



3i Responsible Investment Policy

The following is a summary of 3i's full Responsible Investment policy as last updated in May 2025

1. Introduction

Background

3i Group plc ("3i") is an investment company focused on Private Equity and Infrastructure, investing primarily in northern Europe and North America.

Our investment strategy is to make a small number of mid-market investments each year in our Private Equity and Infrastructure businesses, carefully selected within our target sectors and geographies on the basis of their compatibility with our return objectives.

We do not currently manage or advise funds with ESG or sustainability investment objectives. Nevertheless, we are committed to evolving and improving our approach to responsible investment.

Purpose of this RI Policy

The purpose of this Responsible Investment Policy (the "RI Policy") is to define the sectors and activities 3i will not invest in (and those which require specific approvals before pursuing) and to set out 3i's approach to the effective identification and management of ESG risks and opportunities in its investment activities. 3i will use its influence as an investor to try to promote a commitment in our portfolio companies to:

- comply, as a minimum, with applicable local and international laws and regulations ("**Applicable Laws**") relating to the environment, human rights, workers' rights, health & safety and sanctions, those intended to prevent fraud, extortion, bribery, tax evasion, money laundering, terrorist financing and other financial crime; and, where appropriate, the relevant international standards¹ ("**International Standards**") where these are more stringent than Applicable Laws;
- identify, monitor and mitigate adverse environmental and social risks and opportunities arising from their activities and, where applicable and reasonably possible, within their respective supply chains;
- uphold high standards of business integrity and strong corporate governance;
- within a reasonable timeframe following 3i's investment, to meet 3i's minimum requirements in relation to ESG ("**3i's minimum requirements**") (as set out in the Appendix A to this RI Policy); and
- set near-term science-based emissions reduction targets within a reasonable timeframe where the portfolio company is in scope of 3i's own science-based emissions reduction

¹ The International Standards are the relevant IFC Performance Standards and associated Guidelines and the International Labour Organisation (ILO) Fundamental Conventions. The IFC is the private sector arm of the World Bank and its Performance Standards are intended to provide a reference for businesses in emerging markets for environmental and social standards. The IFC's Environmental, Health and Safety (EHS) Guidelines are technical reference documents with general and industry-specific examples of good industry practice. The most basic labour rights have been codified by the ILO in the 1998 Declaration on Fundamental Principles and Rights at Work which identified 8 conventions fundamental to the rights of people at work, irrespective of the level of development of a country.



targets² and where the Science Based Targets initiative (“**SBTi**”) provides a decarbonisation pathway for that portfolio company.

This RI Policy forms part of 3i’s broader suite of policies and compliance is mandatory.

Scope

Subject to certain exceptions³, this RI Policy applies to all investment opportunities considered and/or made by 3i (and the funds which it manages or advises)⁴ across all sectors and geographies.

3i will also use its influence as an investor to encourage its portfolio companies to promote best practice by their relevant suppliers through implementing appropriate supplier management systems.

Legacy issues may arise from a small number of portfolio investments made before this RI Policy was first introduced⁵. If a legacy issue comes to light, 3i will use its influence as an investor to encourage the relevant portfolio company to implement appropriate measures which may include meeting International Standards where these are more stringent than Applicable Laws.

2. 3i’s responsible investment approach

3i aims to:

- Promote consistent practice and adherence to this RI Policy across its investment business.
- Provide sufficient information, instruction, training and resources to ensure that its employees can effectively manage ESG matters within their investment activities.
- Monitor the implementation of this RI Policy on an ongoing basis.
- Report progress on the implementation of this RI Policy annually to relevant 3i stakeholders.

3i will implement this RI Policy by:

- Screening all new investment opportunities against the Exclusion and Referral lists set out below at an early stage in the investment process.
- Carrying out a high-level assessment of new investment proposals to identify potential material ESG risks and opportunities.
- Where potential material ESG risks are identified, evaluating management’s commitment, capacity and track record in addressing ESG issues and assessing whether specialist due diligence is required.

² 3i’s science-based emissions reduction targets were approved on 22 March 2024. 3i’s targets include targets relating to its portfolio – in particular, new portfolio companies will be expected to set their own near-term science-based emissions reduction targets within 3 years following 3i’s investment.

³ This RI Policy does not apply to investments made (i) by funds raised, or substantially raised, by fund management platforms prior to their acquisition by 3i or (ii) by funds raised, or substantially raised, prior to November 2011 when this RI Policy first became effective.

⁴ Certain areas of the RI Policy (e.g. the minimum corporate governance standards) do not apply to PPP / project investments by the Infrastructure business as they are either not relevant or inappropriate to those investments.

⁵ This Policy was introduced, and first became effective, in November 2011 and has been amended several times since then.



- Supporting its portfolio companies to meet 3i's minimum requirements within a reasonable timeframe by developing action plans with appropriate targets, timetables and resources.
- Monitoring and recording portfolio companies' performance against any agreed action plans, targets and timetables as part of 3i's semi-annual portfolio review process.
- Influencing, encouraging and supporting companies to adapt to evolving ESG requirements and developments in their particular business sectors – including, in particular, the setting of near-term science-based emissions reduction targets.
- Monitoring and recording ESG risk incidents involving portfolio companies, including serious incidents which result in loss of life, serious injury, material effect on the environment or material breach of law and by promoting corrective actions.
- At the time of the exit, appropriately disclosing material ESG matters, impacts and steps taken to manage them.

Our Responsible Investment approach is embedded in our investment process.

3. Exclusion and Referral Lists

3i's Exclusion List identifies businesses and activities in which 3i will not invest, whereas 3i's Referral List identifies those in which 3i may invest but which require further consideration, because they may be particularly sensitive or may raise material reputational issues.⁶ Investment opportunities involving businesses or activities on the Referral List must be discussed with the General Counsel and approved by the Chief Executive before substantial due diligence is initiated. Both the Exclusion and Referral Lists apply to new investments as well as acquisitions made by portfolio companies.

These lists are not exhaustive; judgement must be applied for activities not on the lists but which carry similar risks.

Exclusion List

3i will not invest in businesses which are engaged in any of the following activities or which meet any of the following criteria:

1. Use of slavery, servitude, human trafficking, forced labour, exploitation, compulsory labour, or harmful child labour⁷;
2. The production, marketing, use of, or trade in products or activities deemed illegal under applicable local or national laws or regulations, or banned through global conventions and agreements, including (but without limitation)⁷:
 - certain hazardous chemicals, pesticides and wastes⁸;

⁶ The restrictions set out in this section apply across all 3i's investment activities and may, from time-to-time, be supplemented by additional restrictions specific to individual funds managed or advised by 3i.

⁷ As defined and clarified by the UK Modern Slavery Act 2015 with subsequent amendments and ILO Conventions 29 & 105 on the elimination of forced and compulsory labour and ILO Conventions 138 & 182 on the abolition of child labour, see www.ilo.org.

⁸ Including those specified in the 2004 Stockholm Convention on persistent organic pollutants (POPs) with amendments, see www.pops.int; the 2004 Rotterdam Convention on the prior informed consent procedure for certain hazardous chemicals and pesticides in international trade with amendments, see www.pic.int; and the 1992 Basel Convention on the control of transboundary movements of hazardous wastes and their disposal with amendments, see www.basel.int.



- ozone depleting substances⁹; and
 - endangered or protected wildlife or wildlife products¹⁰.
3. Where the business:
- is, or any of its direct or indirect owners or controllers are, on a sanctions list of the UK, EU, UN, US or any other relevant body or jurisdiction;
 - supplies or purchases products, goods or services where such supply or purchase is prohibited or restricted by product / sector sanctions applicable to particular countries; or
 - is located, or has any operations, in a country subject to comprehensive / country-wide sanctions¹¹.
4. The production, marketing or use of, or trade in, controversial weapons, including, but not limited to, anti-personnel mines, nuclear weapons, cluster weapons, biological and chemical weapons, depleted uranium, and white phosphorus munitions.
5. The trade in human body parts or organs.
6. Animal testing in relation to cosmetics.
7. The production, marketing or use of, or trade in, un-bonded asbestos fibres.
8. Where more than 10% of their current or planned revenues are derived from:
- the ownership, operation, marketing or management of gambling facilities and/or the development or processing of gambling products which are unregulated and/or which, in the opinion of the Chief Executive or General Counsel, are or might be exploitative of vulnerable groups in society;
 - the production, distribution, marketing or trade in tobacco or tobacco products, e-cigarettes, vapes and other (unless primarily designed for medical purposes) tobacco-replacement products which contain nicotine;
 - the production, distribution, marketing or trade in narcotic products unless primarily designed for medical purposes; or
 - the production, distribution, hosting or marketing of material or activities relating to pornography.
9. Derives or intends to derive 10% or more of their current or planned revenues from any of the following activities: thermal coal mining, exploration and drilling, and coal mining services (“**coal companies**”).

Referral List

Where the potential portfolio company is involved in activities in the following list, it must be discussed with the General Counsel and approved by the Chief Executive before substantial due diligence is initiated. The Chief Executive will decide, following consultation with the General Counsel, whether the opportunity should be progressed.

⁹ As covered in the 1989 Montreal Protocol with amendments on substances that deplete the ozone layer, see www.ozone.unep.org.

¹⁰ As covered in the 1975 Convention on international trade in endangered species of wild fauna and flora (CITES), see www.cites.org.

¹¹ This is intended to exclude businesses which have a physical presence in the relevant country such as a local office (e.g. a branch or subsidiary) or factory etc. Where the business does not have a physical presence in the relevant country but deals with agents, distributors, customers or suppliers etc. who are located in the relevant country, you should refer to the 3i Sanctions Policy and related screening procedures which require you to refer the matter to the General Counsel for approval.



1. Conducts business activities involving the use of controversial technologies including (but without limitation):
 - stem cell research;
 - genetic modification;
 - recruitment for human testing; or
 - animal testing in relation to food products, medical research and other controversial testing or production processes.
2. Produces, markets or makes use of, or trades in, weapons not mentioned in the Exclusion list.
3. Generates nuclear power or produces, handles or reprocesses nuclear fuels¹².
4. Is directly involved in any of the following activities: exploration, extraction, mining and/or production of oil, natural gas or other fossil fuels (irrespective of the percentage of revenues generated by these activities) i.e. including, but not limited to, integrated oil and gas companies, integrated gas companies, exploration and production pure players, refining and marketing pure players, oil products distributors, gas distributors and retailers and traditional oil and gas service companies ("**fossil fuel companies**").
5. Derives or intends to derive 50% or more of its current or planned revenues from the sale, transmission and distribution of fossil fuels and/or the supply of equipment or services to fossil fuel companies.
6. Operates in specific locations where its activities carry high risk of material harm to people or the environment, such as:
 - environmentally protected areas¹³;
 - sites of scientific interest;
 - habitats of rare or endangered species¹⁴;
 - fisheries of economic importance;
 - land occupied by indigenous people or vulnerable groups;
 - primary or old growth forests of ecological significance; or
 - culturally or archaeologically significant areas.
7. Owns, operates, markets or manages gambling facilities and/or develops or processes gambling products which are regulated and which, in the opinion of the Chief Executive or General Counsel, have not been determined as exploitative or potentially exploitative of vulnerable groups in society.
8. Derives or intends to derive 25% or more of its current or planned revenues from production, distribution, marketing of or trading in alcohol.
9. Operates in the sub-prime financing sector.
10. Derives or intends to derive 10% or more of their current or planned revenues from any other activities relating to coal-fired electricity, coal to liquids (CtLg) and coal to gas (CtG) ("**coal products**") not mentioned in the Exclusion list, including transport and logistics, transmission and distribution, processing, trading, equipment manufacturing, operations

¹² This category is included in the referral list due to the sensitivities concerning management of health & safety risks.

¹³ Further guidance is available from the [IUCN Global Protected Area Programme](#)

¹⁴ Further guidance is available from the [IUCN Red List of Threatened Species](#)



and maintenance (O&M) services and engineering, procurement and construction (EPC) services.

11. Derives or intends to derive 10% or more of its current or planned revenues from the supply of products or services to companies whose principal business is excluded under the Exclusion List.
12. Has key suppliers¹⁵ which are engaged in any of the activities included in the Exclusion List.

The referral list above is not exhaustive. It contains a number of examples of investments that could cause substantial harm to people and/or environment, or which might reasonably be expected to pose reputational issues for 3i. Investment teams are expected to exercise a prudent approach in such cases. Before substantial due diligence is initiated and/or costs incurred, investment teams are also expected to work with the General Counsel and with their respective ESG teams to provide evidence and analysis to enable the Chief Executive to decide whether or not he is prepared to support moving into the substantial due diligence phase and/or to incur substantial costs.

Policy first effective: November 2011

Last updated: May 2025

¹⁵ A key supplier is one which accounts for 10% or more of the business's total supplies on an individual or aggregate basis.



Appendix A: 3i's minimum requirements in relation to ESG matters

3i's minimum requirements are set out in the tables below. They articulate our expectations of what our portfolio companies should be doing, or should commit to, to manage the ESG risks and explore ESG opportunities facing their businesses.

We do not expect all of our portfolio companies to meet 3i's minimum requirements in full prior to, or immediately following, 3i's investment. However, we do expect the portfolio company management teams to be fully committed to meeting the minimum requirements within a reasonable timeframe and 3i will provide support to enable them to do so.

3i will monitor the implementation of the minimum requirements at least annually in line with a timeframe established for each portfolio company as part of the post-investment action plan.

RI matter	3i's expectations	3i minimum requirements
Environment, including climate change and nature	To invest in businesses which are committed to a cautious and responsible approach to the environmental management of their business operations (and those of their supply chain) by making efficient use of natural resources and mitigating environmental risks and damage.	<p>All new investment opportunities:</p> <p>Must comply with all Applicable Laws relating to the environment.</p> <p>Potential environmental, including climate change and nature, risks identified during investment process</p> <p>Where 3i's initial assessment identifies potential environmental, including climate change and nature, risks, management must demonstrate that they have the commitment, capacity and track record to effectively manage the environmental risks relevant to their business and a willingness to work with 3i in this area.</p> <p>Where 3i's due diligence identifies that the business operations involve material environmental risks, such as:</p> <ul style="list-style-type: none">▪ the severe degradation of water, soil or air quality;▪ the production of substantial solid waste;▪ the emission of significant quantities of greenhouse gases; or▪ the loss of biodiversity or habitat <p>management must commit to implementing appropriate measures to mitigate those risks, which may include working over time to apply the relevant IFC Performance Standards and associated Guidelines where these are more stringent than Applicable Laws.</p>

RI matter	3i's expectations	3i minimum requirements
		<p>Portfolio companies ongoing engagement and monitoring</p> <p>It is expected that a portfolio company will:</p> <ul style="list-style-type: none"> ▪ measure Scope 1 and 2 emissions; ▪ also measure Scope 3 emissions within a reasonable timeframe; ▪ set near-term science-based emissions reduction targets within a reasonable timeframe where the portfolio company is in scope of 3i's science-based emissions reduction targets and SBTi provides an appropriate decarbonisation pathway for it. In other cases, a portfolio company is expected to develop a credible and robust transition and decarbonisation plan aligning with the latest climate science; ▪ demonstrate decarbonisation progress and refine future steps within a reasonable timeframe; and ▪ determine whether it has a negative impact on biodiversity-sensitive areas.¹⁶ <p>If a material environmental incident/risk occurs or is identified in a portfolio company, 3i will encourage management to assess the extent of the particular incident/risk and implement appropriate measures to respond to the incident and/or mitigate the risk. Such measures may include working towards applying the relevant IFC Performance Standards and associated Guidelines where these are more stringent than the Applicable Laws.</p>
Social	<p>To invest in businesses which are committed to:</p> <ul style="list-style-type: none"> ▪ respecting the human rights of their workers and of the people working in their supply chain; ▪ maintaining safe and healthy working conditions for their employees and contractors and 	<p>All new investment opportunities:</p> <p>Must comply with Applicable Laws relating to social, labour and health & safety matters.</p> <p>Potential social risks identified during investment process</p> <p>Where's 3i's initial assessment identifies potential social risks, management must demonstrate that they have the commitment, capacity and track record to effectively manage the social risks relevant to their business and a willingness to work with 3i in this area.</p> <p>Where 3i's due diligence identifies that the business operations involve <i>real</i> material social risks, such as:</p>

¹⁶ Biodiversity-sensitive areas include Natura 2000 network of protected areas, UNESCO World Heritage sites and Key Biodiversity Areas ('KBAs'), as well as other protected areas defined by local laws and regulations.

RI matter	3i's expectations	3i minimum requirements
	<p>the people working in their supply chain;</p> <ul style="list-style-type: none"> ■ treating their employees fairly; ■ upholding the right to freedom of association and collective bargaining¹⁷; and ■ treating their customers fairly and respecting the health, safety and wellbeing of those affected by their business activities. 	<ul style="list-style-type: none"> ■ significant labour issues¹⁸, including health and safety risks; ■ involuntary resettlement; ■ potential damage to cultural or archaeological heritage or indigenous peoples; ■ non-local labour or other issues where the negative social impact could be significant, <p>management must commit to implementing appropriate measures to mitigate those risks, which may include working over time to apply the relevant IFC Performance Standards and associated Guidelines or ILO Conventions where these are more stringent than Applicable Laws.</p> <p>Portfolio companies ongoing engagement and monitoring</p> <p>It is expected that a portfolio company will:</p> <ul style="list-style-type: none"> ■ put in place a human rights policy suitable for its size and sector within a reasonable timeframe in case it does not have one in place at the time of acquisition¹⁹; ■ put in place policies and procedures with regards to occupational health and safety where relevant and material within a reasonable timeframe in case it does not have them in place at the time of acquisition; ■ provide appropriate level of training in relation to the established policies; and ■ monitor compliance with its established policies and procedures where relevant at board level at least on an annual basis after the policies are established. <p>If a material social incident/risk occurs or is identified in a portfolio company, 3i will encourage management to assess the extent of the particular incident/risk and take appropriate measures to respond to the incident and/or mitigate the risk. Such measures may include working towards applying the relevant IFC Performance Standards and associated Guidelines or ILO Conventions where these are more stringent than the Applicable Laws.</p>

¹⁷ As defined by ILO Conventions 87 & 98 on the Freedom of Association and the Right to Organise and Collective Bargaining, see www.ilo.org.

¹⁸ Significant labour issues are defined as: employees' health & safety and working conditions; the payment of wages below industry or legal national minima; the unfair treatment of employees in terms of recruitment, progression, terms and conditions of work and representation because of gender, race, colour, disability, political opinion, sexual orientation, age, religion, social or ethnic origin; the absence of a right to freedom of association and collective bargaining (or, where this is not permitted by local law, the absence of consultative work-place structures and associations which provide employees with an opportunity to present their views to management).

¹⁹ 3i's recommendations is to align the policy in line with the UN Guiding Principles and at a minimum to include the due diligence on human rights across value chain.

RI matter	3i's expectations	3i minimum requirements
Business Integrity	To invest in businesses which are committed to upholding high standards of business integrity, avoiding corruption in all its forms and which comply with applicable sanctions and anti-bribery, anti-fraud, anti-tax evasion and anti-money laundering laws and regulations.	<p>All new investment opportunities</p> <p>Must comply with all Applicable Laws relating to sanctions and all Applicable Laws intended to prevent fraud, extortion, bribery, tax evasion, money laundering, terrorist financing and other financial crime.</p> <p>Portfolio companies ongoing engagement and monitoring</p> <p>All portfolio companies must meet (or must work towards meeting over a reasonable time frame) the business integrity standards in respect of the adequacy of the portfolio company's policies & procedures, the quality of board reporting and senior management's responsibility in relation to:</p> <ul style="list-style-type: none"> ▪ anti-bribery & corruption and other types of financial crime such as fraud, extortion, tax evasion and money laundering; ▪ customer privacy & data protection; ▪ anti-trust; and ▪ sanctions. <p>If a material business integrity incident/risk occurs or is identified once 3i is invested, 3i will encourage management to assess the extent of the particular risk/incident and take appropriate measures to respond to the incident and/or mitigate the risk. Such measures may include working towards implementing relevant International Standards where these are more stringent than Applicable Laws or 3i's minimum requirements.</p>
Corporate Governance	To invest in businesses committed to a strong corporate governance and risk management culture and to complying in form and substance with established best practice in corporate governance which is appropriate to the relative size and complexity of the relevant business and the markets in which it operates.	<p>All new investment opportunities:</p> <p>Must comply with Applicable Laws relating to relevant corporate governance standards.</p> <p>Portfolio companies ongoing engagement and monitoring</p> <p>All portfolio companies must have in place or, as a term of 3i's investment, agree to implement:</p> <ul style="list-style-type: none"> ▪ Board composition and meetings <ul style="list-style-type: none"> ○ An appropriate balance between executive and non-executive directors. ○ Board meetings to be held regularly with an agreed agenda and papers circulated sufficiently in advance. An annual programme of board agenda topics to be agreed in advance with 3i, including

RI matter	3i's expectations	3i minimum requirements
		<p>an annual review of material ESG issues, including but not limited to climate change and human rights risks that the business faces.</p> <ul style="list-style-type: none"> ▪ Management information <ul style="list-style-type: none"> ○ A comprehensive board pack, covering areas and KPIs agreed with 3i, to be circulated promptly within a time period agreed with 3i. ○ A robust budget and objective-setting process, with clear accountability for key deliverables, to be completed within a time period agreed with 3i and which is tracked and monitored by the board during the year. ○ Management accounts to be circulated on a monthly basis within a time period agreed with 3i. ▪ Systems and controls <ul style="list-style-type: none"> ○ Robust systems which produce reliable data without manual intervention and effective systems of internal control and risk management which are fit for purpose in the context of the current and planned size and complexity of the business. ○ Periodic independent reviews of the company's internal controls and risk management systems. ○ A group-wide business resilience strategy including detailed plans, policies and procedures for business continuity, cyber resilience and disaster recovery which are regularly tested. ○ Appropriate assurance process in relation to the ESG data, including GHG emissions. ▪ Auditors <ul style="list-style-type: none"> ○ An internationally known and respected firm of auditors who are independent of the board and shareholders. ▪ Audit & Risk Committees <ul style="list-style-type: none"> ○ The board will take specific responsibility for financial reporting and internal controls as well as for monitoring and reviewing the performance of the external auditors. This responsibility will be discharged either through the full board (e.g. a supervisory board) or through a distinct audit & risk committee (or separate audit & risk committees) which include(s) a 3i board member and is



RI matter	3i's expectations	3i minimum requirements
		<p>chaired by an independent non-executive director specifically chosen for this role or by the 3i board member. The full board or the audit & risk committee(s) should also explicitly consider current and emerging risks facing the business and assess the business's resilience to such risks.</p> <ul style="list-style-type: none"> ■ Remuneration Committee <ul style="list-style-type: none"> ○ The board will take specific responsibility for setting and reviewing executive management's remuneration, which responsibility will be discharged either through the full board (e.g. a supervisory board) or a separate remuneration committee which includes a 3i board member. ■ Whistle-blowing <ul style="list-style-type: none"> ○ A clear whistle-blowing policy with robust external or internal reporting arrangements. ■ Management of ESG issues <ul style="list-style-type: none"> ○ Assign appropriate sustainability responsibilities suitable to the size & type of the company within a reasonable timeframe. ○ Develop relevant non-financial ESG objectives for executive management. ○ Develop a sustainability strategy that addresses the material ESG issues for that business and set targets to measure progress over time within a reasonable timeframe. ○ Complete 3i's annual ESG survey, including reporting GHG emissions. ○ Report any incidents which occur within a reasonable timeframe.