



**AGRI3
FUND**

AGRI3 Integrity Policies
October 2023

www.agri3.com

Contents

4	Introduction
7	Code of Conduct
9	Anti-Bribery and Corruption Policy
13	Conflict of Interest Policy
16	Whistleblower Policy
20	Complaints Procedure
23	Anti Money Laundering (AML) Policy
26	Data Protection
31	Health and Safety Policy
34	Anti-harassment and Bullying Policy



**AGRI3
FUND**

Policy Version Control Table

Version	Author	Date approved	Approved by	Description of changes
V1.0	N Moss	30th July 2020	Fund Management Board	Initial version
V2.0	A Kang	12th October 2023	Fund Management Board	Amendments made certain aspects of the policy



**AGRI3
FUND**

Introduction

Introduction

Purpose of this document

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, including the Board of the Fund Manager, the Investment Advisors, and the Stichting Board. Suppliers and subcontractors to the AGRI3 are also expected to adhere to these guidelines. However, these policies do not apply to employees of Partner Financial Institutions (PFI) 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.

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 "Partner Financial Institutions") 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](#)
- [Bribery and corruption policy](#)
- [Conflict of Interest Policy](#)
- [Whistleblower policy](#)
- [Complaints policy](#)
- [Anti Money Laundering \(AML\) policy](#)
- [Data protection policy](#)
- [Health and safety policy](#)
- [Anti-harassment and bullying policy](#)

Communication of the policy

The full set of integrity policies will be provided to Board members and advisors 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 Advisors, 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, 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 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 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.

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 are invited to comment on this policy and suggest ways in which it might be improved.



**AGRI3
FUND**

Code of Conduct

Code of Conduct

The AGRI3 fund manager and Investment Advisors 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 Partner financial institutions, Investment Advisors 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, advisor 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, advisors, 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.



**AGRI3
FUND**

Anti-Bribery and Corruption Policy

Anti-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, advisors, and government and public bodies, including their advisors, 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

AGRI3 Staff or any person acting on behalf of AGRI3 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 or 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/investment advisors 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, they should be raised with a member of the Fund Management Board.



**AGRI3
FUND**

Conflict of Interest Policy

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 a situation in which a company or person has a competing professional or personal interest to the interests of another company or person. This may include a directly competing financial or non-financial interest, a similar interest of a related party or a personal relationship, an affiliation with a third-party organization with a competing interest or other elements (list not exhaustive). Such competing interests may be real, apparent or perceived and may be actual or a potential future conflict.

Such a conflict of interest may be an actual conflict, a potential conflict where personal and professional interests could conflict, or where it appears or could be perceived that personal interests may improperly influence professional duties.

Policy

AGRI3 expects each employee's/staff/contractors/investment advisors 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 not 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 Advisors 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 Advisor)
- There is, or may be, a conflict of interest between Fund Manager and the Investment Advisor 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 Partner financial institution)
- 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/staff/contractor of AGRI3 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/staff/contractor of AGRI3 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/staff/contractor 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 advisor 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. This may 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 Member(s) will then need to decide on the matter without them.

If both 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/staff/contractor/investment advisors of AGRI3 becomes aware of an actual, apparent or potential conflict of interest it 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 Management 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.



**AGRI3
FUND**

Whistleblower Policy

Whistleblower Policy

AGRI3 is committed to maintaining a culture of transparency, accountability and ethical conduct. This policy aims to provide a mechanism for AGRI3 staff, contractors, suppliers and other stakeholders to report any concerns or wrongdoing within the organisation, without fear of retaliation.

What is a whistleblowing?

Whistleblowing is the disclosure of information which relates to suspected wrongdoing or dangers at work. This may include:

- a) Criminal activity or wrongdoing
- b) Failure to comply with any legal or professional obligation or regulatory requirements
- c) Miscarriages of justice
- d) Health, safeguarding and safety
- e) Fraud or theft
- f) Drugs or alcohol misuse in the workplace
- g) Contravention or environmental regulations
- h) Any kind of harassment or discrimination
- i) Bribery
- j) Financial fraud or mismanagement
- k) Breach of internal policies
- l) Conduct likely to damage company's reputation or financial wellbeing
- m) Unauthorised disclosure of confidential information
- n) Negligence
- o) Unethical behaviour or practice
- p) Other serious improper conduct (including acts of violence and gross mismanagement), or
- q) The deliberate attempt of concealment of any of the above matters.

A whistleblower is an individual that raises a reportable concern about any activities in relation to the activities of the AGRI3 Fund. A whistleblowing concern is a genuine concern related to suspected wrongdoing or danger affecting any of our activities. A whistleblowing complaint is a concern where you as the whistleblower feel materially wronged or mistreated.

Policy

The Whistleblower Policy outlines AGRI3's commitment to providing a safe and confidential mechanism for employees and stakeholders to report concerns about unethical behaviour, violations of company policies, or legal wrongdoing. This policy encourages individuals to raise their concerns without fear of retaliation and assures them of proper investigation and protection of their identities. By fostering an environment of transparency and accountability, this Policy underscores our dedication to upholding the highest ethical standards and ensuring a culture of integrity throughout the organization.

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

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 the individuals 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 whistleblower that they will not suffer any form of retribution, victimisation or detriment as a result of their 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 identity 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 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 members 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 or AGRI3 Fund Management Board 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, contractors and partners of the Fund, 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)



**AGRI3
FUND**

Complaints Procedure

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 verbally or in writing to any Employee/staff/contractor of AGRI3, whether justified or not, from or on behalf of a complainant about a professional action of an Employee/staff/contractor of AGRI3, or transaction supported by AGRI3.

Policy

Any individual, group, community or other party can make a compliant or a suggestion to AGRI3 Fund Managers, 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 the fund manager or investment advisors acting in their roles in the operations, investment process or portfolio management of AGRI3
- Specific Partner financial institution 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 complaints@agri3.com. When a compliant is received it will be passed the AGRI3 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 to the Partner financial institution (where relevant). It is expected that the complainant, client and Partner financial institution will have made all reasonable efforts to find resolution before contacting AGRI3.

In the unlikely event that a remedy to a complaint or dispute cannot be reached between AGRI3 and a complainant, 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.

Malicious Complaints

We take complaints very seriously and encourage individuals to voice their concerns in a constructive and honest manner. However, we also recognize the potential for certain individuals to misuse the complaints process by making false, misleading, or malicious complaints with the intention of causing harm or inconvenience.

Any individual found to be making a malicious complaint with the intent to harm the reputation, rights, or interests of another party will be subject to appropriate disciplinary actions. Such actions may include, but are not limited to, warnings, suspensions, termination of services, or legal recourse as deemed necessary based on the severity of the offense.



**AGRI3
FUND**

Anti Money Laundering (AML) Policy

Anti Money Laundering (AML) Policy

AGRI3 is committed to the highest ethical standards regarding anti-money laundering (“AML”) and countering the financing of terrorism (“CFT”), consistent with the Financial Action Task Force (“FATF”) recommendations in its “International Standards on combatting money laundering and the financing of Terrorism & Proliferation”. This policy aims to safeguard AGRI3’s operations, reputation and integrity while actively contribute to the fight against money laundering and the terrorist financing. The Policy outlines the principles and minimum standards of internal AML/CFT controls which should be adhered to by AGRI3 staff to mitigate reputational, regulatory, legal and financial loss risks.

What are the Definitions?

For the purpose of this Policy, the following terms shall have the meaning set out below:

- **Money Laundering (ML):** The process of making illegally obtained funds appear legitimate by concealing their true origin
- **Financing of Terrorism (FT):** The provision or collection of funds to be used for the purpose of supporting terrorist activities

Illicit activity: Any action or conduct that is illegal, unauthorized, or prohibited by law. It involves engaging in activities that are considered unlawful or morally unacceptable.

Policy

AGRI3 will adopt and implement a continuous risk-based approach to identify, assess and understand its ML/FT risks. It will also ensure measures are put in place to mitigate ML and/or FT that are commensurate with the risks identified, enabling decisions on how to allocate its resources in the most effective way.

This policy provides principles and guidance regarding AML/CFT requirements and risks and is intended to meet the following objectives:

- a) Prevent the abuse of AGRI3 resources for ML and/or FT, or other unlawful activities
- b) Meet applicable legal requirements and international or higher standards in jurisdictions where AGRI3 operates
- c) Assess and mitigate any reputational risk and ensure financial stability
- d) Guard against establishing any relations or undertake any transactions that may relate to or may facilitate ML and/or TF or any illicit activity
- e) Exercise due diligence when dealing with Counterparties, persons appointed to act on Counterparties, and connected parties of Counterparties
- f) Assess politically exposed individuals and corruption, and
- g) Continuously review and update its AML/CFT Policy and Procedures and its corresponding AML/

CFT Standards threats and international standards evolve to prevent and detect ML and/or FT.

Scope

The scope of this policy covers all areas of AGRI3 operations that involve financial transactions, customer interaction, and compliance with regulatory requirements.

Guidelines and Procedures

AGRI3 will adhere to the following guidelines to manage ML/FT risks:

Due Diligence

AGRI3 will conduct thorough due diligence on all parties before entering into any business relationship or transaction. This includes identifying and verifying the identity of the UBO and the counterparty through reliable and independent sources of information collected by the due diligence officer. All business relationships will be monitored and reviewed periodically to ensure continued compliance with KYC requirements.

Recordkeeping and Reporting

AGRI3 will maintain accurate and up-to-date records of all transactions and business relationship information. All records will be retained in a secure and accessible manner, as required by applicable laws and regulations. Any illicit activities will be reported to the appropriate authorities in accordance with the law.

Training and awareness

The Fund Management Board of AGRI3 will ensure regular AML training to staff/advisors/contractors to ensure they understand their obligations and the latest AML developments. AGRI3 will communicate changes or updates to AML policies, procedures, or regulations promptly to all relevant personnel. AGRI3 aims to foster a culture of awareness and vigilance regarding AML risks and indicators of illicit activity.

Non-Retaliation

AGRI3 strictly prohibits retaliation against employees who report suspected money laundering or participate in internal investigations related to AML compliance. Any staff member found engaging in retaliation will be subject to disciplinary action.

Review

This AML policy will be reviewed annually or as needed to ensure its effectiveness and compliance with changing laws and regulations. Amendments to the policy will be communicated to all relevant parties.

Compliance Violations

Non-compliance with anti-money laundering (AML) and counter financing for terrorism (CFT) laws and regulations can have serious consequences. Such consequences include but not limited to punitive fines, criminal proceedings, damaged reputation, sanctions, etc.



**AGRI3
FUND**

Data Protection

Data Protection

In the course of its management and investment process, the AGRI3 Fund Manager B.V. and associated staff and advisors 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 outlines the principles and guidelines that AGRI3 follow to protect the privacy and security of personal data collected, processed and stored by the company.

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. Under GDPR, AGRI3 is the data controller and such determines the purpose and the manner in which, any personal data is/or will be processed. AGRI3 ensures that it will:

- Lawfully, fairly and transparently process personal data and will use its logos on the documents, state the intention of processing the data and state it, and whom it intends to share personal data
- Process the Data for limited purposes and will not use the data for a purpose other than those agreed by the data subjects. If the data held by AGRI3 is requested by an external organisation, it will only be shared if agreed by the data subject. External organisations must state the purpose for requesting the data
- Hold adequate, relevant and not excessive data. AGRI3 will monitor the purpose of data held for its purposes, ensuring it holds neither too much nor too little in respect of the data subject about whom the data is held. If data provided for an intended purpose deemed excessive, it will be immediately permanently deleted and/or destroyed
- Hold accurate and where necessary up to date data. It is the responsibility of individuals and/or organisations to ensure data held by AGRI3 is accurate and up to date. Verbal confirmation will also be accepted as confirmation that current data held is accurate. It is the responsibility of the data subject to notify AGRI3 for their data to be updated. Upon notification, It is the responsibility of AGRI3 to ensure all relevant data has been updated
- Store data only as long as it is necessary. AGRI3 discourages retention of data for longer than it is required
- Process data in a manner that ensures appropriate security of personal data, including protection against unauthorised or unlawful processing against accidental loss, destruction or damage, using appropriate technical or organisation measures

- Keep all data secure. Appropriate technical and organisational measures shall be taken against unauthorised or unlawful processing of personal data and against accidental loss or destruction of data. AGRI3 uses multiple factor authentication for their personnels to be able to log into the AGRI3 systems
- Any hard copies of personal or financial data is kept in a locked filing cabinet and can only be accessed by authorised personnel

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 will maintain a register of processing activities under its responsibility.

Scope

The scope of the Data Protection Policy encompasses all aspects of AGRI3's handling, processing, and safeguarding of personal and sensitive information. This policy applies to all employees, Investment advisors, contractors, partners, and third parties who access, collect, process, transmit, or store personal data on behalf of the organization. It outlines the principles and guidelines governing the lawful and responsible use of data, including data collection, retention, access, sharing, and disposal. The policy's scope spans across all departments, systems, processes, and technologies used by AGRI3. It also encompasses compliance with relevant data protection laws and regulations, emphasizing the importance of maintaining the privacy rights of individuals and ensuring the security and confidentiality of data throughout its lifecycle.

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 collection types

Different types of personal information may be collected, used, stored or transferred, which are grouped together as follows:

- **Identity Data** includes first name, maiden name, last name, username or similar identifier, title, date of birth and gender. This may also include images (such as copies of passports or CCTV images) and photographs, films and video recordings which may be taken at special events organised or attended by AGRI3..
- **Contact Data** includes postal address, email address and telephone numbers.
- **Technical Data** including internet protocol (IP) address, your login data, browser type and version, time zone setting and location, browser plug-in types and versions, operating system and platform, and other technology on the devices you use to access our website. Security data such as passwords or memorable information is always encrypted and cannot be accessed by us.
- **Profile Data** includes your username and password, your interests, preferences, feedback and survey responses.
- **Usage Data** includes information about how you use AGRI3 website, products and services.
- **Marketing and Communications Data** includes your preferences in receiving marketing and other information from us and our third parties and your communication preferences.

We may also process certain Special Categories of information for specific and limited purposes, such as detecting and preventing any form of abuse, if it is in the wider public interest (for example, to protect individuals' well-being) or to make our services accessible. Any information collected under the special categories of information shall only be processed with an explicit consent of the data subject or required by the law.

Data 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 the data, it will ensure that all related data 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 cross border transfer of data

AGRI3 may share the personal data with sub processors a. o. investment advisors, fund administration and agents who represent AGRI3, if the recipient has a job related need to know the information and the transfer complies with any applicable cross border transfer restrictions.

AGRI3 may also share data with regulatory organizations with whom AGRI3 is 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 has put appropriate security measures in place to prevent accidental lost, unauthorised access altered or disclosure of personal data. The security measures 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. Third parties will only process the personal information on AGRI3 instructions, and they are subject to a duty of confidentiality.

Procedure in case of a data breach

AGRI3 Fund management board 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.

Data subject rights

Under the current legislation on data protection, data subjects have rights under data protection laws in relation to their personal data. The include:

- 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 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 info@agri3.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 non-disclosure agreements (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.



**AGRI3
FUND**

Health and Safety Policy

Health and Safety Policy

As AGRI3 Fund Managers and Investment Advisors are employed by individual companies with separate office spaces. They are expected to adhere to their own company's workplace health and safety policies. AGRI3 does not have a specific policy in this regard.

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 behavior to these circumstances. The following policy and guidelines outlines the measures to be followed when travelling away from the office.

What is travel health and safety?

Travelling for work at AGRI3 often involves visiting PFI offices, 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 policy provides guidance as to how staff should manage themselves under certain conditions 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 locations. Anti-harassment and bullying policy.
- AGRI3 is committed to respecting the rights of all employees to a safe environment for all employees, contractors, clients, visitors and anyone associated with our organisation. This policy outlines the responsibilities of AGRI3 fund Management Board and staff to managing risks and reports of harassment and bullying behaviours.



**AGRI3
FUND**

Anti-harassment and Bullying Policy

Anti-harassment and Bullying Policy

AGRI3 is committed to respecting the rights of all employees to a safe environment for all employees, contractors, clients, visitors and anyone associated with our organisation. This policy outlines the responsibilities of AGRI3 Fund Management Board and staff to managing risks and reports of harassment and bullying behaviours.

What is Harassment and Bullying?

Harassment and sexual harassment

Harassment refers to any unwelcome behaviour, comments or actions that demean, intimidate, or degrade an Individual based on their protected characteristics.

Sexual harassment also occurs where a personnel is treated less favourably because they have rejected or refuse to submit to sexual advances or harassment.

Sexual harassment is defined by the UN as to include “unwelcome sexually determined behaviour as physical contact and advances, sexually coloured remarks, showing pornography and sexual demands, whether by words or actions. Such conducts can be humiliating and may constitute a health and safety problem; it is discriminatory when a person has reasonable ground to believe that their objection would disadvantage them in connection with their employment, including recruitment or promotion, or when it creates a hostile working environment”.

Harassment is normally characterized by more than one incident of unacceptable behaviour, particularly if it reoccurs once it has been made clear by the victim that they consider it offensive. However, a single incident may constitute harassment if it is sufficiently serious. Harassment on any ground shall not be tolerated by AGRI3.

Bullying

Bullying is a deliberate and consistent wearing down process comprising a sustained form of psychological abuse that makes victims feel demeaned and inadequate. Bullying is defined as offensive, intimidating, malicious or insulting behavior, or an abuse or misuse of power, which has the purpose, or effect, of intimidating, belittling and humiliating the recipient.

Policy

AGRI3 strictly prohibits any form of harassment or bullying, whether verbal, written, physical, or digital, based on protected characteristics such as age, gender, marital or civil partnership status, pregnancy, maternity, or family responsibilities, political beliefs, race, ethnicity, religion, disability, sexual orientation or gender identity. We also prohibit any conduct that creates a hostile, intimidating, or offensive work environment.

Scope of application

This policy applies to all employees, Investment advisors, contractors, clients, visitors, and service providers. It covers all work-related activities, including interaction within the workplace, company events, business travel, and online communication platforms.

Reporting Procedure

Any individual who believes they have experienced or witnessed harassment or bullying is encouraged to report the incident immediately. Reports can be made to a supervisor, manager, or any designated individual within the company. We assure that all reports will be treated confidentially to the extent allowed by law.

The AGRI3 Fund management board 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.

Investigation and Resolution

Upon receiving a report, AGRI3 Fund Management Board will promptly and impartially investigate the matter. The investigation process will respect the privacy and dignity of all parties involved. We are committed to resolving issues swiftly and taking appropriate actions based on the investigation findings. These actions may include corrective measures, counseling and disciplinary actions, up to and including termination of employment or contract, based on the severity of the behavior.

Support and Protection

We understand that reporting harassment or bullying can be challenging, and we are committed to providing support and protection to those who come forward. We will take necessary measures to ensure the safety and well-being of individuals during the investigation process. We may also offer counseling and provide information on external support services to those affected.

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.



**AGRI3
FUND**

www.agri3.com

AGRI3
Mauritskade 63
1092 AD Amsterdam
Netherlands
+31 (0) 20 5300 977