ESLA ASSET SOLUTIONS

Environmental, Social, and Governance (ESG) Policy

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Mission Statement.

Since our formation in 2000, Esla Asset Solutions (EAS) has recognized the relationship between strong Environmental, Social and Governance ("ESG") practices and positive financial performance at both EAS and the portfolio company levels. Consistent with EAS fiduciary responsibility to its limited partners, EAS's policy embraces ESG for the entire life span of an investment as appropriate, from incorporating ESG factors into the investment decision, to managing the risk and value opportunities while the asset is under management, to preparing the asset for exit. It is our aim to operate in a safe and responsible manner, respecting environmental, health, safety, labor, social, corporate governance and business integrity concerns. EAS has formally adopted the following ESG policy, which defines EAS approach to integrating ESG considerations and value creation opportunities in its portfolio investments as appropriate.

EAS seeks to be at the forefront of adopting ESG practices. To demonstrate our commitment, EAS became a signatory to the United Nations Principles for Responsible Investing ("UNPRI") in 2019, providing third party assurance internally and externally of our ESG performance. While EAS considers that it has always been informally aligned with the UNPRI principles through incorporating ESG considerations into our investment analysis, decision-making and ownership policies and practices, we believe that officially applying these principles reinforces our long-held commitment to ESG and has the potential to lead to better quality investment outcomes. As part of this commitment, EAS will continue encouraging our portfolio companies where it has an active ownership and via its stewardship approach to advance EAS's ESG-related principles in a manner consistent with our fiduciary duty to our investors.

EAS endeavors to keep abreast of developments in ESG through participation in industry group round-tables and leading collaboration with peers. EAS recognizes the importance of industry leadership on climate action, and as part of our commitment to mitigate the impacts of climate change, EAS seeks to align itself with leading organizations focused on climate change. EAS's affiliations with global industry bodies and best practice standards are outlined in Appendix A. In accordance with this policy, any political influence is aligned with our commitment to sustainable finance and the six Principles of the UNPRI.

Scope.

This ESG policy applies to the management company, Esla Asset Solutions and to its relevant portfolio investments across all relevant asset classes (including equity and credit investments), industries and countries in which EAS invests (in each case to the extent ESG factors are relevant, and EAS has influence or control over such an investment).

In instances where EAS's ability to influence ESG considerations in the portfolio investment is limited (for example, where EAS is a minority equity owner or where Esla is not involved in the active control of a portfolio investment), EAS will seek to encourage those portfolio companies to consider relevant ESG principles through Board and/or committee participation, as well as operational involvement and monitoring, as appropriate.

The following are the key elements of EAS's ESG priorities for a strong and comprehensive ESG program:

Environmental (E)	Social (S)	Governance (G)
• Environmental Policies and Procedures	• HR Policies and Procedures	• Corporate Governance Management
• Environmental Data Collection and Reporting	• Workplace Health and Safety	• Anti-Bribery and Corruption Policies and Risks
• Environmental Permitting and Restrictions	• Employee Training and Development	• Whistleblower Policy and Hotline
• Environmental Concerns, Liabilities, and Contaminated Land	• Employee Relations, Engagement, and Wellbeing	• Workforce Compliance Training
• Climate Impact of Company Operations	• Diversity, Inclusion, and Pay Parity	• Compliance with Law
• Energy Management – Energy Use and Conservation	• Labor and Working Conditions (Non-Discrimination, Sexual Harassment, Child Labor, Modern Slavery)	• Reputational Risks
• Impact of Climate Change (Transition and Physical Risks on Company)	• Public & Workforce Grievances, Complaints, and Liabilities	• Data Privacy and Protection
• Air, Water, and Noise Pollution, Prevention, and Abatement	• Community Health & Safety	• Security (Physical Security, Crisis Management Program)
• Hazardous Storage, Handling, and Disposal / Recycling	• Community Engagement and Social Projects	• Cybersecurity
• Biodiversity Impacts	• Land, Resettlement, Cultural Heritage	• Stakeholders (Governments, Suppliers, Customers)

Note that these key elements are shown for illustrative purposes only. EAS will evaluate particular ESG factors that it determines to be relevant in its discretion, given the particular circumstances of an investment. A subset of these factors will be focused on in the context of credit investments.

ESG Objectives for Equity Funds

The goal of EAS's ESG approach is to deliver long-term sustainable investment outcomes through incorporation of ESG risks and opportunities into our analysis and decision-making. Consistent with EAS's fiduciary responsibilities to its investors and stakeholders, EAS's ESG goals include:

- Detailed assessment and inclusion of ESG risks and considerations into investment analysis to enhance our investment decision-making;

- Deepening our understanding of ESG impacts (including climate change) on value and investment performance;
- Periodic training of EAS investment and business improvement professionals on the ESG due diligence process and the importance of factoring ESG considerations into the overall investment approach;
- Active management of ESG integration across portfolio companies' post-investment and expansion of ESG engagements with portfolio companies and management;
- Promotion of an investment approach benefiting all partners, clients, society and the environment;
- Commitment to transparency and timely reporting / disclosure of EAS's ESG initiatives and progress to investors; and
- Development and enhancement of our ESG approach to proactively respond to emerging ESG trends and adopt new best practices.

ESG Governance: Roles and Responsibilities.

EAS has a dedicated ESG Team with responsibility for implementing EAS's ESG Program. EAS's ESG Committee manages EAS's ESG policy and programs, sets strategy and goals, reviews progress and implementation, develops training and manages internal and external reporting. This cross-functional ESG Committee, supplemented by ESG working groups, consists of professionals from various disciplines across EAS, including members from EAS's Legal, Investor Relations, Business Improvement, Risk, and Investment Teams. The ESG Committee reports to the management team which reviews the progress of ESG metrics and initiatives. The management team approves EAS's ESG policy and programs.

EAS is committed to taking a leadership role on transparency and disclosure and reports its approach to responsible investment via this ESG policy, on its website, provides periodic briefing papers and detailed communications to clients, annual reports and responding to ESG questionnaires. EAS also participates in the annual PRI reporting framework and provides the PRI assessment to investors on request.

EAS's Approach to ESG Integration: Equity Funds

EAS seeks to thoughtfully integrate and manage ESG considerations throughout the life-cycle of an investment. Our approach typically incorporates, where feasible and appropriate:

I. screening of the investment opportunities based on EAS's ESG investment guidelines and Exclusions List
II. identification and assessment of the ESG risks and opportunities applicable to a new investment during due diligence
III. performance improvement of a portfolio company across a range of ESG factors post investment, and
IV. Sale of an investment.

We will have variations in our investment approach and integration of ESG depending on type of investments (e.g., industry sector, geography, equity / credit, ownership structure / influence). Our materiality-based approach ensures we consider the key factors for a particular sector and country, allowing us to concentrate on what we believe is most critical throughout the investment life-cycle. Primary responsibility lies with the Investment Team as these considerations support investment decisions. Together with our Business Improvement Team, the Investment Team continues to keep these issues and considerations front of mind through the life of the investment for the good of our stakeholders and investments themselves.

EAS seeks to ensure that partners are committed to ESG excellence and requires that new investment and business improvement professionals have read and understood our ESG policy.

a. Pre-Investment Process:

At the very early stages of the investment analysis, EAS considers relevant ESG factors and risks associated with a target portfolio company when evaluating whether to invest in a particular company or business. Our screening typically focuses on the assets, industry, and geography, as well as the partner organizations and wider commercial relationships. The Investment Team performs detailed due diligence in order to identify and manage the ESG risks and opportunities, with the assistance of the ESG Team, the Business Improvement Team and the Legal Team. Our ESG analysis is based on our internal ESG materiality assessment framework, which uses qualitative and quantitative performance standards and benchmarks. The analysis assesses the risk of a target's vulnerability to ESG regulatory, market or operational forces (including climate change), changing ESG technologies, market economics or interruptions to business due to physical damage to facilities. As appropriate, third- party environmental, legal, operational, and other technical consultants are engaged to assist with due diligence and evaluate the status of governance and compliance with applicable ESG laws.

Climate change is a critical issue that poses a significant challenge to businesses and society. In our investment analysis, we incorporate a qualitative view of how the investment fits within the decarbonization risk assessment framework. This framework seeks to address the key decarbonization and climate change considerations that could impact the potential investment and relevant sector. At due diligence, EAS assesses the climate-related physical and transitional risks and opportunities of each investment and if appropriate, undertakes scenario analysis to evaluate and address the impacts of climate change and decarbonization trends in our investment process, aligned with the Task Force on Climate-related Financial Disclosures ("TCFD").

The results of the ESG review are incorporated into the Investment Committee process. When material issues are identified, they are included in detailed discussions with our Risk Officer and the Investment Committee. Our Head of ESG or her delegate attends all our Investment Committee meetings to ensure ESG considerations are fully understood and comparatively assessed, playing a similar role to our Risk Officer but for ESG. Where management or performance of a material issue is considered to need improvement, should the investment move forward, EAS, as appropriate, will work with company management to develop an action plan to improve the ESG performance and enhance the value of the company.

b. Post-Investment / Ownership:

EAS places strong emphasis on the active management of its portfolio companies. Post-closing, as appropriate, EAS works with portfolio company leadership on management of the ESG issues identified during the due diligence process in a post-close plan. In addition, where possible and practicable, EAS's ESG Team conducts an in-depth ESG review, in close collaboration with the Investment and Business Improvement Teams and the portfolio company's management team. The results of the ESG review are fed into an ongoing ESG improvement plan to implement what the team identifies as priority and ESG value creation projects.

Transparency and influence of ESG performance are typically achieved through senior management dialogue as well as continuous monitoring of ESG risks and opportunities. EAS's ESG Team establishes a relationship with the portfolio company's leadership, where appropriate, to enable it to support the company with ESG challenges and compliance issues as they arise and to ensure potential ESG market impacts are considered and raised to the relevant decision makers, including the core management team. Portfolio company managers are responsible for ensuring ESG matters are considered and addressed in the context of operational performance, corporate strategy and broader client relationships. Where appropriate, EAS expects the portfolio company Board to: -

- Designate an "ESG-Champion" in the C-Suite and / or
- Establish an ESG or an equivalent Committee

EAS seeks to monitor ESG performance through quarterly and annual ESG KPI's, audit tracking, project reporting processes, regular board and committee meetings and on-site ESG reviews. Where appropriate, EAS also supports its portfolio companies' efforts to report externally and internally on their ESG approach and performance on material ESG issues.

We continuously review and refine ESG related metrics and standards in line with industry best practices. EAS encourages our portfolio companies to improve their climate risk management and actions to be aligned with the TCFD best practice. EAS supports the use of Green / ESG-Linked Financing by our portfolio companies to bolster growth in a fiscally responsible manner. In addition, EAS organizes ESG summits to share best practices and create standards among its portfolio companies.

c. Investment Exit:

EAS assesses ESG progress achieved by a portfolio company during the ownership and typically measures the impacts of various ESG factors nearing the exit phase. This information is incorporated into exit materials to demonstrate the business value created through the focus on ESG where we deem appropriate.

EAS's Approach to ESG: Credit Funds

Our primary objective for our credit investments is to understand the business exposure to ESG risks and assure appropriate mitigation strategies have been considered and have been put in place. In addition, we seek to ensure that any significant reputational, financial, and legal risks to EAS and subsequently our investors have been addressed prior to a transaction completion due to our often-limited level of influence and governance rights post investment. EAS's ESG integration for credit products therefore focuses primarily on:

- Negative screening during sourcing opportunities;

- Evaluation of material ESG factors during diligence by ESG experts with support from third-party advisors, as needed; and
- Ongoing monitoring through the life of the investment, consistent with any negotiated arrangements in applicable transaction documentation.

Our investment process and materiality-based approach is framed around key ESG factors relevant to EAS's target sectors. Based on our materiality framework we identified a total of 22 material risk factors typically relevant to our credit investments. The factors focused upon in each investment will vary by investment. A detailed ESG risk assessment is included in the Investment Committee process, and EAS's Head of ESG (or an ESG representative when necessary) attends the Investment Committee meetings to ensure consistency of ESG practice across all potential investments in our credit funds. We believe EAS's framework enables EAS to highlight areas for improvement and frames the regular performance monitoring for its investments. EAS seeks to incorporate relevant ESG monitoring rights in its transaction documentation and looks to establish performance expectations specific to each investment as appropriate.

Transparency and Reporting

EAS is committed to taking a leadership role on transparency and disclosure. As part of being a UNPRI signatory, EAS participates annually in the PRI reporting framework to independently assess EAS's ESG performance and goals. EAS is also committed to aligning its own practices with TCFD. In our Annual Reports, we currently provide information detailing the progress made in further developing our approach to ESG integration and engagement, both at the firm and portfolio company levels. We are committed to providing a detailed standalone Annual ESG Report. In addition, we provide material ESG updates in our Annual Meetings, LPAC meetings, semi-annual meetings and our quarterly reports. We also engage with relevant partners in relation to ESG considerations, through written reports or informal verbal reports.

Values and Ethics

EAS recognizes that a critical part of being a good steward for our clients is ensuring that EAS, as well as our portfolio companies, maintain sound and ethical governance practices. EAS's Code of Conduct reflects its commitment to an ethical culture and the way EAS seeks to do business. In addition to EAS's Code of Conduct, EAS maintains a robust compliance program which includes a global Code of Ethics and other policies and procedures designed to ensure compliance with applicable rules and regulations.

EAS's Code of Ethics includes an Insider Trading & Restricted List Policy, Personal Trading Policy, Global Anti-Corruption Policy (which covers gifts & entertainment), Political Contributions Policy and Outside Business Activities Policy, in each case designed to address potential conflicts of interest.

EAS aims to conduct mandatory employee training upon hire and annually thereafter and achieve a firm-wide compliance training with 100%. EAS's compliance program also includes a risk-based testing and monitoring program, as well as annual risk assessments and reviews of the program. All Code of Ethics violations and any other material compliance violations are reported to members of the firm's Executive Committee. EAS also adheres to strict conflict of interest principles as part of the investment process and detailed in its fund governing documents. To limit the impact, all potential material conflicts of interest are required to be disclosed to all members of the core management team.

Conclusion.

This policy sets forth EAS's on-going commitment to integrating ESG considerations and value creation opportunities in our portfolio investments. EAS will seek to update this ESG policy periodically, as appropriate.

Disclaimer:

This ESG Policy sets forth EAS's goals and aspirations as it relates to ESG and there can be no assurance EAS will ultimately be successful in implementing its policy or that it will implement the goals stated herein equally with respect to each investment. References to "as appropriate" herein reflect the determination of EAS's ESG team in their sole discretion.

Appendix A - EAS's ESG Affiliations

PRI Principles for Responsible Investment	**United Nations Principles for Responsible Investment (UN PRI)**	• EAS became a signatory to the UNPRI in 2019.
One Planet Summit Sovereign Wealth Funds	**One Planet Sovereign Fund Framework**	• EAS is a member of the private equity group supporting the One Planet Sovereign Fund Framework.
TCFD Task Force on Climate-Related Financial Disclosures	**Task Force on Climate related Financial Disclosures (TCFD)**	• EAS is a public supporter of TCFD. Esla's investment process and reporting processes are aligned with TCFD and EAS works with portfolio companies to align to TCFD.
initiative climat international – Private equity action on climate change	**Initiative Climat International (iCI)**	• EAS is a member of iCI's North American Chapter.
ESG Data Convergence Initiative	**ESG Data Convergence Initiative (EDCI)**	• Participant in ILPA's EDCI, a benchmarking effort to aggregate general partner and limited partner ESG data by Boston Consulting Group.
TNFD	**Taskforce on Nature related Financial Disclosures (TNFD)**	• Member of the TNFD Forum, a global multi-disciplinary consultative group of institutions supporting TNFD's objectives (2023).
Sustainable Development Goals	**Sustainable Development Goals (SDGs)**	• EAS is committed to contributing to SDGs that significantly align with sectors in which EAS invests, including Affordable and Clean Energy (SDG 7), Climate Action (SDG 13), Decent Work and Economic Growth (SDG 8), Industry, Innovation and Infrastructure (SDG 9) and Reduced Inequalities (SDG 10).
GRESB	**Global Real Estate Sustainability Benchmark (GRESB)**	• EAS's ESG policy and approach are guided by responsible investing best practices, including the Sustainability Accounting Standards Board, the

World Bank Group

International Finance Corporation (IFC)

Sustainability Accounting Standards Board (SASB)

Global Real Estate Sustainability Benchmark, the World Bank Group Environmental, Health & Safety Guidelines and International Finance Corporation Performance Standards.