

# **SPEAK UP POLICY & PROCEDURE**

## Copyright

FMO retains all rights (including copyrights, trademarks, patents as well as any other intellectual property right) in relation to all information provided in this manual (including all texts, graphics and logos). You may not copy, publish, distribute or reproduce any of the information contained in this document in any form without the prior written consent of FMO. However, you may print out information contained in this document for your own personal use.

© Copyright 2022

Nederlandse Financierings-Maatschappij voor Ontwikkelingslanden N.V. (FMO)  
Netherlands Development Finance Company

## TABLE OF CONTENTS

1. Introduction .....	3
1.1 Background .....	3
1.2 Individuals in scope .....	4
1.3 Scope of the Policy .....	4
1.4 Definitions.....	4
2. Reporting Procedure .....	5
2.1 Key principles .....	5
2.2 Reporting process and channels .....	6
2.3 Providing information .....	7
3. Investigation Procedure.....	7
4. Breaches.....	10
5. Responsibilities.....	10
6. Assistance .....	10
7. Training and awareness .....	11
8. Entry into force and review of the Policy .....	11
Annex I .....	12
Annex II .....	13

# 1. INTRODUCTION

*Integrity is a key value of FMO. As a responsible organization and employer that listens to its employees and Third parties, FMO is committed to stimulating and ensuring a safe environment and to maintain sound business conduct. Irregularities may have a negative impact on this commitment. It is therefore essential to FMO that all employees and Third parties are aware of how to act in case of (or any suspicion of) Irregularities.*

FMO's Code of Conduct (contained within the Personnel Guide) outlines the key requirements that steer professional activities, decisions, and procedures within FMO. Failure to meet these requirements may expose FMO and its employees to possible regulatory and/or criminal liability. FMO therefore encourages its employees and Third parties to (anonymously) report Irregularities and/or suspected Irregularities so that FMO is aware of, can deal with, and prevent issues, including the ability to draw lessons learned and improve business procedures.

## 1.1 Background

In the Netherlands, there are laws and regulations in place (Dutch House for Whistleblowers Act (*Wet huis voor klokkenluiders*)<sup>1</sup> and article 7:658c Dutch Civil Code) that set certain requirements regarding dealing with Irregularities and the protection of Whistleblowers in case thereof. By means of this Speak Up Policy and Procedure ("the Policy"), which qualifies as a whistleblower policy (*klokkenluidersregeling*) by definition of the Dutch House for Whistleblowers Act, FMO seeks to provide a clear procedure to report and investigate any suspicion of Irregularities and/or any breach of law or regulation that may adversely impact FMO.

The benefits of having a Speak Up Policy which encourages employees and Third parties to raise Irregularities, include:

- creating an internal climate in which employees can raise genuine concerns regarding potential and suspected Irregularities of a general, operational, or financial nature which they feel unable to address within the regular reporting structure or other Speak Up channels. FMO appreciates that certain barriers exist in speaking up, especially when loyalty is at stake or if an employee is afraid of personal or professional consequences,
- increasing the likelihood of alerting management to problems so that these can be addressed to prevent (further) damage. This Speak Up Policy is important for FMO as an organization; its integrity and reputation are of utmost importance for FMO; unreported Irregularities may jeopardize this. Having a culture in place which promotes employees to speak up will ensure that Disclosures pertaining to possible Irregularities are properly investigated and relevant information reaches management in good time when necessary, and
- helping to deter employees from engaging in Irregularities by strengthening the atmosphere of openness, transparency, and integrity.

FMO is committed to ensuring that every Disclosure made under this Speak Up Policy is investigated thoroughly, on a timely basis and that the investigation is fair to all parties involved.

---

<sup>1</sup> On 26 November 2019, the EU officially published EU directive 2019/1937 of 23 October 2021 on the protection of persons who report breaches of Union law. The Netherlands has failed to meet the implementation deadline of this directive, which was set on 17 December 2021. The directive is currently (June 2022) being discussed in the Dutch parliament. After the directive is adopted by the Dutch parliament, the Dutch House for Whistleblowers Act will be amended and renamed to the Dutch act for the protection of whistleblowers (*Wet bescherming klokkenluiders*).

It is important to note that employees who disclose Irregularities in good faith are protected by the Whistleblower status and FMO's non-retaliation principle. While a Disclosure may be filed anonymously, if the Whistleblower is known it is important to note that the identity of the Whistleblower is kept confidential in accordance with the rights of the reporting person (Annex I).

## **1.2 Individuals in scope**

The Speak Up Policy applies to all employees, including those working in its local/representative offices abroad, subsidiaries<sup>2</sup>, and to any Third party with whom FMO has or has had some type of relationship (e.g., externals, business partners, suppliers, shareholders, customers) who wish to raise an Irregularity about possible misconduct within FMO, or its subsidiaries.

If there is a conflict between this Speak Up Policy and Dutch laws or regulations, including rules of professional conduct, Dutch laws and regulations will take precedence.

## **1.3 Scope of the Policy**

Any potential or suspected Irregularities are in scope of this Policy and can be disclosed. All Disclosures will be reviewed. However, FMO finds it important to note that there are several conditions which impair the chances that a reviewed Disclosure will be investigated. Paragraph 2.3 lists example conditions which can be used when assessing and weighing information provided in a Disclosure.

The Speak Up Policy relies on the reasonable expectation that reporting a potential Irregularity will be done in good faith, and, by way of example, may not be used as a mechanism for raising malicious or unfounded allegations against colleagues.

This Speak Up Policy only covers issues, concerns, or Irregularities, actual or perceived, which are not covered by other applicable FMO policies and mechanisms - the Complaints and Grievance Mechanism per the Personnel Guide, and the Independent Complaints Mechanism.<sup>3</sup>

## **1.4 Definitions**

In this Speak Up Policy the following definitions are used:

### Disclosure

A notification (verbal or written) made by the Whistleblower about an Irregularity.

### External Facilitator

An external person/company contracted by FMO to act as an impartial and independent assessor of the initial Disclosure. If the Disclosure warrants further investigation, the External Facilitator will consult with Compliance or, when it is deemed not suitable due to the nature of the Disclosure, directly with the Management Board and/or Supervisory Board.

---

<sup>2</sup> For example, FMO Investment Management.

<sup>3</sup> For example, employee issues or concerns such as complaints (undesirable behavior), grievances (terms and conditions of employment), risk events or stakeholder complaints.

### Irregularity<sup>4</sup>

A suspicion of an abuse in FMO, in so far as:

- the suspicion is based on reasonable grounds resulting from the knowledge gained by an employee of FMO or from the knowledge obtained by a Third party through his/her work at FMO or another business or organization, and
- a public interest is at stake since the suspected abuse concerns a breach of statutory regulations, a risk to public health, public safety or the environment, or an improper act or omission that jeopardizes the proper functioning of the public service or an undertaking.

### Third party

Any person, who is not an employee of FMO, with whom FMO has or has had some type of relationship (e.g., externals, business partners, suppliers, shareholders, customers).

### Whistleblower

The person who makes the Disclosure about the Irregularity.

## 2. REPORTING PROCEDURE

### 2.1 Key principles

This Speak Up Policy is based on six key principles:

1. **Disclosures under this Speak Up Policy are taken seriously:** Disclosures should avoid any unreasonable accusations and be initiated if, in the opinion of the Whistleblower, no other options are available to resolve the Irregularity.
2. **The protection of confidentiality:** a Disclosure is treated with confidentiality and the utmost care. The data is only accessible to the officers directly involved in the reporting and investigation process on a 'need to know' basis. While processing personal data FMO will respect relevant requirements in line with FMO's Privacy Statement. The identity of a Whistleblower is not revealed without first obtaining the person's explicit consent unless disclosure is required by a court order in the context of subsequent judicial proceedings.
3. **The prevention of victimization and non-retaliation:** a Whistleblower who has filed a Disclosure 'in good faith' will be appropriately protected from any negative impact, e.g., retaliation (e.g., a demotion, discipline, dismissal, salary reduction or reassignment), discrimination or other forms of unfair treatment. An employee who suspects to have been, or who in fact has been victimized in violation of this Speak Up Policy must report this immediately to the Director Compliance. Appropriate measures will be taken against employees of FMO who (attempts to) victimizes an employee who has filed a Disclosure (e.g., disciplinary action, civil action, or criminal prosecution).

---

<sup>4</sup> Examples of Irregularities include (but are not limited to):

- a criminal offence has been committed (or deliberately concealed), is being committed or is likely to be committed: e.g., fraud, corruption, theft, money laundering, market abuse, insider trading,
- a person has breached, is breaching, or is suspected to breach laws or regulations, FMO's internal rules and regulations or core values,
- providing incorrect information or withholding, destroying, or manipulating information (regarding the irregularity), or
- acute danger (to the environment), where a compelling and urgent social interest requires immediate reporting.

4. **Anonymous reporting:** anonymous reporting is possible under this Speak Up Policy. However, this can seriously hinder the opportunity to investigate a Disclosure. FMO therefore encourages the Whistleblower to disclose their identity when filing a Disclosure or to at least provide contact details to facilitate any follow-up.
5. **Reporting 'in good faith':** this Speak Up Policy protects the Whistleblower who reports in good faith. A Disclosure is considered to have been made in good faith if the individual had reasonable grounds to believe the information was true at the time of the Disclosure. If it turns out the information was not true, but the Disclosure was made in good faith, the Whistleblower is still protected from retaliation. However, a Whistleblower cannot be granted immunity from investigation, disciplinary action, criminal prosecution, and/or civil liability. Where a Disclosure has been made in good faith, and subsequently leads to regulatory or court hearings, the Whistleblower may be obliged to act as a witness. Where this occurs, FMO will provide appropriate support and any necessary legal advice to the employee up to and throughout the hearing (see §6 Assistance).
6. **Protection of accused persons:** the person who is subject of an investigation will be informed about the cause of the investigation if appropriate, given the circumstances. When the investigation finds no evidence that justifies taking measures against the person who has been reported that person will be protected from any negative effects. If evidence is found and measures are taken, the person concerned should be protected from unintended negative effects that go beyond the objective of the measures taken.

## 2.2 Reporting process and channels

### Informal channels:

Prior to filing a Disclosure under this Speak Up Policy an employee has the opportunity to seek (verbal) advice and discuss an Irregularity confidentially with their manager, their manager's line manager, the HR Business Partner or a senior staff member of the employee's choice. An employee can report an Irregularity in writing or by telephone. If an Irregularity is reported to a manager or senior staff member (or any of the other alternative channels indicated above) the recipient of the Disclosure is required to contact the Director Compliance without delay for further guidance. Third parties are encouraged to use the formal process mentioned below.

### Formal process:

Reporting an Irregularity under this Speak Up Policy should be conducted by using one of the following channels:

#### 1. Employees:

An employee contacts the Director Compliance and/or External Facilitator in person, by electronic communications or telephone. In absence of, or in case the Director Compliance is involved in the Irregularity, the External Facilitator or Chief Risk and Financial Officer (CRFO) is to be contacted. In case (a member of) the Management Board is involved in the Irregularity, the Director Compliance will contact the chair of the Supervisory Board.

It is also possible to seek external advice from government services in the Netherlands, such as 'het Huis voor Klokkenuiders' (<https://www.huisvoorklokkenuiders.nl/>). Het Huis voor Klokkenuiders provides advice on how to report work-related misconduct.

An employee can also report (suspicions of) serious breaches of laws and regulations at the Dutch Central Bank ('DNB') at its Integrity Reporting Desk ('*DNB Meldpunt Misstanden*'). Note that DNB indicates on the relevant webpage that it expects an employee to first report internally, and that failure to first report internally may affect the person's legal position. DNB describes certain situations in which it may accept reports which have not been first reported internally. Employees may refer to the relevant DNB webpage ([English and Dutch versions](#)).

FMO strongly encourages the employees to raise Irregularities internally first. Taking an Irregularity externally can have serious implications for FMO, for the persons involved and possibly also for the employee themselves. By using one of the internal Speak Up channels, employees give FMO the chance to investigate the matter and take appropriate action if needed.

## 2. Third parties

Third parties can report an Irregularity to the Director Compliance and/or External Facilitator. The contact details are available on FMO's website.

### 2.3 Providing information

FMO encourages employees and Third parties to speak up as soon as possible. If someone is aware of, or suspects an Irregularity, they should substantiate the Disclosure by providing documents and other details to the extent available to them. Please note that FMO does not expect a Whistleblower to have all relevant information or to be able to prove that the Disclosure is well founded.

The Whistleblower is requested to provide information, documentation and any known details about the event(s) underlying the Irregularity, such as:

- the background, history, and rationale for disclosing the Irregularity,
- the date of the event(s) or time period in which the (suspected) Irregularity occurred,
- the nature of the event(s),
- the name of the person(s) involved in the Irregularity,
- (possible) witnesses to the event(s),
- evidence of the event(s), e.g., documents, e-mails, or voice loggings, or
- contact details of the reporting person (preferred).

The Whistleblower must meet any reasonable request to clarify any facts and/or circumstances, to provide (additional) information and to cooperate with an investigation. A lack of information can be a reason to decide not to investigate and/or to conclude that the Irregularity has no factual basis and/or it is not possible to gather further information because the Disclosure was filed anonymously. The Whistleblower is required to keep all information confidential.

The Whistleblower should never investigate the matter themselves and should not seek additional evidence to substantiate the suspected Irregularity. The summary of rights and obligations of the Whistleblower and FMO is provided in Annex I.

## 3. INVESTIGATION PROCEDURE

The investigation procedure consists of the following steps:

	Action	Details	Responsible Person	Timeframe

1.	Reviewing the Disclosure.	The Disclosure will be reviewed in an independent, reliable, and result-oriented way. When an Irregularity is disclosed, the External Facilitator (and/or Director Compliance) will acknowledge receipt of the Disclosure within seven business days and explain the next steps. (Note, that if a Disclosure has been filed anonymously or without leaving contact details the reporting person cannot be contacted.) <sup>5</sup>	External Facilitator (and/or Director Compliance)	Seven business days
2.	Summary of the Disclosure.	The Director Compliance, in coordination with the External Facilitator, will make a summary in writing of all facts and circumstances of the Disclosure received and will ask the person who made the Disclosure to confirm the facts and circumstances in writing; the person who made the Disclosure will receive a copy of the summary. If the External Facilitator determines that the Disclosure, because of sensitivity or otherwise, cannot be shared with the Director Compliance, the process will skip step 2.	Director Compliance <sup>6</sup>	As soon as possible after Action 1.
3.	Informing the CEO.	The CEO will be informed about the Disclosure without revealing the identity of the person who made the Disclosure.  In case (a member of) the Management Board is involved in the Irregularity the Director Compliance will notify the chair of the Supervisory Board.  In case the Director Compliance is involved in the Irregularity the External Facilitator will notify the Management Board directly, or Supervisory Board if the Management Board is also implicit in the Disclosure.	Director Compliance and/or External Facilitator	As soon as possible after Action 1.

<sup>5</sup> All Disclosures will be investigated if possible. If the Disclosure is not in the scope of this Speak Up Policy, the person who made the Disclosure will be informed (if the Disclosure is not made anonymously) and will be referred to the alternative procedure. Overall criteria to proceed with investigating a Disclosure include:

- assessment of proper use of this Speak Up Policy,
- first assessment of the reliability of the Disclosure (based on contents of Disclosure), its materiality to FMO and chances that the irregularity will continue or occur again,
- availability of investigation leads,
- timeframe mentioned in the Disclosure,
- option to contact or remain in contact with the Whistleblower for further questions,
- the ability to protect the identity of the Whistleblower during the investigation procedure, and
- willingness of the Whistleblower to proceed with the investigation process.

<sup>6</sup> Where the Director Compliance is mentioned, the Director Compliance may delegate (part, or all of the procedure) to a responsible Compliance Officer.



4.	Gathering of information.	<p>The Director Compliance will gather, document, and analyze preliminary information e.g., from the person who made the Disclosure, open sources, ICT systems (initial investigation), in order to determine the scope and further actions for the main investigation. Depending on the scope of the investigation, information may be collected by means of interviews with people involved in the Disclosure.</p> <p>(In case the External Facilitator reports directly to the Management Board and/or Supervisory Board, steps 5-8 below will be completed in coordination with those parties where it otherwise mentions Director Compliance.)</p>	Director Compliance	TBD (case by case basis)
5.	Advice and Assistance.	The Director Compliance will seek appropriate internal and, if deemed necessary, external advice and assistance (including with the External Facilitator) in completing a prompt investigation of the facts. When applicable, a well reputed private investigation firm may be hired.	Director Compliance	TBD (case by case basis)
6.	Conclusion of findings	The Whistleblower will be informed of the overall findings, i.e., whether FMO has established that an Irregularity has taken place. If it is not possible to inform the Whistleblower within 3 months since the receipt of the Disclosure, the Whistleblower will be informed about this and notified when they will be informed. Note, it will not be possible to give full details of the outcome of a case (or related actions taken) for reasons of confidentiality or privacy, or if it would be detrimental to the investigation or the legal rights of all concerned. Also, if disciplinary action has been taken against an individual this can generally not be shared because of privacy issues, and an investigation by a regulator or law enforcement agency will usually be confidential.	Director Compliance	Whistleblower updated at least monthly, and the investigation concluded within 3 months, if possible. (However, substantial feedback will be provided to the reporter to the extent possible within 3 months after the confirmation of the receipt of the report.)
7.	Response of Whistleblower	The Whistleblower will be given an opportunity to respond to the conclusion (6.) and provide any further information if necessary.	Whistleblower	Within 14 days of Action 6.
8.	Report	The report will be presented to the Management Board (or the chair of the Supervisory Board in case a member of the Management Board is involved). The Director Compliance will advise to close the Disclosure if the investigation shows no justification.	Director Compliance	Immediately following Action 7.
9.	Management summary	On a high level, and without revealing the identity of the person who made a Disclosure, Disclosures will be ad-hoc (at least quarterly) reported to the Compliance Committee and the Supervisory Board. It is	Director Compliance	Quarterly

		the responsibility of the Management Board to take appropriate actions.		
10.	Works Council summary	A high-level summary will be prepared for the Works Council including the number of reports received in the past year, number of cases closed/still open, the outcome (substantiated, not substantiated, inconclusive) and the category (unwanted behavior, fraud, corruption, conflicts of interest, etc.) without revealing details of the Disclosure.	Director Compliance	Annual, at the end of the calendar year

The report, actions taken, information and supporting documentation will be retained by the Compliance department in accordance with the retention periods prescribed by the Privacy Policy on personal data.

## 4. BREACHES

An employee who breaches this Policy, may be subject to disciplinary actions.

## 5. RESPONSIBILITIES

The CEO of FMO has delegated the task of investigating Disclosures to the Director Compliance and External Facilitator. The Director Compliance reports directly to the CEO regarding Disclosures made under this Policy. If a member of the Management Board is involved, the report will be made directly to the chair of the Supervisory Board.

FMO Management Board is responsible for implementing this Policy and to ensure that employees and Third parties, as outlined in §1.2, are aware of the Policy.

Key control objectives and control owners in relation to this Policy are stated in Annex II.

## 6. ASSISTANCE

The Whistleblower and/or the accused person(s) (e.g., the person(s) who is the subject of an investigation), may engage an advisor and can be represented by this advisor. Any (external) person who is trusted by the Whistleblower or the accused person(s) can act as an advisor and will be bound by a duty of confidentiality.

In the case of the Whistleblower being an Employee, and after the Disclosure has been assessed and determine by the Director Compliance to be in scope of the Policy, FMO will make available reasonable financial resources<sup>7</sup> in case external legal advice is needed. Engaging assistance under this provision of financial assistance, invoices, and proof of use of legal advice must be first approved by and subsequently sent to the Director Compliance. The final decision about whether the legal advice is in scope of the Disclosure and whether the legal advice should be paid by FMO lies with the Director Compliance.

---

<sup>7</sup> Reasonable financial resources are determined by Compliance, considering the nature of the Disclosure, and are determined on a case-by-case basis (generally, up to a maximum of €2500).

## **7. TRAINING AND AWARENESS**

For the Speak Up Policy to be effective, communication, training and awareness activities must be put in place and must be on-going.

Employees will be informed through introductory presentations, e-learning and FMO's intranet on e.g.:

- the existence of this Speak Up Policy,
- the goals and scope of this Speak Up Policy,
- the Speak Up channels,
- the right of the accused person(s) to access, amend or block personal data that relate to this person,
- the fact that abusing this Speak Up Policy may lead to disciplinary actions, and
- the fact that filing a Disclosure in good faith does not lead to disciplinary actions.

It is the responsibility of the Compliance department to ensure that there are adequate and suitable training materials available and that these materials are regularly updated.

Third parties will be informed through FMO's publicly available website, with links to this Policy and relevant contact details within FMO.

## **8. ENTRY INTO FORCE AND REVIEW OF THE POLICY**

This Speak Up Policy has entered into force with the consent of the Works Council. This Speak Up Policy will be updated periodically in accordance with the Compliance Charter. When there are new (international) laws and regulations, best practices, or recurring incidents, this Speak Up Policy will be updated accordingly. This Speak Up Policy can only be amended by FMO with the consent of the Works Council or, with agreement of the Works Council, consultation (not formal consent) when it regards minor changes to the Policy.

# ANNEX I

## Summary of rights and obligations

	Reporting Person/Whistleblower	FMO
<b>Rights</b>	<ol style="list-style-type: none"> <li>1. Possibility of anonymous and confidential reporting of Irregularities</li> <li>2. Confidentiality only disclosed on a need-to-know basis or when FMO is legally obliged to do so</li> <li>3. Protection against victimization and retaliation</li> </ol>	<ol style="list-style-type: none"> <li>4. Take all necessary actions to (timely) investigate the Disclosure</li> <li>5. Involve external parties in the investigation if deemed necessary</li> </ol>
<b>Obligations</b>	<ul style="list-style-type: none"> <li>• Report Irregularities in good faith</li> <li>• Consider reporting through informal internal channels prior to filing a Disclosure under this Speak Up Policy</li> <li>• Provide all relevant information and substantiate Disclosure</li> <li>• If the Disclosure leads to regulatory or court hearings, the reporting person may be obliged to act as a witness</li> </ul>	<ul style="list-style-type: none"> <li>• Facilitate a process for anonymous Disclosures</li> <li>• Respect confidentiality</li> <li>• Protect the reporting person against victimization and retaliation</li> <li>• Investigate each Disclosure objectively and impartially</li> <li>• Protect accused persons during the investigation process</li> <li>• Take appropriate disciplinary measures</li> </ul>

## ANNEX II

### Key control objectives and control owners

The Speak Up Policy requirements and control objectives are translated into (key) controls. These controls are subject to monitoring by the responsible control owners and second line testing. This table gives an overview of (key) controls that follow from this Speak Up Policy and corresponding control owners:

Topic	(Key) Control objectives	Control Owner*	
		Accountable	Responsible
Awareness	1. The Compliance department will inform its Employees through introductory presentations, e-learning and FMO's intranet on e.g.: the existence of this Speak Up Policy and the Speak Up channels to ensure that the relevant addressees are aware of the channels through which they can submit disclosures.	CPL	CPL
Follow-up on the Disclosure	2. The Compliance department will via electronic communication ensure that all Disclosures, that are addressed to the Director Compliance, are picked up within seven working days (which, in any event, involves, sending an acknowledge of the receipt of the Disclosure and explaining the next steps)	CPL	CPL
	3. The External Facilitator will via electronic communication and contractual obligation ensure that all Disclosures, that are addressed to the External Facilitator, are picked up within seven working days (which, in any event, involves, sending an acknowledge of the receipt of the Disclosure and explain the next steps).	CPL	External Facilitator
Confidentiality	4. The Compliance department will: <ul style="list-style-type: none"> <li>• Only make data accessible to the Officers directly involved in the reporting and investigation process on a 'need to know' basis;</li> <li>• Respect FMOs Privacy Statement while processing personal data; and</li> <li>• Not reveal the identity of a Whistleblower without first obtaining that person's explicit consent (unless disclosure is required by a court order in the context of judicial proceedings), to ensure the protection of confidentiality.</li> </ul>	CPL	All parties involved in that relevant disclosure process (e.g., CPL, External Facilitator, (members of the) MB)