to a legal professional to obtain legal advice or representation;
- The disclosure is required by law;
- The disclosure is to prevent a serious or imminent threat to life or property;
- The disclosure is made with the written consent of the Whistleblower.

Access to all information relating to a Whistleblowing report will be limited to those directly involved in managing and investigating the Whistleblowing report.

Unless the Whistleblower provides consent to disclose their identity for the purpose of the investigation, any personal information or reference to the Whistleblower must be redacted from communications. The Whistleblower must be referred to in a gender-neutral context.

Unauthorised disclosure of information that could prejudice the confidentiality and/or the identity of the Whistleblower is a breach of this policy and will be regarded seriously, resulting in disciplinary action if required.

Triodos Bank recognises that co-workers who are included in Whistleblower reports under this policy also need to be treated fairly. This will include confidentiality and procedural fairness as part of the investigation process.

## 4.4 Record Keeping

All regulated entities shall have an internal information channel and shall be obliged to keep a record of the information received and the internal investigations guaranteeing all cases, remain confidential. This information will not be made public. However, it can be made available to the public at the request of the competent authority. Access to the information may be total or partial.

Personal data relating to the information received and to the internal investigation shall be kept only for the time necessary and proportionate to comply with the EU Directive. Data must not be kept for a period exceeding ten years. After ten years the data must be erased.

All paper and electronic documents and other materials relating to Whistleblower reports, inquiries, investigations and their outcomes and any decisions or recommendations made must be stored securely by the Whistleblowing Panel in the internal information channel.

Triodos Bank shall provide adequate information in a clear and easily accessible form.

#### **4.5 Governance**

As local regulations and procedural requirements may differ, the policy statements in this policy need to be translated into a practical (local) Whistleblowing procedure.

Local legislation may require that a natural person needs to be appointed to ensure that the Whistleblower legislation is properly implemented. This person is then appointed within the local Compliance department, as the function needs to be independent.

### **5. Communications**

Reported cases under this policy must be reported immediately to the Director Compliance. Per quarter, the local Head of Compliance includes the cases reported under this policy in the compliance the Director Compliance. Cases are reported on an anonymous basis.

*Approved by the Executive Board in August 2024*

## Annex A

Term / Abbreviation	Definition
<b>Advisor</b>	A Triodos Bank co-worker or an external person may act as an Advisor.
<b>Misconduct</b>	<p>The suspected wrongdoing includes an actual or potential:</p> <ul style="list-style-type: none"> <li>• suspected criminal offence (e.g., theft, fraud, bribery, money laundering, illicit drug use, modern slavery, violence and damage to property);</li> <li>• material violation of internal regulations or external law, rules, regulations, or codes (e.g., misuse of sensitive information);</li> <li>• willful incorrect provision of information (e.g., misuse of confidential information);</li> <li>• destruction or manipulation of information regarding the above serious threat to the public health or the environment, to the reputation of Triodos Bank (e.g., the corporate values of Triodos Bank being breached) or to its security;</li> <li>• miscarriage of justice;</li> <li>• danger to health and safety;</li> <li>• deliberate concealment relating to the above;</li> </ul>
<b>Whistleblowing</b>	The reporting or disclosure by a Whistleblower of alleged Misconduct, (Reportable Conduct) in relation to the activities of Triodos or their co-workers.
<b>Whistleblower</b>	<p>A Whistleblower is someone who discloses Misconduct and can be a current or former:</p> <ul style="list-style-type: none"> <li>• Co-worker</li> <li>• Director</li> <li>• Contractor, supplier, consultant or service provider</li> <li>• Spouses, relatives or dependents of any of the above.</li> </ul>
<b>Whistleblower panel</b>	Reports made using the pathways outlined in Section 4 will be directed to, and only accessible by, members of the appointed Whistleblowing Panel. The members of the Panel are senior co-workers assigned to receive, review, and co-ordinate the response to any reports made in line with this policy.