



AGRI3 Integrity Policies

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The AGRI3 Fund Management Board is committed to upholding the highest standards and practices in its investment process and operations. This policy document sets out a range of key integrity policies for AGRI3.

This policy applies to all bodies of the AGRI3 Finance Fund, including the Board of the Fund Manager, the Investment Advisers, and the Stichting Board. Suppliers and subcontractors to the AGRI3 Finance Fund are also expected to adhere to these guidelines. However, these policies do not apply to employees of Partnerbanks or the TA Foundation or TA facility, who will have their own policy in place.

Any changes to this policy will be the responsibility of the AGRI3 Fund Management Board. This policy will be reviewed and updated on an annual basis. It will also be available on the AGRI3 website.

1. Background to AGRI3

The mission of the AGRI3 Fund is to mobilise additional public and private capital at scale, including commercial banks, development finance institutions (DFIs), impact investors and institutional investors to: actively prevent deforestation; stimulate reforestation; contribute to efficient sustainable agricultural production and value chains; and reduce carbon emissions and improve rural livelihoods.

The Fund aims to provide guarantees and subordinated loans to commercial banks (from now on called “Partnerbanks”) and other financial institutions to mobilise capital by de-risking and catalysing investment propositions (from now on called “Transactions”) that 1) Sustainable Prevent deforestation and stimulate reforestation; 2) Contribute to sustainable and efficient agricultural production; 3) Improve rural livelihoods.

Content of this policy

This document contains AGRI3 policies on:

- Code of conduct
- Prevention of sexual exploitation and abuse of harassment policy
- Bribery and corruption policy

- Whistleblower policy
- Complaints policy
- KYC and AML policy
- Data protection policy
- Health and safety policy

Communication of the policy

The full set of integrity policies will be provided to Board members and advisers working on AGRI3. Training on this policy forms part of the induction process for all new members of staff working on AGRI3. In addition, all staff will be asked to formally accept conformance to this policy on an annual basis.

These policies will apply to AGRI3 Board Members, Investment Advisers, members of other governance bodies of AGRI3 and contractors carrying out work on behalf of AGRI3. These policies will apply when the aforementioned individuals are acting in relation to their roles on the AGRI3 Fund, and should be prioritised over their own companies policies whilst working on AGRI3. However, it should be noted that all members of AGRI3 are employed by other companies and when not working for AGRI3, their own company policies will take precedent.

The policies should be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

Who is responsible for this policy?

The AGRI3 Fund Management Board has overall responsibility for ensuring this policy complies with legal and ethical obligations of the AGRI3 Finance Fund, and that all those staff working directly on the fund comply with it.

The AGRI3 Fund Management Board will investigate instances or reports of staff working on the AGRI3 Finance Fund who have been found to contravene any of these policies. In instances where these contraventions are deemed to be material, then the AGRI3 Fund Management Board will appoint an external compliance officer to review the incident and advise the board any any actions that should be taken.

Monitoring and Review

The AGRI3 Fund Management Board will monitor the effectiveness and review the implementation of these policies regularly considering their suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective.

These policies will be reviewed on an annual basis by the AGRI3 Fund Management Board to ensure they remain appropriate, effective and reasonable for the staff of the AGRI3 Fund.

AGRI3 staff and contractors are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing. AGRI3 staff and contractors and are invited to comment on this policy and suggest ways in which it might be improved.

2. Code of conduct

The AGRI3 fund manager and Investment Advisers expect all employees associated in the fund to behave beyond reproach and should act in accordance with best industry ethical practice. As a result, all employees are expected to adhere to the following principles:

- Comply at all times with all relevant legislation and regulations, including those in jurisdictions where AGRI3 is supporting transactions;
- Report and act against money laundering, corruption, and fraud;
- Refrain from doing business with persons, companies or institutions related to activities that are prohibited or can be considered unethical;
- Openly collaborate and cooperate with all partners involved in AGRI3
- Prevent reputational harm to the AGRI3 institution and its partners
- Treating all information shared by AGRI3 partners as confidential, including information shared by and between governance bodies, AGRI3 Partnerbanks, Investment Advisers and subcontractors;
- Protect the assets of the fund with due care including intellectual property, physical and technological assets
- Treat all individuals employed by the fund, in whatever capacity, with the utmost respect and kindness
- Behave with environmental and social integrity
- Use reasonable care and judgment to achieve and maintain independence and objectivity in their professional activities. AGRI3 staff should not offer, solicit, or accept any gift, benefit, compensation, or consideration that reasonably could be expected to compromise their own or another's independence and objectivity.
- Make full and fair disclosure of all matters that could reasonably be expected to impair independence and objectivity or interfere with respective duties to AGRI3.
- Must not knowingly make any misrepresentations relating to AGRI3 activities.
- Must not engage in any professional conduct involving dishonesty, fraud, or deceit or commit any act that reflects adversely on AGRI3 reputation.

Any employee, adviser or contractor of the fund that becomes aware of a breach these principles should report them to the Board of the Fund Manager.

The AGRI3 Fund Management Board are expected to take appropriate disciplinary measures upon their becoming aware of a breach to this code of conduct, by any of the governance bodies, advisers, staff and contractors to the fund. Such report may include mitigating measures (if any) discussed and, if mutually agreed, and should be implemented as soon as possible.

3. Bribery and corruption policy

AGRI3 is committed to ensuring that all business is conducted in a socially responsible way and complies with all applicable anti-bribery and corruption regulations.

What is bribery?

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

Policy

AGRI3 aims to conduct all business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by the laws of the Netherlands, where the fund is registered.

Scope

In this policy, third party means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisers, representatives and officials, politicians and political parties.

This policy applies to all individuals working at all levels and within all governance bodies of AGRI3, including partners and subcontractors. This policy covers:

- Bribes;
- Gifts and hospitality;
- Facilitation payments;
- Political contributions; and
- Charitable contributions.

Bribes

Staff must not engage in any form of bribery, either directly or through any third party (such as an agent or distributor), this includes not bribing a foreign public official anywhere in the world.

Gifts and hospitality

Staff must not offer or give any gift or hospitality:

- which could be regarded as illegal or improper, or which violates the recipient's policies; or

- to any public employee, government official or representative, politician or political party. All gifts or entertainment offered to a foreign public official require preapproval from the Compliance Officer; or
- which exceeds Euro 50 in value for each individual gift or Euro 100 in value for each hospitality event (not to exceed a value of Euro 500 in any financial year), unless approved in writing by a member of the Fund Management Board.

Staff may not accept a gift or hospitality from our business partners if:

- it exceeds Euro 50 in value for each individual gift or Euro 100 in value for each hospitality event (not to exceed a total of Euro 500 in any financial year), unless approved in writing by a member of the Fund Management Board; or
- it is in cash; or
- there is any suggestion that a return favour will be expected or implied.

If it is not appropriate to decline the offer of a gift, the gift may be accepted, provided it is then declared to a member of the Fund Management Board and donated to charity.

We appreciate that the practice of giving business gifts varies between countries and regions and what is normal and acceptable in one region may not be in another. The test to be applied is whether in all circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

Facilitation payments and kickbacks

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, and not to obtain or retain business or any improper business advantage. Facilitation payments tend to be demanded by low-level officials to obtain a level of service which one would normally be entitled to.

Our strict policy is that facilitation payments must not be paid. We recognise, however, that staff may be faced with a situation where there is a risk to their personal security or that of their family and where a facilitation payment is unavoidable, in which case the following steps must be taken:

- Keep any amount to a minimum;
- Create a record concerning the payments; and
- Report it to a member of the Fund Management Board.

In order to achieve our aim of not making facilitation payments, the AGRI3 fund managers will keep a record of all payments made, which must be reported to a member of the Fund Management Board, in order to evaluate the business risk and to develop a strategy to minimise such payments in future.

Political Contributions

We do not make donations, whether in cash or kind, in support of any political parties or candidates, as this can be perceived as an attempt to gain an improper business advantage.

Responsibilities

All employee's/staff/contractors of AGRI3 are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify a member of the Fund Management Board as soon as possible if you believe or suspect that a conflict with or breach of this policy has occurred or may occur in future.

Any employee's/staff/contractors of AGRI3 who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve the right to terminate our contractual relationship with employee's/staff/contractors of AGRI3 if they breach this policy.

Staff are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries or concerns, there should be raised with a member of the Fund Management Board.

4. Conflict of interest policy

AGRI3 will work to ensure that any conflict of interest by employees or contractors of the fund is identified and managed.

What is a conflict of interest?

A conflict of interest is defined as a situation in which an AGRI3 employee's/staff/contractors of AGRI3 is in a position to derive personal benefit from actions or decisions made in their official capacity.

Policy

AGRI3 expects each employee's/staff/contractors of AGRI3 of the fund to at all times avoid the development or sustaining of any conflict of interests, whether in conducting AGRI3 work or in a personal capacity, and to promptly report to a member of the Fund Management Board any actual, apparent or potential conflict of interest which they have identified.

AGRI3 employee's/staff/contractors of AGRI3 should advise or act in relation to a transaction in which it has a material interest unless it has taken reasonable steps to ensure the fair treatment of the client or, if this is not possible, ensure it has disclosed that material interest or conflict to a client fairly.

Scope

This policy aims to ensure that all employees of AGRI3, including Investment Advisers and their employees, pay due regard to the interest of the fund and its clients and manage any potential conflict of interest fairly and effectively. This will apply where:

- there is, or may be, a conflict of interest between (a) AGRI3 and (b) an employee (e.g. Fund Manager or Investment Adviser)
- There is, or may be, a conflict of interest between Fund Manager and the Investment Adviser companies by which they are employed
- there is, or may be, a conflict of interest between (a) AGRI3 Fund Manager or its employee and (b) a third party (e.g. a client or Partnerbank);
- there is, or may be, a conflict of interest between two or more clients that AGRI3 Fund Manager is working with involving that company (other than in normal competitive situations)

A conflict of interest is deemed to apply as a minimum in the following situations:

- From which an AGRI3 employee's/staff/contractors of AGRI3 thereof is likely to make a non-trivial financial gain, or avoid a non-trivial financial loss, at the expense of a client (other than as agreed contractually in the normal course of business);
- In which the employee's/staff/contractors of AGRI3 thereof has an interest in the outcome of a service provided to or on behalf of a client, which is materially distinct from the relevant party's interest in that outcome;
- Where the AGRI3 employee's/staff/contractors of AGRI3 or an employee thereof has a non-trivial financial or other incentive to favour the interest of one client or group of clients over the interest of another client or group of clients;

Fund manager and Investment adviser conflicts

As the Investment Advisors also each provide an employee to serve on the Board of the Fund Manager, sufficient checks and balances need to be ensured.

The Advisors are in fact advising their 'own' Board Members, and the Board Members must assess whether their 'own' Advisors do their work properly and act in accordance with the relevant agreement with the Manager. However, this is largely counterbalanced by the Managing Board consisting of three members, meaning that one of the board members can be outvoted by the other two. Nevertheless, this may also lead to conflicts of interest.

According to the articles of association of the Fund Manager, a Board Member will need to notify the other Board Members if he/she has a conflict of interest. The Board must then decide if there is a conflict of interest. If the Board decides that there is a conflict of interest, the conflicted Board Member may not take part in the decision-making process for which he/she is conflicted. The remaining Board Members will then need to decide on the matter without them.

If all three Board Members are conflicted, the articles of association of the Manager stipulate that the decision shall be escalated to the general meeting of the Manager (i.e. Stichting AGRI3). The board members of Stichting AGRI3 will then decide on the matter for which the Board is conflicted, and therefore functions as an escalation mechanism for conflict of interest issues at Board level.

Responsibilities

When an AGRI3 employee's/staff/contractors of AGRI3 becomes aware of an actual, apparent or potential conflict of interest may, at his/her discretion, escalate the matter to a member of the Fund Management Board. A member of the Fund Management Board will be responsible for the management of any required investigation or identifying any mitigating action with the AGRI3 employee's/staff/contractors of AGRI3.

The Fund Management Board will ensure the maintenance of a record of all documents related to a reported conflict of interest and ensure that such record is retained for at least three years after the matter was reported.

The AGRI3 Fund Manager Board will on a regular basis (at least annually) formally confirm by way of a minuted meeting, and report as agreed to the Stichting Board/Participant meeting, that all reports of (potential) conflicts of interest have been reported as required.

5. Protection of whistleblowers

The fund seeks to ensure that staff working as part of the AGRI3 team are able to raise any concern identified about the fund's activities without fear of repercussions or victimisation.

What is a whistleblower?

A whistleblower is an individual that raises a reportable concern about any activities in relation to the activities of the AGRI3 fund.

Policy

Any staff that has a legitimate reportable concern about the activities of the fund, are invited to report the suspicions to the relevant member of the Fund Management Board confidentially without concerns about victimisation or dismissal.

Scope

This policy will apply to individuals that seek to raise a reportable concern ("A whistleblower"). A reportable concern includes:

- anything that would be the subject matter of a qualifying disclosure (described further below), including breaches of rules;
- a breach of the AGRI3 Fund's Policies; and
- behaviour that harms or is likely to harm the reputation or financial well-being of the AGRI3 Fund.

Qualifying disclosures include:

- A criminal offence
- A breach of a legal obligation
- A miscarriage of justice
- A danger to the health and safety of an individual
- Damage to the environment
- Deliberate attempt to conceal any of the above

Any disclosures should be made in good faith and the member of staff should reasonably believe that one or more of the offences or breaches listed above has been, is being or is likely to be committed. The belief may turn out not be correct or it may be discovered subsequently that the member of staff was wrong. The important point is that the member of staff must be able to show that she or he held the belief and that it was a reasonable belief in the circumstances at the time of disclosure.

Suspected breaches by staff can occur in all relevant jurisdictions which the AGRI3 Fund members of staff operates in, including the Netherlands and the UK.

Protection

The AGRI3 Fund Management Board will protect members of staff that raise a reportable concern and they will not be subject to disciplinary action or criminal prosecution as long as he / she acts in good faith, and in a disinterested manner. The AGRI3 Fund Management board will give assurance to any member of staff that they will not suffer any form of retribution, victimisation or detriment as a result

of your actions, and will not be disadvantaged in their legal position. Any such action against a whistleblower by any person within the AGRI3 team, will be investigated, and should wrongdoing be identified, then may result in disciplinary action or dismissal.

Where relevant, the AGRI3 Fund Management Board will support the individual/s to seek external advice or legal support, as required and with consideration of the significance of the act being reported.

Confidentiality

Any person may submit a reportable concern anonymously and may request confidentiality regarding their identity, the identity of their close family member/s or associate/s, and specific information conveyed at, during, or after an investigation.

The AGRI3 Fund Management Board will honour confidentiality requests to the extent possible within the legitimate needs of investigation. Where disclosure of identify or information is explicitly required for the needs of the investigation then the AGRI3 Fund Management Board will seek permission from the individual/s before disclosing the information.

Responsibilities

Employee's/staff/contractors of AGRI3 Finance Fund that suspect there has been a reportable concern should report it to the relevant supervisor or AGRI3 Fund Management Board member.

Following initial investigation, the supervisor or Fund Management Board member shall escalate the matter to Stichting AGRI3 Board. If the disclosure involves member of the AGRI3 Fund Management Board or the member of staff is dissatisfied with the response that they receive they should contact the Stichting AGRI3 Board of AGRI3 Fund Management directly.

AGRI3 will take all situations of potential or actual offences or breaches very seriously, provided they are raised in good faith. All disclosures will be investigated fully, and appropriate action will be taken, which may include escalation to relevant regulatory bodies, if appropriate.

AGRI3 will maintain records of all reportable concerns made by staff, including the outcome of the investigation and a report is made quarterly to the Stichting AGRI3 Board on the operation and effectiveness of AGRI3 systems and controls in relation to whistleblowing.

On an annual basis, AGRI3 will also give consideration to the ways in which procedures could be improved and strengthened in order to prevent the reoccurrence of such potential or actual offences or breaches.

The AGRI3 Fund Management Board will aim to ensure that concerns are dealt with both adequately and efficiently. However, if a member of staff believes that no action has been taken when a genuine complaint or disclosure is made, an external disclosure may be made, either to an existing governance body of AGRI3 or external regulatory bodies (e.g. the House for Whistleblowers in the Netherlands)

6. Complaints procedure

The fund takes any complaints against its staff, or transactions it has been involved in, very seriously and has in place a procedures to review and respond to any complaints made by interested parties and ensure they are responded to consistently and within a reasonable time frame.

What is a compliant?

A complaint is any expression of dissatisfaction provided in writing to any Employee's/staff/contractors of AGRI3, whether justified or not, from or on behalf of a complainant about a professional action of an Employee's/staff/contractors of AGRI3, or transaction supported by AGRI3.

Policy

Any individual, group, community or other party can make a compliant or a suggestion to a Fund Management Board member if they believe that they are, or may be, affected by an activity of AGRI3 or transaction that AGRI3 is involved in.

Scope

The AGRI3 Fund Managers welcomes all complaints and suggestions from our stakeholders, but in particular related to the following matters:

- Service delivery by fund manager or Investment advisers acting in their roles in the operations, investment process or portfolio management of AGRI3
- Specific Partnerbank transactions and the underlying activities that AGRI3 has directly supported

We will aim to respond to all complaints, but do ask that they conform to the following guidelines:

- Complainant is a legitimate stakeholder of the transaction, activity or AGRI3 fund services
- Complaint or suggestion is accompanied by materials, descriptions or testimonials that support the points being made

We will not acknowledge receipt or respond to complaints or suggestions that are malicious, imply illegal or unethical behaviour, or are generated to gain competitive advantage.

Responsibilities

Every complaint must be evaluated and adequately treated to avoid dissatisfaction to the complainer or any reputation damage to AGRI3. All complaints should be made to agri3@althelia.com. When a compliant is received it will be passed the Fund Management Board members.

Any compliant or suggestion made to AGRI3 Fund Manager/Investment Advisers will be dealt with swiftly. We will acknowledge any compliant received within 5 days of receipt and respond fully within 21 days. If further action is required beyond our full response to the complaint or suggestion, such action will be described in our response. If appropriate one of the AGRI3 staff will contact the complainant directly to discuss the matter.

For specific transactions AGRI3 is involved in, we expect the client of the fund to maintain a complaints grievance mechanism. For concerns and complaints related to specific events, activities or behaviour related to the transaction, it is expected that the complainant will make all reasonable efforts to contact and make their concerns known to the client first and the Partnerbank (where relevant). It is expected that the complainant, client and Partnerbank will have made all reasonable efforts to find resolution before contacting AGRI3.

In the unlikely event that a remedy to a complainant or dispute cannot be reached between AGRI3 and a complainant cannot be reached the stakeholder and AGRI3 are free to seek independent counsel, and if judged to be an appropriate course of action, to find resolution, appoint a mediator.

All complaints, subsequent actions and communications made to AGRI3 will be logged. The log will be presented by the AGRI3 Fund Managers to the Stichting Board on a quarterly basis. The Fund Management Board shall take care that compliance with regulatory filing of complaints is adhered to. All records (including notes to verbal interaction) will be maintained for a period of at least 3 years.

7. KYC and AML policy

AGRI3 will maintain a robust and effective Know your Customer (KYC) and Anti Money Laundering (AML) policy and process, in order to ensure the highest levels of professionalism and business practices.

What is KYC and AML?

KYC identifies any risks associated with potential clients/partners of the fund, and includes confirming the identity of the institution, key associated individuals and identifying any potential reputational risks including whether they are on any blacklists or are Politically Exposed Persons (PEP).

Money laundering is the involvement in any transaction or series of transactions that seek to conceal or disguise the nature or source of proceeds derived from illegal activities, including drug trafficking, terrorism, organised crime, blackmail, etc. AML processes seek to identify any financial risks associated with a potential client, including identifying sources of finance and ensuring they are not being used with the intention of money laundering.

Policy

AGRI3 is committed to ensuring that none of the funds are used to support money laundering or support individuals or institutions that would lead to adverse reputational impacts for the fund, its partners or clients.

Scope

The AGRI3 fund will maintain KYC and AML procedures, that promotes professionalism and sound business practices. The AGRI3 fund will comply with regulatory laws that require minimum standards of KYC/AML.

The fund will carry out KYC and AML process on:

- All new participants, debt providers and donors to the fund
- Partnerbanks receiving a credit enhancement tool from AGRI3
- Partners and subcontractors carrying out services on behalf of AGRI3

Up to date files will be kept on each of these parties.

KYC and AML will involve evaluating the following elements of these individuals/organisations:

- Proof of existence
- Identifying the client and verifying the client's identity;
- Identifying – and where relevant verifying the identity – of the client's beneficial owner(s);
- Check of companies and individuals (including directors and UBOs in excess of 20%) against international blacklists, and the requirement of an explicit decision to proceed with the relationship in case of a potentially exposed person (PEP) or otherwise flagged issue.

A more rigorous assessment may be conducted if it is determined that there is a higher risk associated with the Individual, client or company involved.

Responsibilities

AGRI3 Fund Managers will undertake KYC and AML as stated above to assist in determining the verification of client identity and whether activities being conducted give rise to suspicions which would require reporting. AGRI3 Fund Managers will also reviews all KYC and AML information periodically in order to keep it up-to-date.

Each of the Investment Advisers to the fund may also carry out their own KYC process in order to ensure alignment with internal compliance requirements and in order to identify and mitigate any reputational risks associated with a transaction or new participant to the fund.

An update on KYC and AML should be provided to the Sticthing Board/Participant meeting on an annual basis.

Any AGRI3 Fund Manager/Investment Adviser that identifies an unusual transaction by a colleague, or a client shall report such transaction immediately to the Fund Management Board. The Fund Management Board is responsible for assessing the unusual transaction and to take appropriate action.

The Fund Management Board will maintain an audit trail of all documentation and communication regarding the unusual transaction will report the unusual transaction in compliance with any reporting agreement.

The Fund Management Board is responsible for the maintenance of the AGRI3 records. Record will be maintained for 5 years.

8. Data protection

In the course of its management and investment process, the AGRI3 Fund Manager B.V. and associated staff and advisers will often require data on individuals for a range of purposes. The AGRI3 fund managers are committed to ensuring that all data collected in the service of the fund is carried out in line with relevant regulations.

What is data protection?

Data protection is about ensuring that personal data provided by individuals to organisations in the course of business transactions is treated fairly and responsibly. Personal data is defined as “information that relates to an identified or identifiable individual”.

This policy will define the terms and conditions for the processing of personal data by AGRI3 via its website and as part of the services it provides.

Policy

The AGRI3 Fund Managers and service providers will process personal data in accordance with laws relating to the processing of personal data, including relevant Dutch laws, as well as Regulation 2016/679 of the European Parliament (April 27, 2016) (the General Data Protection Regulation, commonly referred to as the “GDPR”) which pertains to the protection of natural persons with regard to the processing of personal data and the free movement of such data and which came into force on May 25, 2018.

AGRI3 monitors changes to legislation pertaining to the protection of personal data to make sure that it is in compliance and that it processes data lawfully, fairly, and in a transparent manner. AGRI3 Fund Manager B.V. will maintain a register of processing activities under its responsibility.

Scope

Data processing purposes

Personal data shall be collected and processed for specific purposes and shall not be processed at a later date in a manner incompatible with those purposes, except in cases provided for by law. These purposes may include entering into a contractual relationship (with the individual or company’s knowledge), setting up operational processes, and complying with our legal and regulatory obligations (particularly those which prevent money laundering and terrorist financing). The data processed shall be relevant and limited to only what is necessary for the purposes for which it is being processed.

Data processed

AGRI3 may need to process the following personal data:

- Personal information (first name, last name, age, nationality, occupation, etc.)
- Personal information issued by government agencies (identity documents, etc.)
- Contact information (address, telephone number, email)
- Bank information (account number)
- Login information.

This data may be collected directly from you, or indirectly through one of our counterparties.

AGRI3 does not process data related to ethnicity, sexual orientation, political affiliation, religious or philosophical beliefs, or union membership. It does not process genetic, biometric, or health-related data, nor does it process data related to criminal convictions and offenses, unless necessary and required or permitted by applicable legislation.

Retention period

Data shall not be kept for longer than is required in order to provide the service requested and shall not exceed the limits imposed by the legislation in force. When AGRI3 no longer needs your data, we will ensure that it is safely destroyed or anonymized in accordance with our internal policy.

Some data may be retained for an additional period of time so that we can manage claims and pre-litigation and/or litigation, so that we can meet our commercial, legal, and regulatory obligations, or so that we can respond to requests from authorized authorities

The sharing and transfer of data outside of the European Union

We may share your personal data, either with our subprocessors, or with regulatory organizations with whom we are legally obliged to share information. In the course of managing our commercial relations, we may disclose and/or transfer personal data to countries outside the European Union. We will do this only in order to execute a contract which you have signed, to fulfill a legal obligation, to protect the public interest, or to defend AGRI3's legitimate interests.

Data security and privacy

AGRI3 Fund Manager B.v. shall take necessary measures to ensure the data we collect is kept secure and confidential, that is, to ensure that only authorized associates tasked with processing data related to our services, will have access to your data and that their clearance is limited.

Procedure in case of a data breach

AGRI3 shall inform the relevant authorities in Netherlands of any breach of personal data within at least 72 hours of having become aware of the breach. If a data breach is likely to pose a high risk to the rights and freedoms of a natural person, AGRI3 shall inform the person concerned as soon as possible.

Your rights

Under the current legislation on data protection, you have the following rights:

- The right to access all of your personal data,
- The right to request that your data be updated, corrected, or deleted, subject to legitimate grounds,
- The right to oppose your data being processed for legitimate reasons as well as for prospecting without any justification,
- The right to request that your data be transferred, for data processing which is dependent on your consent or on the execution of a contract which has been, or will be, carried out.
- The right to ask that AGRI3 limit the processing of your personal data,

- The right to withdraw your consent at any time (for all data processing subject to your consent),
- The right to lodge a complaint with a competent supervisory authority, namely that of the country in the European Economic Area where your habitual residence or your workplace is situated, or where the alleged violation of the regulations occurred

You may exercise your rights at any time by contacting our Agri3@althelia.com.

Data sharing between AGRI3 staff

As a consortium of Investment advisory companies that provide services to AGRI3, it is expected that there is regular sharing of information between AGRI3 partners. All AGRI3 partners have in place NDAs setting out contractual agreements committing them to keep any data shared confidential and preventing them from sharing it to other parties. Each company also has in place their own protocols and secure IT systems to manage client confidential information.

9. Health and Safety

AGRI3 fund managers and staff are expected to travel to countries with limited health infrastructure and specific health and safety hazards. They need to adapt their behaviour to these circumstances. The following policy and guidelines will apply when they travel away from their office.

As AGRI3 Fund Managers and Investment Adviser are employees of individual companies, with separate office spaces, their own company's workplace health and safety policies are expected to be applied, and there will be no specific AGRI3 policy.

What is travel health and safety?

Work travel for AGRI3 will often involve travelling to Partnerbank offices or to specific client sites and transaction sites for a variety of reasons. In doing so there are various hazards that could be encountered by staff that could cause them harm, for example through accidents and injuries, or make them vulnerable to diseases. Travel health and safety provides guidance as to how staff should manage under certain conditions in order to mitigate any risks to their health or wellbeing.

Policy

AGRI3 staff are responsible to apply their sound judgement on decisions to undertake certain travel or certain activity when travelling.

They need to be aware that the consequence of an injury or health issue can be much more severe when occurring in an environment with limited health infrastructure, compared to when occurring in a developed environment. This includes, for instance:

- AGRI3 staff must consider the appropriateness of their travel plans if they are unsure of their health. They should postpone travels when not feeling in top condition.
- AGRI3 staff should inform themselves on the health situation of the countries they travel to and postpone their travel when in doubt as to the health situation in their destination. Sources of information regarding the situation in countries include the Netherlands ministry of foreign affairs and other similar institutions.
- AGRI3 staff should inform themselves on the vaccination and medication requirements when visiting risky countries and should not travel unless they meet these requirements. Information can be found on the website of the Netherlands Ministry of foreign affairs.
- AGRI3 staff should inform themselves where to go to in case of a health issue. Sources of information on which clinics or hospitals are recommended can be the company's business partners, the Netherlands embassy.
- When confronted with health signals, employees should be react more conservatively than when in a developed environment. When in doubt, they should consider adjusting their travel plans and return home, consult a doctor locally, or consult their GP, more readily than usual.
- When visiting the site of a business partner, client or other location. pro-actively assess the health and safety situation of the premises and react conservatively if matters are not in order (e.g. when visiting a construction site).

Responsibilities

AGRI3 Fund Management Board shall:

- Foster a company culture that places the employee's health as a first priority, inter alia by supporting an employee's decision to postpone or abort travel when in doubt and by encouraging employees to be well-informed on health issues.
- Apply their own pro-active judgement on the appropriateness of travel plans of their employees to risky

10. Sexual harassment policy

The AGRI3 Finance Fund is committed to respecting the rights of all employees to a safe environment, free of sexual harassment. This policy lays the responsibilities of AGRI3 fund management and staff to managing risks and reports of sexual harassment of any employee or stakeholder of AGRI3.

What is sexual harassment?

Sexual harassment is unwelcome conduct of a sexual nature that is persistent or offensive and interferes with an employee or a job performance or creates an intimidating, hostile or offensive work environment. Sexual harassment can be physical and psychological in nature. Items such as flirting or sexual comments, which are often seen as innocent, can still make employees/staff/contractors feel uncomfortable or unsafe, and are still considered as sexual harassment.

Policy

The AGRI3 Fund Managers will not condone or tolerate any form of sexual harassment towards employee's/staff/contractors of the Finance Fund. Also, the AGRI3 Fund Manager will not tolerate sexual harassment from inside or outside of the company, including by or towards stakeholders of investments that the employee's/staff/contractors come into contact with during the investment process.

Any person employees/staff/contractors who is found guilty of serious harassment will be terminated. If they are contractors or service providers who sexually harass our employees, we will demand that the company they work for takes disciplinary action and/or refuse to work with this person in the future.

Scope

Sexual harassment has many forms of variable seriousness. For the AGRI3 Finance Fund, a person sexually harasses someone when they:

- Insinuate, propose or demand sexual favors of any kind.
- Invade another person's personal space (e.g. inappropriate touching.)
- Stalk, intimidate, coerce or threaten another person to get them to engage in sexual acts.
- Send or display sexually explicit objects or messages.
- Comment on someone's looks, dress, sexuality or gender in a derogatory or objectifying manner or a manner that makes them uncomfortable.
- Make obscene comments, jokes or gestures that humiliate or offend someone.
- Pursue or flirt with another person persistently without the other person's willing participation.

The most extreme form of sexual harassment is sexual assault. This is a serious crime and AGRI3 Fund Managers will support employees who want to press charges against offenders.

Responsibilities

Any incidences of sexual harassment should be reported to the AGRI3 Fund Management Board. Managers who oversee staff working on the AGRI3 fund are also obliged to prevent sexual harassment and should report any incidences that they witness or are known to them. Should the Fund

Management Board themselves be implicated in any incidences of sexual harassment, then this should be reported to the Board of Stichting AGRI3.

The AGRI3 fund manager will hear every claim and assume it is legitimate unless proven otherwise. The AGRI3 Fund Managers will conduct investigations into any report and will not take any adverse action against those reporting the incidences.

In line with the AGRI3 complaint's procedure, all reports will be kept confidential, unless it is deemed necessary for the investigation to identify the individual/s who have reported the incident, at which point the individual/s will be asked if they are willing to be identified.

END