

Environmental, Social and Governance Policy

M80

Environmental, Social and Governance Policy

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Purpose of the policy and scope of application

The purpose of this policy is to present M80 Partners' values, commitments, and approach to integrating environmental, social and governance (ESG) risks and opportunities into its activity, at the management company level and within its investment activity.

M80 Partners commits to consider ESG issues in the course of its due diligence process and in the monitoring of its portfolio investments, seeking to maximise the economic and social returns on investments.

The table of correspondence in appendix indicates how elements presented in this policy ensure M80 Partners' compliance with the requirements of the European Union Sustainable Finance Disclosure Regulation (SFDR)¹.

This charter is applicable to the whole M80 Partners perimeter, including all funds and portfolio companies except otherwise stated.

This document is publicly available and communicated by M80 Partners to its stakeholders.

1. Our values and investment strategy

M80 Partners is an independent Brussels-based asset management firm dedicated to private equity investments. We aim to help entrepreneurs in their development strategy, and we invest in ambitious companies which embrace growth and with which we work closely to reach their full potential. Our diverse international team inspires, challenges, and supports companies to generate meaningful value for their customers, employees, shareholders and investors.

We do this by not only offering financial means, but also by teaming up with strong management teams, and crystallizing and/or finetuning a well-defined value creation plan.

M80 Partners seeks to give meaning to finance by being a committed and supportive shareholder which acts respectfully and works hand in hand with management teams, with whom we want to share the same entrepreneurial culture, help to find solutions for the benefit of the companies and all stakeholders, and share risks.

M80 believes that the journey towards a sustainable future can only be achieved if companies, their employees and their shareholders consider that profit and financial performances must go hand in hand with the adoption of ESG practices.

¹ Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector – [Law text](#)

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2. Our approach to ESG and value creation for stakeholders

As an investment company, our commitment is to meet our investors' requirements seeking attractive financial returns. We believe that financial performance is the key to generate regular financial returns for our investors who have entrusted their money to us. At the same time, our actions reflect our personal values: we strongly believe that non-financial criteria can create long-term value for all stakeholders.

As such, we pay special attention to how portfolio companies, through their products and services and through their business operations, preserve the environment, reduce carbon footprint, invest in people development, build responsible governance structures, and create value for our society.

In our approach, we take into account the double materiality defined by the SFDR regulation. We consider, in our pre-investment analysis, holding period and exit, both:

- the impacts of environmental, social, and societal risks on our portfolio companies and investment value (Sustainability risks as per the SFDR regulation);
- the impact of our portfolio companies on the environment and society (Principal adverse impacts as per the SFDR regulation)

Details on how these impacts are considered in practice throughout the investment cycle are provided in section 5.

We base our ESG approach on the following principles:

- **Ambition:** We take time to determine the most effective initiatives, and aim to be the best in what we choose to implement.
- **Sincerity:** We consider environmental, social and governance (ESG) matters as an integrated meaningful part of how we work rather than a "tick-the-box" exercise.
- **Progress:** We do not focus on the starting point but on the journey, by working with our portfolio companies to achieve measurable progress.

3. Our ESG Governance

Even though our ESG vision and values infuse our everyday behaviour and activity, a dedicated governance has been implemented to define and roll out our ESG strategy.

- Two of our partners, Jehanne de Walque and Xavier Dura, are responsible for managing our ESG strategy, making recommendations to M80 Partners' board and ensuring compliance with all applicable ESG-related regulations.
- Our whole team is committed to integrating consideration of ESG matters in our investment activity and at the management company level. Our investment team is regularly trained on ESG matters and informed of best practices.
- When needed, we rely on external ESG experts to support us in the implementation of our ESG strategy, for instance to train our team on ESG matters and build ESG action plans with our portfolio companies.
- We are constantly striving to improve our investment practices. As such, we have

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defined in 2021 and are currently rolling out our ESG progress plan, detailed in Appendix 2.

- As part of this progress plan, M80 Partners has decided in 2021 to start implementing a dedicated ESG reporting tool to track and consolidate the ESG performance of all its investments, monitor ESG risks, and calculate the carbon footprint of companies.

4. Our commitments in our Investment activity

Our main target is to invest in high potential companies led by strong management teams. We believe that long-term economic performance is inseparable from the adoption of good ESG practices.

As a reliable, responsible, and engaged shareholder, it is our duty to encourage and help companies and their management teams to adopt a high level of ESG practices and performance.

The main asset of our portfolio companies lies in their human capital. We therefore want to make sure that all employees have working conditions that allow them to give the best of themselves and that employee development is a high priority.

We support companies in limiting their impact on the environment and contributing to a more sustainable world. We thus encourage companies to improve their environmental performance in their products & services and business operations.

Respect of business ethics by our portfolio companies' management teams and all employees is the basis for sound companies. We advocate that all business activities should be carried out in such conduct.

M80 Partners has implemented processes to integrate ESG issues consideration throughout the investment cycle. We undertake to:

- Examine ESG issues before and after investing in a company;
- Encourage our portfolio companies to consider relevant ESG principles and take action when M80 Partners is an investor;
- Enhance our effectiveness in applying our ESG policy and report our actions transparently to our LPs;
- Engage in sectoral initiatives to promote ESG within our industry (United Nations Principles for Responsible Investment, Initiative Climat International, Level 20).

4.1. Assessing ESG issues before investing

Exclusion of industries and business practices

For each fund, we exclude investments in certain industries mentioned in the Limited Partnership Agreement, as well as, more generally, in companies which show behaviour we consider to be unethical in certain aspects of their business and which we cannot help in transitioning out of such behaviour.

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Analysis of ESG risks, opportunities, and adverse impacts

We carry out a preliminary opportunity assessment before making a Binding Offer. This initial assessment by our investment team identifies the investment opportunity's level of exposure to ESG risks and opportunities, based on its sector, business model and geographical location.

When significant ESG risks are identified, an ESG due diligence may be carried out by external consultants before the Binding Offer. Exceptionally, it might be carried out post-investment, for instance due to calendar or management availability constraints.

The internal and/or external ESG due diligences aim to:

- analyse ESG stakes of investment opportunities, to identify:
 - main ESG risks the company is exposed to (Sustainability risks), and
 - main impacts of the company on ESG aspects (Principal adverse impacts);
- assess the company's maturity on ESG stakes identified, and thus identify:
 - ESG risks (defined as a gap between the degree of company exposure to ESG stakes and the company maturity), and
 - ESG opportunities (defined as ESG best practices implemented or areas of improvement identified that could create added value for the company).

ESG issues analyzed during the internal preliminary opportunity assessment and external ESG due diligence are detailed in Appendix 3.

If the investment in the target company is realised, we build in collaboration with the management an ESG Action plan based on the due diligence outcomes and include in the Action Plan key performance indicators (KPIs) to monitor the company progress (see section 5.2.).

Integrating ESG issues in our investment decision

We consider that the ESG assessment carried out is an opportunity to start the conversation with the targeted company management on their ESG risks and opportunities, and to identify how ESG aspects could participate in creating value for the company.

To actively engage companies' management on ESG, we:

- May mention ESG issues or actions in the Non-Binding Offer;
- May include ESG clauses in shareholder agreements and other legal documents, including a commitment to report annually on their ESG performance and progress.

On the management company's side, we integrate ESG considerations in our investment decision, by:

- including them in a dedicated ESG section of our Investment Memorandum;
- discussing them, when relevant, during our Investment Committee.

Based on the ESG due diligence outcomes, we exclude activities involving a high probability of adverse effects that could negatively affect the value of the investment (technological disruption, physical or transition risks relating to climate change, reputational risks).

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4.2. Accompanying companies to create sustainable value

We believe that as investors, our goal is to monitor and support our portfolio companies and management teams in creating sustainable, long-lasting value, and in continuously improving their contribution to society.

We want to bring expertise and ideas to our portfolio companies, in order to encourage them to implement initiatives that contribute significantly to their products', services' and operations' ESG performance. We also believe that progress should be measured at least every other year and preferably annually, for companies to pilot their impact and adapt their actions.

Therefore, we implement, when appropriate, the following steps within the first two years of acquisition and with companies in portfolio:

- Estimate the companies' main sources of greenhouse gas (GHG) emissions on Scopes 1, 2 and 3 at their portfolio entry. This allows us to identify our portfolio's main carbon impacts and to integrate effective GHG emissions reduction actions into the ESG Action Plan (see below), in alignment with the Initiative Climat International (iCI) recommendations;
- Work together with management teams to build an ESG Action Plan for each company, that defines concrete actions to create value on the short, medium, and/or long term. If external expertise is needed, the action plan will be defined with external ESG consultants. The final ESG action plan will be approved by the management teams;
- Support and challenge management teams in the implementation of all their ESG initiatives;
- Define KPIs with the management teams (and/or external consultants) to monitor companies' progress on their ESG objectives over the years;
- Monitor ESG performance and improvements at least every other year and preferably once a year through an ESG reporting. It will be facilitated by a reporting tool. This tool, made available to portfolio companies by M80 Partners, simplifies the reporting process and monitoring of ESG risks and performance. It also calculates annually companies' Carbon Footprint (based on GHG emissions sources identified at portfolio entry);
- Discuss with companies on their ESG achievements and difficulties encountered regularly, and at least once a year formally at the Board.

4.3. Communicating on ESG themes at exit

We are convinced that communicating transparently towards potential new shareholders regarding ESG themes at exit is both an ethical requirement, and an opportunity to highlight our portfolio companies' performance and value creation through ESG.

We thus plan to:

- Provide information on ESG performance to prospective buyers, for instance by including progress on the ESG Action Plan and performance on ESG objectives set over the holding period in the exit memorandum;
- Carry out vendor due diligences when appropriate depending on companies' industry and business model. When carried out, they include assessment of sustainability risks and principal adverse impacts.

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4.4. Earning the trust of our investors

Our main duty is to honour the confidence of our investors and to meet their financial and extra-financial requirements.

As such, we undertake to:

- Seek the best alignment of interest between our investors and our team by requiring our team to commit their own money in the management company as well as in its funds;
- Take investment decisions in complete independence, in the best interest of our investors;
- Adopt valuation methods in accordance with international standards;
- Communicate our ESG actions and performance in full transparency to our LPs during the annual meeting and in our annual reporting;
- Maintain an efficient internal control and good risk management practices. Beyond complying with legal provisions and mitigating operational risks, our internal processes offer a high level of transparency to investors on all our activities.

4.5. Promoting ESG in sectorial initiatives

We believe that we have a responsibility to use our voice and experience to promote consideration of ESG matters within the investment industry, and to align our ESG strategy with international standards.

We are:

- A member of the Level 20 initiative, a “Non-profit organisation dedicated to improving gender diversity in the European private equity industry”².
- Becoming a signatory of the United Nations Principles for Responsible Investment (UN PRI).
- Discussing the possibility to join the Initiative Climat International (iCI), an initiative from the private equity industry and endorsed by the UN PRI to contribute to “achieving the objective of the Paris agreement and limit global warming well-below 2° Celsius”.³



UN Principles for Responsible Investment

As a signatory of the UN PRI starting 2021, we are committed to the following principles⁴:

- **Principle 1:** We will incorporate ESG issues into investment analysis and decision-making processes.
- **Principle 2:** We will be active owners and incorporate ESG issues into our

² Level 20 – Mission - [source](#)

³ Initiative Climat International – UN PRI Collaboration platform - [source](#)

⁴ UN PRI – What are the Principles for Responsible Investment - [source](#)

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ownership policies and practices.

- **Principle 3:** We will seek appropriate disclosure on ESG issues by the entities in which we invest.
- **Principle 4:** We will promote acceptance and implementation of the Principles within the investment industry.
- **Principle 5:** We will work together to enhance our effectiveness in implementing the Principles.
- **Principle 6:** We will each year report on our activities and progress towards implementing the Principles.

Initiative Climat International Commitments

As a signatory of the iCI, we commit to the following principles⁵

- **Commitment 1:** We recognize that climate change will have adverse effects on the global economy, which presents both risks and opportunities for investments.
- **Commitment 2:** We will join forces to contribute to the objective of The Paris Agreement to limit global warming to well-below two degrees Celsius, and in pursuit of 1.5 degrees Celsius.
- **Commitment 3:** We will actively engage with portfolio companies to reduce their greenhouse gas emissions, contributing to an overall improvement in sustainability performance.

5. Our commitments at Management company level

M80 Partners seeks to conduct its operations with the utmost respect for the environment, to be socially minded, promote a robust, transparent and collaborative governance framework.

As team members, we feel that we can contribute to a better world for future generations. We believe we can pursue the dual mandate of delivering financial performance for our stakeholders while existing as a company that demonstrates the highest standards of corporate citizenship.

Based on these values, we have taken commitments towards our people, the environment, suppliers and communities, detailed below.

5.1. Developing our people and ensuring their wellbeing

As people are one of our key assets, we are committed to ensuring their wellbeing, development, diversity and engagement. For instance, we:

- Recruit people from different professional and personal backgrounds and promote diversity at all company levels. We are promoting gender diversity in our industry as a member of Level 20, a non-profit organisation committed to improve gender representation in the private equity industry.

⁵ Initiative Climat International – Manifesto - [source](#)

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- Develop our people skills throughout our journey at M80, through personal development and annual skills trainings on relevant topics (including ESG trainings).
- Treat employees fairly, in their recognition, remuneration and growth within M80.
- Respect team members' personal beliefs and values
- Create a safe and fulfilling work environment both in the office and at home. We ensure that employees have the adequate equipment when working from home.
- Encourage wellness and physical activities of team members, through benefits (hospitalization insurance, pension insurance, meal vouchers) and other initiatives (organic lunches once a week when the office is open, ecological vouchers⁶).

5.2. Limiting our impact on the environment

Although our direct environmental footprint is limited, we encourage eco-friendly practices in our daily operations, such as:

- Limiting waste and ensuring sorting and recycling of waste at the office.
- Favouring low-carbon transportation, for employee commuting and business travels. For instance, we reimburse 100% of expenses for employees that commute with public transportation or shared mobility services. We favour electrical cars, travel in economy class⁷ and/or by train, when rail routes provide accessible alternatives to air routes.
- Purchasing second-hand furniture and eco-friendly office stationery products.

5.3. Being a responsible business partner and corporate citizen

As a responsible corporate citizen, we behave responsibly towards our suppliers, and support local communities, by:

- Developing long-lasting working relationships with our business partners, providers and suppliers.
- Purchasing from local suppliers whenever possible.

⁶ Ecological vouchers in Belgium are non-mandatory benefits granted by the employer to its employees, to pay for products and services that contribute to protecting the environment. The list of products and services is established by the National Labor Council, and includes for instance products with organic label or ecolabels, energy or water-saving products and services.

⁷ For more information on Travel classes Carbon Footprint, see: The World Bank Development Research Group, Bofinger and Strand, *Calculating the Carbon Footprint from Different Classes of Air Travel*, May 2013 - [Link](#)

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Review and signature by M80 Partners team

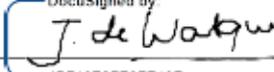
The ESG policy has been approved by:

Version	Date	Validators	Change
1	September 2021	Peter Maenhout Xavier Dura Jehanne de Walque	Creation of the ESG policy (ESG Charter)

The ESG policy is communicated to all M80 Partners' team members upon arrival in the company and endorsed by all.

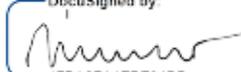
Signatures:

Name:
Date: 9/24/2021
Signature:

DocuSigned by:

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