Version 1

Valid from 24th November 2023

Adopted by: Board of directors

VIA equity a/s

Responsible Investment and Sustainability Policy

Commitment, investment process, ownership and reporting

Background and purpose

This Responsible Investment and Sustainability Policy (the "**Policy**") describes VIA equity a/s' ("**VIA**") commitment to sustainability and shall apply to all Environmental, Social and Governance ("**ESG**") initiatives and activities at VIA. The objective of the Policy is to describe VIA's commitment to sustainability and corporate governance and how it is integrated in principles, processes and guidelines for VIA and the funds under VIA's management.

VIA is the advisor and fund manager (management company) for the VIA funds and is registered at, and under supervision of, the Danish Financial Supervisory Authorities (Finanstilsynet). The VIA funds are limited partnerships. The officers of VIA invest, privately or through privately owned holding companies, alongside external investors/limited partners ("**LPs**") into the funds through the general partner/investment company of the individual funds. The management company is owned by the officers of VIA, either privately or through privately owned holding companies.

VIA's mission is to acquire, develop, improve, and sell private companies in order to generate a return for the LPs. An integrated part of this mission is to work in a responsible and ethical way and consider sustainability as well as good corporate governance in all aspects of our daily operations both when it comes to i) VIA's general operations as a fund manager, ii) during our investment processes, iii) during our ownership (of the respective portfolio companies), and iv) in our communication and reporting with the portfolio companies and VIA's stakeholders.

VIA strives to comply with all relevant rules applicable to VIA and the portfolio companies. VIA is a member of Active Owners ("**AO**") Denmark (Formerly known as DVCA) and adheres to the organization's code of conduct and general guidelines and policies such as i) the guidelines for responsible ownership and good governance, ii) the ethical guidelines, and iii) the guidelines and codex for responsible tax behavior (for more information on VIA's responsibilities as a member of AO, please visit AO's website at www.aktiveejere.dk/interneregler/).

Furthermore, VIA signed the United Nations supported Principles for Responsible Investments ("**UN PRI**") in 2022 which covers a set of guidelines and responsibilities on ESG topics for professional investors. This means, among others, that:

1. VIA incorporates ESG issues into investment analysis and decision-making processes.
2. VIA will be active owners and incorporate ESG issues into our ownership policies and practices.
3. VIA will seek appropriate disclosure on ESG issues by our portfolio companies.
4. VIA will promote acceptance and implementation of the UN PRI principles within the investment industry.
5. VIA will, when possible, work together with other private equity firms to enhance effectiveness in implementing the UN PRI principles.
6. VIA will report to our LPs on our activities and progress towards implementing the UN PRI principles.

Investment approach

VIA supports responsible investments benefiting the society as a whole as well as a sustainable financial environment characterized by good governance, ethics, integrity, and accountability.

VIA strives not to make investments in companies that deliberately and repeatedly violate the rules laid down by the national authorities in the markets in which the companies operate or the rules, norms and standards that ensue from conventions and other international agreements ratified by Denmark (this applies irrespective of whether the country in which the companies operate has ratified those agreements). Nor does VIA make investments in companies located in countries being subject to a trade embargo imposed by the UN or the EU and endorsed by Denmark.

VIA aims to maximize returns in compliance with tax legislation of the countries in which VIA invests and VIA expects, and requires, the companies in which VIA invests to do the same. In that respect, VIA recognizes the importance of tax as an integral measure in achieving UN's sustainable goals as well as the need for a common framework for responsible tax behavior and VIA wish to support and contribute to these developments as part of our responsible investment strategy.

To facilitate the above principles VIA has a set of tax principles in the form of a Tax Code of Conduct based on the Active Owners Denmark (Formerly DVCA) guidelines "Responsible Tax Code".

Active ownership practices

VIA focuses on active ownership to promote the long-term value creation of VIA's investments. As part of exercising the different rights as a shareholder VIA's funds are, through the management company, represented at portfolio companies' general meetings and in the portfolio companies' Boards of Directors as active board members.

VIA is responsible for overseeing that this Policy is implemented, when acting as investment advisors, as owners and when acting as directors on portfolio companies' boards and all employees in VIA are responsible for assisting VIA and VIA's funds and portfolio companies in meeting these responsibilities. Hence, if any person receives information that VIA, one of VIA's portfolio companies or a company under evaluation for investment, causes, contributes or is linked to potential or actual severe impacts which compromise any of the principles described in the Policy, such person shall immediately inform the Managing Partner and the Compliance Manager of VIA hereof.

In VIA's majority owned portfolio companies, the Boards of Directors are responsible for complying with the standards set by VIA, and for defining ESG strategies and standards at a company level and have oversight with executive management's implementation. In VIA's minority owned portfolio companies, VIA will argue for making the Boards of Directors responsible for complying with ESG standards, and for defining ESG strategies and standards at a company level and have oversight with executive management's implementation.

Remuneration

The employees of VIA are eligible for a yearly bonus maximized at different percentages of the annual salary. The bonus depends to a large part how well an individual employee lives up to and performs regarding the defined operative processes in the organization.

ESG performance of VIA and VIA's funds influences the bonus as VIA has integrated ESG elements into the operative processes e.g. in the screening phase, investment processes including due diligence, portfolio development and exit processes of which each individual is evaluated upon.

It is important for VIA that the remuneration does not encourage risk taking beyond acceptable levels, including with respect to sustainability factors and this Policy. Hence, appropriate risk behavior, including sustainability risks, is important in the performance assessment and if any employee is considered to have taken inappropriate risk it will be reflected in the remuneration.

ESG commitment

VIA's mission is to acquire, develop, improve and sell private companies in order to generate a return for VIA's investors. A part of this process includes a dedicated focus on ESG (and sustainability in general) in order to analyze, mitigate and reduce potential sustainability/ESG related risks, which if these occurred, could cause an actual or potential material negative impact on the value of the investment.

Hence, VIA seeks to conduct investments in a responsible manner taking into account best practices of corporate governance, corporate social responsibility as well as environmental and social responsibility in the i) investment process ii) during VIA's ownership as well as iii) in the internal and external communication and reporting with VIA's stakeholders.

ESG in the investment process:

When VIA is screening for future investment opportunities, relevant ESG factors are incorporated in the general evaluation criteria. This implies that VIA always gather available information on ESG risks and opportunities in the relevant industries and markets and take it into account when evaluating each potential opportunity.

VIA's ESG due diligence is performed based on international acknowledged frameworks (such as Invest Europe's ESG due diligence questionnaire for private equity investors and their portfolio companies) and VIA's many years of investment experience.

Hence, VIA assesses each individual investment carefully and whether such investment could place VIA in a social, ethical or environmental dilemma or violation of any of VIA's investment criteria and policies. VIA does not invest in companies which, based on this, is assessed to have significant negative ESG impact without a clear and realistic plan to mitigate such potential risks.

The ESG due diligence identifies and assesses potential sustainability related risks considering the respective company's business model, industry, and geographic footprint (see also the section "Integration of sustainability risks" below). In addition, the ESG due diligence might highlight potential sustainability opportunities in regards to the specific company. The findings are summarized and included in the investment decision material reviewed by the investment committee.

ESG related risks and opportunities:

Each investment is unique and has its own set of sustainability related risks and opportunities which need to be assessed and evaluated. VIA has a standardized process of how we work with sustainability and ESG in each investment/company which includes:

1. The ESG due diligence phase described above, where risks and opportunities related to sustainability are evaluated alongside other risks and opportunities of a potential investment. During this process VIA evaluates whether the investment fulfills VIA's investment criteria.

2. If the investment opportunity fulfills VIA's requirements the respective deal team develops a concrete strategic business plan conducted together with the respective management teams including sustainability initiatives to mitigate potential sustainability risks and/or exploit potential sustainability opportunities. Such action plans and discussion could, among others, include the following topics:

    - Environmental issues, including suppliers of material, transportation, energy, etc.

    - Social aspects, hereunder own employees and supplier employees, risks of accidents, stress, etc.

    - Evaluation of potential underrepresented gender issues.

    - Corporate governance, organizational structure and control systems.

    - Adherence to AO's ESG principles due to PE ownership (financials, business risks, board work, remuneration and whistleblower systems).

    - A plan to live up to the 10 UN Global Compact principles.

    - Support of the 17 UN Global Goals and where to make an impact.

3. Moreover, VIA's portfolio companies are required to have a good social behavior, focus on sustainability and transparent governance and impose ethical and sound business behavior in general.

Besides the specific ESG initiatives customized for each individual portfolio company, VIA works dedicated with ESG broadly for the entire portfolio, including corporate governance and transparency.

Integration of sustainability risks

As described above, VIA integrates ESG in all investment cases and investment decisions. Sustainability risks are thus assessed and monitored throughout the whole investment process, with relevant and specific modifications based on the circumstances of each investment case and the data available to VIA. A sustainability risk means an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investment.

Generally, potential portfolio companies are assessed on numerous sustainability risk factors within the following risk areas:

Environmental

Environmental sustainability risks include, but are not limited to:

- Risks concerning material emissions from the company's operations, including potential breaches of regulations and economic liabilities due to such.
- Negative effects on biodiversity.
- Negative effects from hazardous or radioactive waste.
- Negative effects from emissions or priority substances to water.

Social

Socially sustainability risks include, but are not limited to:

- Diversity and inclusion.
- Employee engagement.
- Sickness and absence.
- Occupational health and safety, including work-related injuries.

Governance

Governance risks include, but are not limited to:

- Maturity of internal processes and formalized policies on subjects such as:
  - Sustainability.
  - Anti-bribery and corruption.
  - Human rights.
  - Code of conduct (incl. ethical guidelines).
  - Cyber security.
  - Inclusion and diversity.
  - Privacy etc.
- Maturity of formalized processes around business conduct on subjects such as:
  - Rules and procedures for the management and the board of directors.
  - Agreements covering executive shareholdings.
  - Transparency in the annual reports covering topics such as number of FTEs, sick leave percentage and gender ratio.

VIA focuses on, wherever possible, to reduce sustainability risks in order to protect a fund's return. In addition, VIA continuously assesses all possible sustainability risks that could have a relevant significant negative impact on the financial return. VIA thus carefully assesses each individual investment in relation to whether such investment could place VIA in an environmental, social or ethical dilemma or violation of any of VIA's investment criteria or policies. If, based on the ESG due diligence performed, a potential or existing investment is assessed to have significant negative ESG impact without a clear and realistic plan to mitigate such potential risks, VIA shall refrain from making such investment or consider taking appropriate measures to divest such.

Given VIA's ESG due diligence process, it is VIA's assessment that the impacts of sustainability risks on financial returns will be limited for VIA's funds.

ESG reporting:

As a member of AO, VIA is obligated to follow a set of guidelines to promote transparency in the private equity industry. This includes various requirements for the information that private equity firms are to make available on request or publish on their websites.

VIA requires that the Boards of Directors of VIA's respective majority owned portfolio companies integrate ESG in their risk management processes and strategies and that all portfolio companies include ESG on the board agenda minimum once a year to re-assess and review ESG risks and objectives. VIA argues for the same process steps to be taken in minority owned portfolio companies.

VIA conducts an annual review on ESG progress in all portfolio companies and updates all LPs in VIA's funds on relevant ESG progress, both at a fund level and on portfolio company level. Hence, each majority owned portfolio company must ensure that VIA is able to report on ESG development at least once a year. Minority owned companies are strongly encouraged to do it. Moreover, VIA issues quarterly reports to all LPs that includes a general ESG status.

In addition to the standard reporting, all members of executive management in majority owned portfolio companies are responsible for reporting any significant ESG related issues to the Board of Directors and ultimately to the LPs in VIA's funds. VIA argues for the same processes in minority owned portfolio companies.

As a part of the yearly review and evaluation of ESG progress VIA has established a set of standard rules, tools and procedures for good corporate governance and transparency. Each portfolio company has to report on the level of adoption and plans to improve on these key pillars that includes:

- Rules and procedures for the BoD / Advisory Board.
- CEO & mgmt. instructions / guidelines
- Ethical guidelines and/or code of conduct
- Inclusion and diversity policy
- Environmental policy

- Whistleblower protection & procedure
- Evaluation of executive management
- Evaluation of the BoD
- Agreements covering executive shareholdings
- Employment contracts for executives
- Annual planning schedule – “annual wheel”
- Transparancy in the annual report including:
  - BoD names and activities (board and/or executive positions)
  - Number of employees / FTEs
  - Sick leave percentage
  - Retention percentage
  - Gender ratio

Reporting on breaches

Non-adherence to this Policy must be reported by any employee becoming aware of such non-adherence within a reasonable period of time to the Managing Partner and Compliance Manager. In the event, that corrective actions are not taken the Compliance Manager must ensure that the Board of Directors is informed directly.