

# Conflicts of Interest Policy

## SUMMARY OF THE ABN AMRO BANK N.V. CONFLICT OF INTEREST POLICY

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## 1 What is the purpose of this policy?

The Conflict of Interest Policy sets the internal requirements that apply to ABN AMRO and to its employees to proactively identify, assess, prevent and manage conflicts of interest.

## 2 What is a conflict of interest?

A conflict of interest is a situation in which employees' ability to apply professional judgement or to act in the best interest of ABN AMRO or of its clients is, could be, or is perceived to be, impaired by other interests.

These other interests can emerge from:

- ABN AMRO itself, its clients, suppliers, business partners or other stakeholders or from the nature of the activities of ABN AMRO. Such situations are referred to as 'business-related interests'.
- The personal interests of employees. Such situations are referred to as 'personal conflicts of interest'. Among other personal circumstances, outside business activities, personal ties, previous employment and private investments can be the cause of personal conflicts of interest.

The term 'conflicts of interest' explicitly includes actual, potential and perceived conflicts of interest.

## 3 Why is it important to manage conflicts of interest?

Managing conflicts of interest is important, to preserve the reputation of ABN AMRO and the trust that our clients, business partners and other stakeholders have in ABN AMRO, its employees and in the financial industry. For instance, our clients must be able to assume that employees duly cater to their interests without being influenced by their remuneration structure or other personal/financial interests.

Managing conflicts of interest is also important to prevent employees from being placed in a position where they have to choose or could appear to be conflicted between two or more competing internal obligations or personal allegiances.

## 4 Examples of measures aimed at preventing or mitigating conflicts of interest

Both business-related and personal conflicts of interest are prevented or mitigated at ABN AMRO thanks to many different measures. A few examples of commonly used mitigating measures include:

- Segregating the duties of (groups of) employees and/or decision-making bodies that are likely to face conflicting interests or to service clients with conflicting interests;
- Establishing the responsibility of the members of Senior Management to abstain from voting on any matter when facing a conflict of interest;
- Entrusting conflicting activities or transactions to different (groups) of employees;
- Ensuring that conflicting roles are not assigned to a single employee;
- The 'need to know principle' whereby confidential information from ABN AMRO is shared only with those who have a legitimate reason to have that information to achieve the purpose for which the information was provided;
- Setting additional information barriers around confidential information or inside information including for example restricted IT systems or physical areas;
- Performing conflicts of interest checks on certain types of deals;
- Ensuring that employees' remuneration does not impede their independence of mind and ability to act in the best interest of ABN AMRO and of its clients; and
- Establishing charters or similar documentation that provide guidance on the management of the conflicts of interest faced by decision-making bodies.

Next to specific mitigating measures, the general governance structure of ABN AMRO (including among others policies, charters, procedures) is instrumental in preventing business-related conflicts of interest.

## 5 Where preventive and mitigating measures are not sufficient

In the exceptional situations where a conflict of interest cannot be adequately prevented or mitigated in spite of all reasonable efforts to do so, employees must either:

- Decline to act (e.g. rejecting a client or a transaction, stepping out of a meeting); or
- Ahead of engaging in the transaction/activity where the conflict occurs, disclose the conflict of interest to the potentially impacted parties (e.g. clients, suppliers) to the extent that this is permitted under applicable laws and regulations. Disclosures are a measure of last resort that may be used only when all other possibilities to prevent/mitigate the conflict have been seriously considered and found insufficient to ensure, with reasonable confidence, that the risk of damage to the interests of potentially impacted parties is prevented.

Where a conflict of interest could impact clients, a disclosure must be communicated to them in a durable medium, in simple language and in line with applicable laws and regulations.

## 6 Learning & awareness

Senior Management of ABN AMRO ensure that employees are duly made aware of:

- The nature of business-related and personal conflicts of interest;
- Their responsibility to identify, assess, manage, and record; and
- The possibility to make use of Whistleblowing when they face issues linked to conflicts of interest that they do not feel comfortable to report by other means within the Bank.