

TI-Secretariat Whistleblower Policy

Approved by the Board of Directors, 15 June 2014

1. Purpose of the Whistleblower Policy

This policy intends to support, underscore and complement practices of risk and compliance management in the existing ethics framework of TI-Secretariat (TI-S). It underscores and complements the TI-S grievance policy, the Code of Conduct and elements of our Works Agreement.

TI is engaged in an environment with a particular concern for transparency and integrity. We are dedicated to raising awareness of the damaging consequences of corruption, and to advancing the values of integrity, accountability and transparency. With such a mission, we must be especially vigilant about risks of corruption and other malpractices and crimes inside our organisation.

The TI Board and management are therefore committed to hear any concern an associate of TI-S may have relating to a serious risk to our values – in particular transparency and integrity – such as a suspicion of fraud or corruption in relation to our staff or organisation.

On the basis of this commitment, this policy is set up to outline the procedures for reporting, processing information, and how potentially conflicting rights and duties will be safeguarded.

2. Scope of the Whistleblower Policy

This policy applies to misconduct and wrongdoing such as acts of a fraudulent, dangerous or criminal nature, incidences of corruption or any other serious reputational risk for TI-S, and suspicion thereof.

All individuals working under any form of contract or agreement with TI-S, including full- and part-time employees, interns, contractors, volunteers, Senior Advisors and consultants (hereafter: associates), can use this policy to raise concerns about any of the issues mentioned above.

This policy complements TI-S' related policies and procedures such as the Code of Conduct and the Grievance Policy or matters in the realm of the Works Council (workscouncil@transparency.org).

In case of doubt, please use the procedures explained below rather than staying silent.

3. What to Report

TI-S needs to know about risks which immediately challenge its vision and values. If you have information on such a risk or believe that wrongdoing may have occurred, has occurred, or could occur, please make sure it is known and follow the procedures below on how to report it.

While it is understood that you may want to seek further information or consult with colleagues before making a report, please avoid unnecessarily sharing the identity of individuals affected by your report to colleagues, undertaking your own investigations, or collecting evidence before contacting a responsible person. The goal of this policy is to help TI-S address problems before or as soon as they arise. For that reason, it is important that a responsible person is advised of a concern quickly so that s/he can undertake a fair, impartial and prompt examination of matters brought to his or her attention.

4. How and to Whom to Report: Roles and Responsibilities

If you have a concern in the above sense, you are encouraged to raise it with your line manager. If you are unable to speak with your line manager for whatever reason, or if this is not practical, you may report to any member of the TI-S Management Group. In case the report relates directly to the Managing Director or Deputy Managing Director, you can report directly to the chair of the Ethics Committee of the Board of Directors of TI. These recipients have the duty to ensure appropriate follow-up as outlined under 9.

You can also raise your concern with an independent, external ombudsperson (contact details to be added once available). Any communication between you and the ombudsperson will be protected by attorney privileges. S/he is contractually obliged to relate your identity and/or your information only with your explicit consent.

5. Ombudsperson

The ombudsperson is a remunerated position, held by a specialized lawyer. A core function of the ombudsperson is to confidentially help you decide whether your information needs to be reported, to whom, whether openly, confidentially or anonymously. While s/he cannot act as your attorney, s/he will be in a position to help you to better understand the legal situation. The telephone number, e-mail and other contact data of the ombudsperson is (add once available). It also is/ will be available on the intranet as well as at www.transparency.org.

Provided your report meets the scope of this policy, s/he will relate your information to the responsible persons at TI-S, namely the TI-S Managing Director or Deputy Managing Director, duly protecting your identity. In case the report relates directly to the Managing Director or Deputy Managing Director, the ombudsperson can relate the information to the chair of the Board Ethics Committee.

The ombudsperson will also follow up on the response to your concern by TI-S. S/he will forward and discuss this response with you, as appropriate. S/he will be appointed by the TI-S Managing Director and reports to the chair of the Ethics Committee of the Board of Directors of TI.

If your report does not meet the scope of this policy, the ombudsperson will refer you to another TI-S policy or process, if deemed appropriate.

6. External reporting

Under German Labour Law you may also have an option to make a good faith report to a regulator, police or state prosecutors – usually only after available internal reporting channels have failed. Please make sure you have found good counselling before taking such a step.

7. Confidentiality, Anonymity

Your report and the information contained in it, as well as your identity (if you choose to share it) will be treated confidentially. Any recipient mentioned under 5. has the duty to treat sensitive information such as personal data in line with the German Privacy and Data Protection Laws and to protect your identity. You should be aware of your obligation to treat the personal data of other individuals and/or the business secret of TI-S and third parties with due care and according to the law, including German Data Protection Laws.

You have the possibility to report anonymously, i.e. without disclosing your personal data to anybody. Please be aware that investigations tend to be more difficult in this case because TI-S may need your feedback – and you may need it, too. It may also be impossible to

resolve a concern without revealing your identity, for example if you are the only person who is privy to the information. Similarly, it could turn out that the information is in fact no business secret and needs to be public or must be disclosed to those whose personal data is concerned.

This notwithstanding, your identity will not be revealed without prior written permission unless required to do so by law.

8. Assessment, Review or Investigation

Your concern will find a response. While you may choose to contact the most appropriate person internally in person, please consider providing a written outline of your concern, because this will facilitate a more formal assessment.

You will receive an initial response to your report within five working days after receipt of the information. While TI-S will endeavour to show that your concern has been fully considered and led to the due consequences, an early response may be limited to giving you an idea of next steps and a probable timeline. Within 30 working days you will receive a more detailed response to your concern and an outline of the way forward.

Whenever possible, you will receive feedback on the outcome of any investigation. Please note, however, that it may not be possible to inform you about the precise actions taken where this would infringe legal duties including the personality and data protection rights of another person.

9. Whistleblower Protection

If you report a concern, you are not required to prove that your report is true. No action will be taken against you in case the information in your report cannot be proven, or, while proven, may have an innocent explanation - provided that you acted in good faith. If, after making a report, you find additional relevant information, you are strongly encouraged to also report this to TI-S, regardless whether this information supports or modifies your original report.

TI-S will make all efforts to protect you from any form of retaliation, disadvantage or discrimination at the workplace linked to or resulting from your report.

Any individual within the organisation who retaliates against someone who has reported a concern under this policy, or who has cooperated in the investigation of a concern, is subject to discipline. Such retaliation will be a violation of the TI-S Code of Conduct, which stipulates that TI-S staff treat each other with respect and consideration. It may also be a violation of the employment contract with due sanctions.

If you approach external channels before due attempts to use the channels provided under 5, please be aware that such protection may not apply. In this case, the provisions under German law apply.

10. Review

This policy has been approved by the TI Board. It will be reviewed annually for usability and efficiency, in consultation with a representative from the TI-S Ethics bodies, the Works Council and a TI-S whistleblower expert and subject to Board approval whenever modified.