

Responsible Investment Policy

Updated: October 2019

Northleaf,
Capital Partners

Founding Principles and Values

Northleaf Capital Partners (Northleaf) is a professional investment management organization that invests on behalf of its investors in private markets transactions globally.

Northleaf seeks to generate superior, long-term investment returns in accordance with the portfolio objectives and guidelines of the private markets mandates that it manages, while abiding by its duty to act in the best interests of its investors. Northleaf is committed to building enduring relationships with its investors, investment partners and colleagues based on trust, openness, respect and the highest standards of integrity and professionalism.

Northleaf believes that responsible corporate behaviour will have a positive influence on long-term financial performance and is committed to incorporating the consideration of environmental, social and governance (ESG) factors into its investment processes at every level.

For Northleaf, ESG considerations include a wide range of factors that may have an impact (individually or in combination) on the risk and return profile of investments. ESG considerations may include:



Environmental: Natural resource usage, environmental footprint (e.g. waste, pollution, greenhouse gas emissions), climate change, clean technology products and services, environmental management practices



Social: Human capital, workplace health and safety, labour relations and standards, human rights, demographic changes, supply-chain and community impacts and relations



Governance: Board set up and composition, executive remuneration and incentive plans, corporate accountability structures, compliance, negligence, bribery and corruption, conflicts of interest and related-party transactions, investor rights, accounting integrity and audit quality, cyber security

TORONTO
MONTREAL
LONDON
NEW YORK
CHICAGO
MENLO PARK
MELBOURNE

Northleaf ESG Committee

Northleaf has established an interdepartmental ESG Committee chaired by a member of Northleaf's Management Committee and composed of members from across the firm, including representation from senior investment team members of each asset class in which Northleaf invests, who in turn chair asset class-specific ESG sub-committees.

The Northleaf ESG Committee is accountable for the ongoing development and evolution of Northleaf's approach to responsible investing in general and the firm's Responsible Investment Policy in particular. The ESG Committee is also accountable for the development and maintenance of a quarterly Northleaf ESG Dashboard by which the firm evaluates its adherence to ESG considerations and principles at the corporate level. Northleaf's Management Committee is accountable for reviewing and approving any material changes to the firm's Responsible Investment Policy that may be recommended by the ESG Committee, and for reviewing and approving the Northleaf ESG Dashboard each quarter.

Signatory of:

Northleaf's Commitment to the Principles for Responsible Investment



Principles for
Responsible
Investment

As a signatory to the Principles for Responsible Investment (PRI), Northleaf is committed to upholding the values of PRI and applying its principles across all of its investment activities firm-wide. Adopting the Principles provides an industry-wide standard against which Northleaf can continue to assess itself and strive for best-in-class due diligence, investment monitoring and investor reporting.

Northleaf is committed to applying the six principles of the PRI:

1. We will incorporate ESG issues into investment analysis and decision-making processes.
2. We will be active owners and incorporate ESG issues into our ownership policies and practices.
3. We will seek appropriate disclosure on ESG issues by the entities in which we invest.
4. We will promote acceptance and implementation of the Principles within the investment industry.
5. We will work together to enhance our effectiveness in implementing the Principles.
6. We will each report on our activities and progress towards implementing the Principles.

Supportor of:

Northleaf's Support for the Task Force on Climate-Related Financial Disclosures



Northleaf supports the recommendations of the Financial Stability Board (FSB) Task Force on Climate-Related Financial Disclosures (TCFD) with respect to developing voluntary, consistent climate-related risk disclosures. Northleaf is focused on investing in and building well-managed, more valuable companies. Responding to the risks and opportunities associated with climate change is an integral part of this approach. Northleaf believes that support for the TCFD's recommendations will catalyse more consistent, comparable, and reliable disclosure of climate-related information that will in turn facilitate more informed business and investment decision-making.

TORONTO
MONTREAL
LONDON
NEW YORK
CHICAGO
MENLO PARK
MELBOURNE

Northleaf's ESG Objectives

Northleaf's fundamental ESG objectives include:

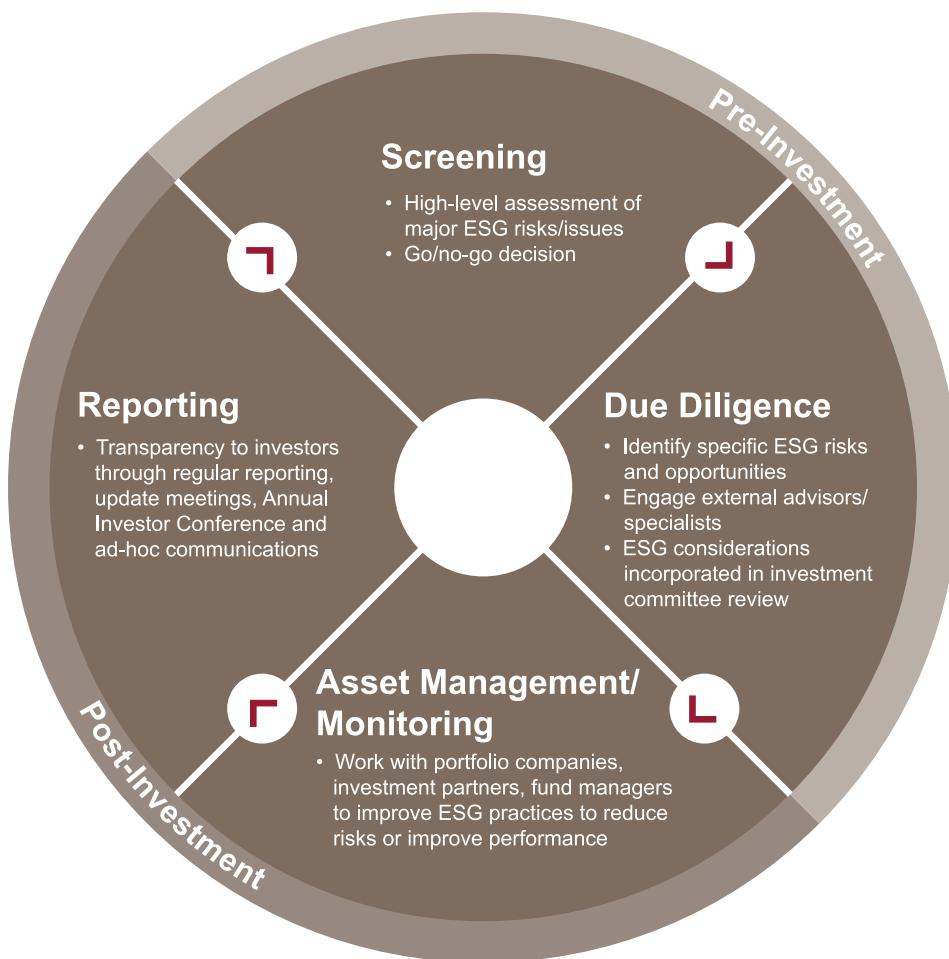
- Assessing ESG risks and opportunities as part of investment due diligence through every stage of the investment process
- Quantifying the risk/return impact of ESG-related considerations where possible
- Monitoring ongoing ESG considerations as part of ongoing asset and portfolio management and monitoring activities
- Reporting on ESG-related matters to investors
- Promoting responsible investing to employees, partners, service providers and investors

Northleaf
Capital Partners

Responsible Investment in Practice

Northleaf integrates ESG considerations into its investment activities with an appropriately tailored approach that acknowledges the varying degrees of influence Northleaf brings to bear across the asset classes in which it invests, the investment strategies it pursues and the mandates it manages.

Northleaf's investment teams are responsible for assessing ESG considerations during each phase of the investment process. The Investment Committee for each mandate has ultimate responsibility for ensuring that Northleaf's ESG standards are maintained.



TORONTO
MONTREAL
LONDON
NEW YORK
CHICAGO
MENLO PARK
MELBOURNE

• **Sourcing and initial review** – Each Northleaf investment team seeks to identify transaction-specific ESG considerations and issues in the preliminary evaluation of a potential investment opportunity. At this stage, investment team members will seek to identify whether a prospective investment demonstrates ESG-related risks that could negatively impact value or otherwise prevent Northleaf from making a new investment, or ESG-related opportunities that could create value. Certain investment opportunities that exhibit ESG-related risks may be declined at this early stage of review. This negative/exclusionary approach will also often incorporate norms-based screening as Northleaf seeks to invest in opportunities that exhibit best-in-class business practices and ethical standards.

• **Due diligence** – Each Northleaf investment team assesses ESG considerations (including both risk factors and opportunities) related to each prospective investment, as well as possible risk mitigation strategies. In certain cases, investment teams may engage external advisors and specialists where technical expertise is required (e.g., environmental consultants). More specifically:

Private Equity

For primary fund investments (both primary and secondary), the investment team focuses on an assessment of a fund manager's commitment to ESG considerations and approach to responsible investing and uses the standards published by the International Limited Partners' Association (ILPA) as a guide. Due diligence is performed using questionnaires and discussions with members of a fund manager's team and publicly available information to assess how the fund manager integrates ESG considerations into their due diligence, investment decision-making and ongoing management/monitoring processes. The fund manager is scored on its level of ESG engagement according to a scale (Early, Developing, Advanced) and the results form part of the findings presented to Northleaf's Investment Committee.

For direct investments (including secondary direct transactions), the investment team works with management teams, fund managers and other investors as appropriate to ascertain all material potential ESG considerations, risks and opportunities intrinsic to a particular transaction. The investment team evaluates and rates the ESG risks and opportunities (as High, Medium or Low) and also rates the company on its approach to ESG considerations (Early, Developing, Advanced). To the extent a material ESG risk is identified, the investment team may develop models and scenarios to test potential downside cases to ascertain whether the investment can withstand a range of possible outcomes. The results form part of the findings presented to Northleaf's Investment Committee.

Private Credit

The investment team undertakes an assessment of both the private equity fund manager (for sponsor-backed opportunities) and the portfolio company through discussions with the fund manager and the management team. The investment team evaluates the fund manager based on how they integrate ESG considerations into their due diligence, investment decision-making and ongoing management/monitoring processes. Similar to Private Equity, the fund manager is scored on its level of ESG engagement according to a scale (Early, Developing, Advanced). In addition, the investment team analyses the portfolio company to ascertain all material potential ESG considerations, risks and opportunities. To the extent a material ESG risk is identified, the investment team may develop models and scenarios to test potential downside cases to ascertain whether the investment can withstand a range of possible outcomes. The results of the fund manager assessment and the portfolio company analysis form part of the findings presented to Northleaf's Investment Committee.

Infrastructure

The investment team undertakes an analysis of each investment opportunity to ascertain all material potential ESG considerations, risks and opportunities. The investment team assesses these considerations, risks and opportunities against three core analytical principles: (i) Economics (to the extent possible, estimate the quantitative impact of the risk or opportunity in question); (ii) Responsibility (assign responsibility to identify appropriate strategies to mitigate risks and capitalize on opportunities); and (iii) Oversight (to establish key performance indicators and monitoring processes to track key risks and opportunities). To the extent a material ESG risk is identified, the investment team may develop models and scenarios to test potential downside cases to ascertain whether the investment can withstand a range of possible outcomes. The results of these assessments form part of the findings presented to Northleaf's Investment Committee.

- **Investment decision and documentation** – A summary of the ESG considerations related to each investment opportunity, together with a summary of proposed strategies to mitigate ESG-related risks and capitalize on ESG-related opportunities, is included in the Investment Committee Recommendation document prepared by each investment team and presented for consideration by the Investment Committee for each relevant Northleaf mandate. The Investment Committee for each mandate has ultimate responsibility for ensuring that Northleaf's ESG standards are maintained.
- **Asset management and monitoring** – Each Northleaf investment team is committed to engaging with and influencing investment partners, management teams, fund managers and Boards of investments where improved ESG practices could reduce risks or improve performance. ESG considerations form an important part of the investment reviews undertaken by each Northleaf investment team on a regular (and at least quarterly) basis. Northleaf works with its investment partners and portfolio company management teams to develop and improve ESG-related practices, performance and reporting as appropriate, taking into account the specific nature of the investment relationship. More specifically:

Private Equity

For indirect/fund-based investments (including primary and secondary fund investments), over the life of each investment, the investment team monitors and updates the ESG engagement score ascribed to a fund manager at the time an investment was made. The investment team engages with fund managers on a regular basis through quarterly update meetings, annual general meetings or advisory board meetings as appropriate. Updated ESG scores and any material ESG matters are discussed with the Investment Committee and investment team at regular quarterly portfolio review meetings.

For direct investments (including secondary direct investments), over the life of each investment, the investment team regularly re-assesses ESG considerations, risks and opportunities through ongoing discussions with management teams, fund managers and other investors as applicable. Any material findings are recorded on a Direct Investments Monitoring Template which forms the basis for discussion with the Investment Committee and investment team at regular quarterly portfolio review meetings.

Private Credit

At the time of investment, the investment team highlights specific ESG considerations that are monitored throughout the life of the credit. Monitoring typically involves tracking industry trends and company specific key performance indicators in addition to discussions with company management and private equity managers (for sponsor-backed opportunities). Any material ESG matters are discussed with the Investment Committee and investment team at regular quarterly portfolio review meetings.

Infrastructure

Northleaf asset managers are assigned to each infrastructure investment early in the due diligence process. The asset managers' responsibilities include managing and monitoring ESG risks and opportunities identified during due diligence, as well as any ESG risks and opportunities that may arise after the investment is made. Asset-level management teams monitor and report ESG performance to their respective board of directors (including Northleaf representatives). Any material ESG matters are discussed with the Investment Committee and investment team at regular quarterly portfolio review meetings.

- **Investor reporting** – Northleaf provides its investors with regular updates on material ESG-related matters through its comprehensive investor reporting processes, including, but not limited to its quarterly reports, in-person updates, the Annual Investor Conference presentations and conference calls, and ad hoc communications if there is a serious or significant ESG matter to report.

Northleaf Capital Partners is an independent global private markets investment firm with more than \$13 billion in private equity, private credit and infrastructure commitments under management on behalf of public, corporate and multi-employer pension plans, endowments, foundations, financial institutions and family offices. Northleaf's team is focused exclusively on sourcing, evaluating and managing private markets investments globally, with a focus on mid-market companies and assets.