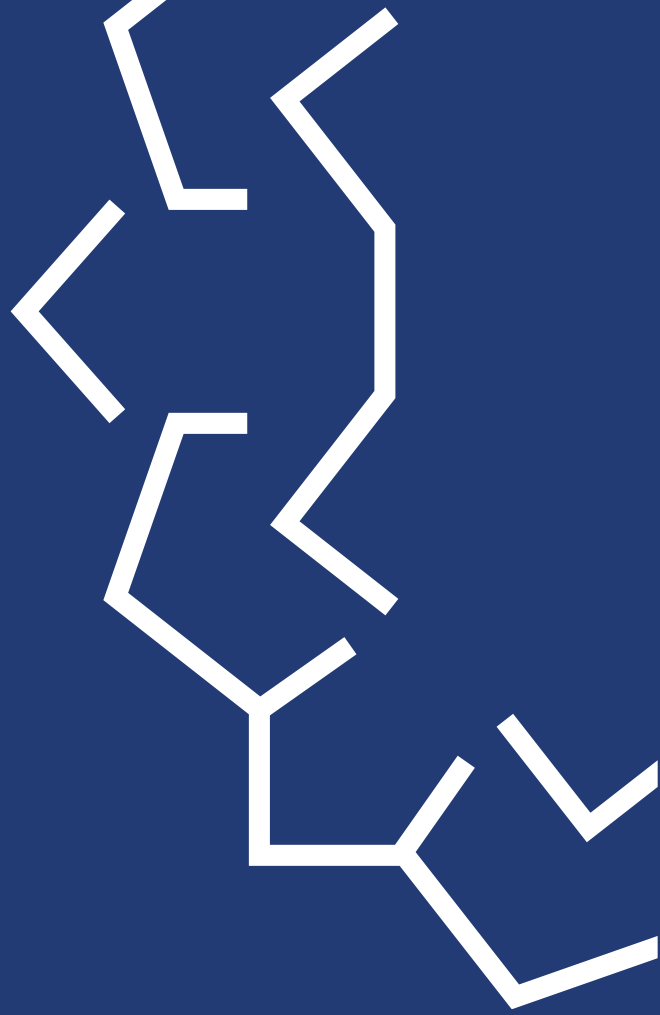




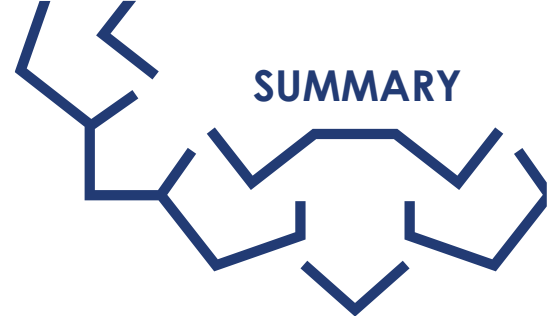
VAUBAN
INFRASTRUCTURE PARTNERS



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SFDR STATEMENT

2023 – 03



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1/INTRODUCTION

ABOUT THE SFDR STATEMENT

In accordance with the Regulation (EU) 2019/2088 on of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector ("**SFDR**"), this document relates to the disclosures referred in article 3, 4, 5 and 10 of the SFDR and which corresponds to:

- Article 3: transparency of sustainability risk policies;
- Article 4: transparency of adverse sustainability impacts at entity level;
- Article 5: transparency of remuneration policies in relation to the integration of sustainability risks;
- Article 10: transparency of the promotion of environmental or social characteristics and of sustainable investments on websites.

The ESG Policy referred to in this document is publicly available on the Vauban Infrastructure Partners' website.

ABOUT VAUBAN INFRASTRUCTURE PARTNERS

Vauban Infrastructure Partners is a company with less than 500 employees, specialised in the management of investment funds dedicated to infrastructure sector.

Vauban Infrastructure Partners is a long-term investor, with notably a 25-years buy & hold strategy, managing essential infrastructures across 4 sectors: *Mobility, Energy Transition, Digital, and Social Infrastructures*.



2/ ARTICLE 3: TRANSPARENCY OF SUSTAINABILITY RISK POLICIES

Sustainability risks are defined by SFDR as “an event or situation in the environmental field, or governance which, if it occurs, could have a material or potential negative impact on the value of the investment”.

The aim of this statement is to describe how sustainability risks are integrated into investment decision processes, which may include aspects of pure management, organisational, and/or governance. Detailed information is also provided in the ESG Policy.

ESG Governance

All Vauban Infrastructure Partners employees are involved in ESG integration. Sustainability is considered at all stages of our corporate decisions and investment processes.

ESG Committee	Meets on a quarterly basis to validate the main lines of the ESG strategy: CEO & Deputy CEO, The members of the Executive Committee, The ESG team, Two Investment Directors, Four Investment Managers.
ESG team	The Team, composed of two members (an ESG Director & an ESG Officer), oversees the ESG strategy of Vauban Infrastructure Partners
Investment Committee	ESG due diligence findings are presented and discussed during the Screening Committee and the Investment Committee at each investment phase.
Investment teams	<p>Investment teams are in charge of ESG integration at the portfolio level. Consistent ESG monitoring is considered to calculate investment teams' variable compensation.</p> <ul style="list-style-type: none"> - Before acquisition: they are in charge of the ESG due diligences with the ESG team providing support and review for this process. - After acquisition: they are in charge of the ESG monitoring and shareholder engagement with portfolio companies.
Risk team	The Risk Team integrates an ESG risk analysis to the risk assessment provided at the investment stage and during the monitoring stage

Exclusion policy

Vauban Infrastructure Partners commits to exclude from its scope of investments, companies taking consolidated revenues from:

- Exploration or production of fossil fuels (coal, oil, gas);
- Production of nuclear energy;
- Production and trade of tobacco, distilled alcoholic drinks or any products pertained thereto;
- Production or trade of weapons or munitions;
- Casinos or any gambling business;
- Pornography, prostitution, or similar enterprises.

Investment process

Deals go through an ESG analysis carried out by investment teams during the pre-investment phase with the ESG team providing support and review for this process. Findings are presented and discussed during the Committees related to each phase:

- Screening Committee
- Investment Committee (Non-Binding Offer)
- Investment Committee (Binding-Offer)

At each stage, the measurement of risks and opportunities is taken into account in the decision to continue or to stop the investment process. A potential investment presenting a too high level of ESG risks and too weak opportunities may be abandoned.

Engagement with portfolio companies

Vauban Infrastructure Partners' principle is to behave as an active shareholder, genuinely exercising its commitment through the actions of the board members it appoints in the portfolio companies. The board members ensure that the sustainability risks are adequately taken into account by the portfolio companies and, if necessary, usually introduce the topics to the agenda of the governance bodies in which they participate.

Then, the validation of good governance conditions and control participate in the proper integration of sustainability risks throughout the entire life cycle of the portfolio companies.

3/ ARTICLE 4: TRANSPARENCY OF ADVERSE SUSTAINABILITY IMPACTS AT ENTITY LEVEL

Sustainability factors are defined by SFDR as “*environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters*”.

Vauban Infrastructure Partners considers principal adverse impacts of its investment decisions on sustainability factors. The present statement is the consolidated statement on principal adverse impacts on sustainability factor of Vauban Infrastructures Partners and the investment funds it manages.

Identification and prioritisation of principal adverse sustainability impacts and indicators

Vauban Infrastructure Partners has defined an ESG Policy which defines the guidelines on the identification and prioritisation of principal adverse sustainability impacts and indicators. A detailed version of the ESG Policy, the ESG Guide, is also available to our employees with an in-depth description of the different ESG processes.

- **SFDR Principal Adverse Impacts are notably considered during the due diligence phase**

Our proprietary ESG Due Diligence Methodology refers to an overarching framework that is implemented to ensure consistent analysis while considering the sectorial distinctiveness of our wide-ranging assets.

Under this in-house framework, ESG risks & opportunities are defined taking into consideration both the Sustainability Accounting Standards Board (SASB) and the United Nations Sustainable Development Goals (UN SDG) frameworks.

It is a contextualised methodology: sector specificities and geographical characteristics will be considered by investment teams to assess the ESG materiality of the deals analysed.

ESG issues will be identified and analysed differently by investment teams depending on whether the project is greenfield or brownfield.

- **SFDR Principal Adverse Impacts are systematically considered during the ownership phase**

ESG indicators are monitored through our ESG data management tool enabling practical and consolidated follow-up of portfolio companies. The tool is an online secured

SaaS reporting platform where Vauban Infrastructure Partners' ESG monitoring framework has been implemented.

Our ESG reporting framework includes a common set of indicators to which issues specific to each sector or asset are added. Monitoring of regulatory obligations (EU Taxonomy, SFDR Principal Adverse Impacts, Climate) is also integrated to the platform.

Please find below a general overview of the structure of our ESG monitoring framework representing +80 KPIs:

Category	Sub-category
ESG Framework	Oversight responsibilities for ESG Policies
Incidents	Reporting on incidents
Environment	Climate Water Waste Biodiversity
EU Taxonomy	EU Taxonomy alignment
Social	Workforce Health & Safety Gender Equality Turnover
Governance	Corporate Governance Business Ethics

Description of the Principal Adverse Impacts and corresponding measures

The SFDR Principal Adverse Impacts are defined in Annexe 1 of the Regulatory Technical Standards (EU 2022/1288). The 14+2 Principal Adverse Impacts Vauban Infrastructure Partners aims to consolidate and disclose at investment funds level are:

Principal Adverse Impacts

Environment

- GHG emissions (scope 1-2-3)
- Carbon footprint
- GHG intensity
- Exposure to companies active in the fossil fuel sector
- Share of non-renewable energy consumption and production
- Energy consumption intensity per high impact climate sector
- Activities negatively affecting biodiversity sensitive areas
- Emissions to water
- Hazardous waste ratio

Social

- Violations of UN Global Compact principles and Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises
- Lack of processes and compliance mechanisms to monitor compliance with UN Global Compact principles and OECD Guidelines for Multinational Enterprises
- Unadjusted gender pay gap
- Board gender diversity
- Exposure to controversial weapons (antipersonnel mines, cluster munitions, chemical weapons and biological weapons)

Indicators applicable to investments in real estate assets

- Exposure to fossil fuels through real estate assets
- Exposure to energy-inefficient real estate assets

Brief summary of engagement policies

Vauban Infrastructure Partners has formalised a Shareholder Engagement and Voting Policy which is publicly available on its website. Such Policy describes how Vauban Infrastructure Partners integrates its shareholder role into its investment strategy.

Adherence to responsible business conduct codes and internationally recognised standards

Vauban Infrastructure Partners supports global initiatives to foster responsible investment principles within our industry and share knowledge with our peers.



United Nations Principles for Responsible Investment (UN PRI)

We are signatories since 2020 and members of the Advisory Board of the Infrastructure Committee since 2022



Task Force on Climate-related Financial Disclosures (TCFD)

We support the TCFD since 2020 and provide climate-related disclosure thanks to our partnership with a leading external advisor



IFRS Sustainability Alliance

In 2022 we joined this global membership programme for sustainability standards, integrated reporting, and integrated thinking



UN SDGs and SASB

We align our investment strategy with the identification of impacts notably through the lens of the UN SDGs and SASB frameworks



Global Investor Statement to Governments on the Climate Crisis

We take part to the common leadership agenda to urge governments to implement the policy actions needed to respond to the climate crisis



Initiative Climat International (iC International)

We are signatories since 2022, joining forces with other private equity firms to contribute to the Paris Agreement's objective



France Invest, ESG commission

As members, we contribute to develop and foster ESG within the French Private Financial Industry

Alignment with the objectives of the Paris Agreement

Vauban Infrastructure Partners participates in the collective efforts needed to fight climate change and since 2022 and formally commits to aligning its investment strategy with the global net zero objective by 2050.

In 2022, Vauban Infrastructure Partners strengthened its climate strategy by partnering with a leading advisor in climate, allowing to further integrate climate change considerations into its investment cycle.

Vauban Infrastructure Partners is now able to assess the climate impacts of deals from due diligence to exit, including annual reviews during ownership phase.

Investors in the investment funds managed by Vauban Infrastructure Partners are provided with detailed reporting at both investment funds and asset levels on absolute emissions, carbon footprint, carbon intensity, physical risks, and temperature.

4/ ARTICLE 5: TRANSPARENCY OF REMUNERATION POLICIES IN RELATION TO THE INTEGRATION OF SUSTAINABILITY RISKS

The remuneration policy of Vauban Infrastructure Partners is established in accordance with all the applicable regulations, as well as the guidelines of the European Securities and Markets Authority (ESMA) and the positions of the Autorité des Marchés Financiers (AMF) resulting from:

- Directive (EU) 2011/61 of the European Parliament and of the Council of June 8, 2011 on alternative investment fund managers, transposed into the Monetary and Financial Code by Ordinance No. 2013676 of July 27, 2013 ("AIFM Directive");
- Directive (EU) 2014/65 of the European Parliament and of the Council of May 15, 2014 on the markets in financial instruments, transposed into the Monetary and Financial Code by Ordinance No. 2016827 of June 23, 2016, ("MiF II Directive") supplemented by the Regulation Delegate (EU) 2017/565 of April 25, 2016;
- The Regulation (EU) 2019/2088 of the European Parliament and of the Council of November 27, 2019 on sustainability-related disclosures in the financial services sector ("SFDR").

The remuneration policy, which applies to all employees, incorporates in its fundamental principles, the alignment of the employees' interests with those of the investors:

- It is consistent and promotes a sound and efficient risk management and does not encourage risk taking that would be incompatible with the risk profiles defined in the constituent documents of the investment funds, the sustainability risk policy published in the website and the applicable regulations;
- It is in line with the strategy, objectives, and interests of the fund managed, the investors and the management company. The policy integrates measures to avoid any conflict of interests.

The remuneration policy encompasses all the components of compensation, which include fixed compensation and variable compensation.

The sustainability risk criteria implemented since the setup of Vauban Infrastructure Partners compensation policy in 2020 is explicitly integrated as one of the criteria used to assess performance for the variable compensation of investment team members and of all the risk takers.

The sustainability risks in the individual objectives of investment teams are extended to all employees including the support team and the executive team.

5/ ARTICLE 10: TRANSPARENCY OF THE PROMOTION OF ENVIRONMENTAL OR SOCIAL CHARACTERISTICS AND OF SUSTAINABLE INVESTMENTS ON WEBSITES

Summary

The investment funds managed by Vauban Infrastructure Partners are classified under Article 8 of the EU Sustainable Finance Disclosure Regulation (SFDR), as promoting environmental and social characteristics among other characteristics. Vauban Infrastructure Partners has put in place the dedicated monitoring processes to provide their investors with insightful disclosure on the *Principal Adverse Impacts* of the portfolio companies.

Detailed information on SFDR article 8 compliance is available to our LPs in the dedicated SFDR annexes of the investment funds' constituent documents.

Promoted environmental or social characteristics

Promoted characteristics for all investment funds and portfolio companies are the following:

Promoted characteristics	Metrics
Reduction of carbon emissions	GHG emissions (scopes 1 – 2 – 3)
	Temperature °C
Job creation	Job creation over the last 2 years (N - N-2)
Gender balanced governance	% of women at Board level
Fostering sustainability	Dedicated ESG manager
	Existence of an ESG Policy
	Organisation of ESG trainings

Integration of these indicators in our ESG frameworks:

- Due diligence framework: these 6 indicators can be found in our proprietary ESG Due Diligence Methodology.
- Monitoring framework: they are also included in the annual ESG monitoring that Vauban Infrastructure Partners does for the portfolio companies.

Sustainable investment objectives

The financial products managed by Vauban Infrastructure Partners promote environmental or social characteristics but do not have as their objective sustainable investment. In line with its investment strategy, Vauban Infrastructure Partners is nevertheless committed to making sustainable investments.

Sustainable investment definition

The definition of sustainable investment is unique and consistent across all investment funds managed by Vauban Infrastructure Partners. It is explicitly defined in the SFDR annexes of each investment fund's constituent documents.

The sustainable investment definition is broken down into three steps:

- **Direct contribution**

For Vauban Infrastructure Partners, a portfolio company is considered a sustainable investment if it meets one of the criteria set out in the list of criteria for Direct Contributions, communicated in each SFDR annexe of the investment funds' constituent document. The list for the Direct Contribution criteria is the same for all investment funds. These criteria are constructed to be eligible to all companies whatever their business sector.

- **Do not significantly harm (DNSH) principle**

Additionally, to the sectorial exclusions, the Principal Adverse Impacts (PAI) listed in Annexe 1 of the Regulatory Technical Standards (EU 2022/1288), are considered in the verification of the DNSH criterion.

In this respect, Vauban Infrastructure Partners adopts a qualitative best effort strategy to manage potential negative impacts on these issues.

- **Good governance**

Vauban Infrastructure Partners ensures the appropriate Environmental, Social and Governance (ESG) due diligence is performed, and that human rights, equality and anti-bribery and corruption policies are in place for each portfolio companies. Sustainable investments should be reasonably aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights.

Proportion of sustainable investments in the funds

The minimum share of sustainable investment of each investment fund is detailed in the SFDR annexes of the investment funds' constituent documents.

Investment strategy

Vauban Infrastructure Partners invests in infrastructure companies owning and/or operating Infrastructure Assets expecting to bring real value to local communities, such as: health, education, utilities, digital infrastructure, mobility and public transportation. Vauban Infrastructure Partners has adopted a core 25-years "Buy & Hold" strategy, expecting to provide positive impacts to local communities over the long term.

The ESG strategy applies to all teams, investments, and processes. It is monitored internally by a dedicated ESG team and supervised by an ESG Committee which meets on a quarterly basis. The ESG strategy is also supported by external advisors who review the performance of the portfolio.

Monitoring for environmental or social characteristics

Vauban Infrastructure Partners' ESG monitoring framework includes portfolio companies' environmental or social characteristics and the compliance with regulatory standards (European Taxonomy, PAI indicators, operational data for carbon emission evaluation).

The ESG indicators are monitored through Vauban Infrastructure Partners' ESG data management tool enabling practical and consolidated follow-ups of portfolio companies. The tool is an online secured SaaS reporting platform where Vauban Infrastructure Partners' ESG monitoring framework has been implemented. Its functioning is explained in a detailed tutorial shared with the teams.

Data sources and processing

Data is collected directly from the participations and Vauban Infrastructure Partners remains dependant from these external sources. Part of the information reported by Vauban Infrastructure Partners is reviewed and/or processed by external consultants or auditors. It allows Vauban Infrastructure Partners to properly manage regulatory ESG topics with leading experts in the field, as well as to provide a four-eyes principle before passing on information to our LPs or to the general public.

Limitations to methodologies and data

Vauban Infrastructure Partners has implemented the appropriate data collection and external verification processes needed to improve the quality of its monitoring of Sustainability factors and Principal Adverse Impacts. The main limitation faced by Vauban Infrastructure Partners is data availability and reliability from the reporting provided to us from portfolio companies.

Designated reference benchmark

Not applicable.