

Policy on Public Interest Disclosure - Whistleblowing Policy for LIBOR

Introduction

With effect from 2 April 2013, BBA Libor Limited (“**BBALL**”) has been authorised and regulated by the Financial Conduct Authority in the United Kingdom (FCA Firm No. 598088) as a specified benchmark administrator solely in respect of the LIBOR benchmark rates. In undertaking its benchmark administration activities BBALL has continued to engage Reuters Ltd. to calculate the LIBOR benchmark rates. Reuters Ltd. is separately regulated by the Financial Conduct Authority (“**FCA**”). Further information about Reuters Ltd. activities can be found on their website at www.thomsonreuters.com.

Paragraph 8.3.7(2) of the FCA’s Market Conduct Sourcebook (“**MAR**”) states that a benchmark administrator must have *“an effective whistleblowing procedure which allows any person on an anonymous basis to alert the benchmark administrator of conduct that may involve manipulation, or attempted manipulation, of the specified benchmark it administers”*.

In accordance with paragraph 8.3.7(2) of MAR, this policy is designed to provide guidance to all those who work with BBALL and/or are involved with or interested in LIBOR e.g. including (but not limited to) benchmark submitters at panel banks and members of the Interim LIBOR Oversight Committee) (each an “**Interested Person**”) and who may need to raise certain concerns relating to LIBOR, of the kind detailed further below, in confidence and on an anonymous basis.

Where an Interested Person has concerns about perceived irregularities in conduct related to the administration of LIBOR and/or LIBOR submissions, including conduct that may involve manipulation or attempted manipulation of LIBOR, he or she should be able to raise those concerns without fear of victimisation or harassment. BBALL is committed to the highest possible standards and to conducting its affairs in a responsible and transparent way. BBALL pledges to uphold the mechanism described in this policy for raising concerns and is answerable to both the BBA (as BBALL’s shareholder) and the FCA (as BBALL’s regulator) in respect of its adherence to this policy.

This policy is intended to be used by those Interested Persons who wish to disclose concerns in good faith and in the reasonable belief that the information available shows malpractice and sets out the procedure for making such disclosure. This policy is not intended to replace or provide an alternative mechanism for employees to raise matters relating to their own employment with their employer.

Public Interest Disclosure Act 1998

The Public Interest Disclosure Act 1998 (the “**PIDA**”) gives legal protection to employees, secondees and individuals contracted to provide services against being dismissed or

penalised by their employers for publicly disclosing serious concerns in relation to the commission, or likely commission, of a criminal offence or the failure, or likely failure, to comply with any legal obligation to which BBALL or another person is subject. It should be noted that not all disclosures by an Interested Person will be protected under the PIDA; however a disclosure will be protected (a “**Protected Disclosure**”) under the PIDA where the following conditions are satisfied:

- 1) the information disclosed is in the reasonable belief of the Interested Person making the disclosure such that it shows one or more of the following:
 - (i) that a criminal offence has been committed, is being committed or is likely to be committed;
 - (ii) that a person has failed, is failing or is likely to fail to comply with any legal obligation to which he is subject;
 - (iii) that a miscarriage of justice has occurred, is occurring or is likely to occur;
 - (iv) that the health or safety of any individual has been, is being or is likely to be endangered;
 - (v) that the environment has been, is being or is likely to be damaged; or
 - (vi) that information tending to show any matter falling within any one of the preceding paragraphs has been, is being or is likely to be deliberately concealed; and
- 2) the disclosure of the information itself does not constitute an offence; and
- 3) the disclosure is made in good faith to:
 - (i) BBALL (using the contact details below); or
 - (ii) where the Interested Person making the disclosure reasonably believes that the relevant failure relates solely or mainly to the conduct of a person other than his or her employer (or any other matter for which a person other than his or her employer has legal responsibility), to that other person (e.g. to a panel bank’s compliance department); or
 - (iii) outside legal counsel for the purposes of obtaining legal advice; or
 - (iv) the FCA, as the regulator prescribed in respect of financial services and markets matters under the PIDA; or
 - (v) any other person where the Interested Person reasonably believes that the information disclosed and any allegation contained in it are substantially true; where the disclosure is not made for the purposes of personal gain; in all of the circumstances it is reasonable for disclosure to be made; **and** any of the following apply:
 - (a) the Interested Person reasonably believes that he will be subject to detriment by his employer if he makes a disclosure to his employer; or
 - (b) the Interested Person reasonably believes that it is likely that evidence relating to the relevant failure will be concealed or destroyed if he makes a disclosure to his employer; or
 - (c) the Interested Person has previously made a disclosure of substantially the same information to his employer or to the FCA.

Concerns that may warrant making a Protected Disclosure

Generally, those concerns which will be appropriate for disclosure are likely to involve something which may be unlawful, or improper, for example:

- Financial malpractice, impropriety or fraud;
- Failure to comply with a legal obligation;
- Criminal activity (which may include, but is not limited to manipulation or attempted manipulation of any LIBOR benchmark rate);
- Professional malpractice;
- Improper conduct or unethical behaviour;
- Serious conflict of interest; or
- Attempts to conceal any of the above.

Confidentiality

Anonymous Allegations

Concerns expressed by an Interested Person may be made anonymously. If you are in any doubt regarding whether to raise a concern you can seek advice from Public Concern at Work, the independent whistleblowing charity, who offer a confidential and free helpline (020 7404 6609).

If disclosures are not made anonymously all disclosures will be treated in a confidential and sensitive manner. The identity of the individual making the allegation will be kept confidential until (if appropriate) a formal FCA investigation is launched. After an investigation has begun, confidentiality will be protected unless this is incompatible with a fair investigation. For example, during the course of the investigation the source of the information may be revealed, or it may become necessary to ask the Interested Person making the disclosure to make a statement.

Irrespective of whether the concern is expressed on an anonymous basis or not, a duty of confidentiality lies on the Interested Person making the allegation.

Untrue Allegations

If an Interested Person makes an allegation in good faith which is not confirmed by a subsequent investigation, then no action will be taken. In making a disclosure, an Interested Person should be able to show that she or he held the belief and that it was a reasonable belief in the circumstances at the time of disclosure.

Procedure for making a disclosure

Disclosure to BBALL

Interested Persons that wish to make a disclosure to BBALL should contact Sally Scutt at BBALL on the telephone number: 0207 216 8907 or by email: whistle@bbalibor.com .

This disclosure will be treated in strictest confidence by BBALL and any other recipient subject to the PIDA.

Disclosure to the FCA

Where an Interested Person feels insufficient action has been taken in response to his or her disclosure or wishes to make a disclosure direct to the FCA he or she should contact the FCA. The FCA can be contacted as follows:

Intelligence Department (Ref PIDA)
The Financial Conduct Authority
25 The North Colonnade
Canary Wharf

London E14 5HS

Tel: 020 7066 9200
Email: whistle@fca.org.uk.

Investigation and Reporting

When an allegation has been received, the recipient will make an initial assessment of the disclosure so as to note (where possible) the seriousness of the concern raised; the credibility of the concern; and the likelihood of confirming the allegation from attributable sources; and to further note any subsequent actions. Any report on a whistleblowing disclosure will be retained by BBALL for seven years.

Where appropriate we will inform you of the outcome of our assessment. Disclosures will be reported to the FCA as deemed necessary. The recipient may also report the matter to the Prudential Regulation Authority, the Bank of England, the police, or such other public authority, regulator or government department or agency exercising statutory powers (including any such bodies in any applicable overseas jurisdiction) responsible for supervising, monitoring, investigating or overseeing the activities of any person or organisation referred to in the disclosure, as the person to whom the disclosure is made considers appropriate.

A report regarding any such whistleblowing disclosure (on a named basis if not anonymously made) may also be made by the BBALL contact named above to the board of directors of BBALL and, where appropriate, reports may also be made to the Chairman of BBALL's Interim LIBOR Oversight Committee (on an anonymous basis).

Protection from victimisation

Any Interested Person making a Protected Disclosure is protected against victimisation under the PIDA. Under the PIDA, Interested Persons are given the right not to be subjected to any detriment by their employers on the grounds that they made a Protected Disclosure and can make a complaint to an employment tribunal if they suffer detriment as a result of making a Protected Disclosure. Further, if an employee is dismissed because of making a Protected Disclosure that will be treated as unfair dismissal.

BBA LIBOR Ltd
8 July 2013