ASTANOR

Where tech meets nature

RESPONSIBLE INVESTMENT FRAMEWORK

ASTANOR VENTURES

February 2024

Contents

The agrifood system is responsible for 34% of global anthropogenic greenhouse gas ("**GHG**") emissions, uses half of the globe's habitable land surface and accounts for 70% of freshwater use. While the pressure grows on earth's climate and biodiversity, the agrifood successful operation is also deeply dependent on the preservation of these nature and biodiversity systems. The current climate and biodiversity emergency deeply affects it and those who rely on it, driving disruption in water cycles, heat waves, biodiversity loss and deterioration of livelihoods. At Astanor, we strongly believe that the transition from earth's current extractive state to one that is regenerative, protective and provides affordable nutrients for a growing population with shifting dietary demands, is necessary.

We believe impact investing is the future.

There is currently a funding gap of almost EUR 40 trillion to reach net zero by 2050, the UN Sustainable Development Goals (SDGs) by 2030 and to achieve the Green Deal objectives. Astanor's ambition is to be a driving force in the evolution towards positive impact investing. To help transition to responsible and impactful investments, we are working one-to-one with our community of investors and portfolio companies to lead by example and shape a more sustainable future, ensuring each of our investment contributes to these international sustainable goals and contribute to the SDGs.

Ultimately, there is no trade-off between return and impact.

We invest in companies with a strong ESG ambition, and act as an engaged shareholder to incorporate impact creation directly into our portfolio companies' business plan, building resilience to market disturbances in the long term. However, short-term economic resilience will remain challenging until the negative externalities of conventional practices and the positive impact of mission-driven solutions are reflected in financial terms on companies' balance sheets. Only when this equilibrium is achieved will these companies be given a fair playing field to accelerate the urgent transition.

Impact creation and reporting are core to our value proposition.

We are on a quest to continuously improve our methodology to measure and scale impact, helping our portfolio companies overcome these barriers by demonstrating, in financial terms, the net positive impact of their solutions. We will continue to explore and innovate to find the most practical and efficient ways to translate our portfolio companies' impact creation into useable and accurate information and share it with the world. But we know impact measurement is a journey: it took centuries to build today's financial accounting system; building a globally accepted impact measurement framework will take time.

About the Responsible Investing Framework

All members of the Astanor team, including our non-executive independent board members, have adhered to the principles set forth in this document, which forms our core ESG and impact management system. Astanor team members are building a common vision around Impact investing and are asked to be ambassadors of Astanor's vision to become a driving force in the evolution towards positive impact investing. Individual contributions to this end will be evaluated on a yearly basis and may impact variable remuneration, as further described in this document.

For the avoidance of doubt, this framework covers 100% of our Assets under Management (AuM).

I| ACTING TOGETHER

Today, many of the pillars upon which the current agrifood system is upheld are being challenged, exacerbating its internal fragility and susceptibility to disruption: prices of inputs such as energy and fertilizers are rapidly increasing, weather patterns upon which farmers have relied are becoming more extreme and unpredictable and fertile soil and freshwater resources are being depleted at rapidly increasing rates across the world. The agrifood system has reached a tipping point, where evolutionary or iterative changes to the existing system and product offers will not suffice to combat climate change. Rather, systemic disruption and regeneration are required to restore health in our societies, our planet, and our economies. Our investment thesis has been built bespoke to this view: as an impact investor, we take an active role in the debate that shapes the future of agrifood. To that end, we continuously scout the market to leverage the latest developments in sustainability and impact standards, accounting methods, regulations and reporting requirements, and tools for impact assessment which could be beneficial to our companies and our funds. Systemic impact begins with a strong engagement at industry level, this is why we believe joining forces will only multiply our capacity to bring long-lasting change.

PRI Principles for Responsible Investment | Operating Principles for Impact Management | Finance for Biodiversity Pledge

PROJECT FRAME | INVEST EUROPE | ESG_VC | GATA GLOBAL AGRIFOOD TECH ALLIANCE

- ✓ We are a **founding member** of ESG_VC, an initiative by VCs to respond to urgent challenges that impact early-stage businesses.
- ✓ We are a **founding member** of the Global Agrifood Tech Alliance, an alliance to build partnerships between impact-driven agrifood tech companies.
- ✓ We are **an active member** of the Finance for Biodiversity foundation and a signatory of its Pledge, a group of financial institutions taking ambitious action on biodiversity and reverse nature loss. We participate in working groups to put forward positive biodiversity measurement methodologies.
- ✓ We are **an active member** of Invest Europe. We've participated in many webinars where we shared our approach in dedicated case studies, and are part of the initiative ESG committee, which focuses on the standardization of ESG reporting.
- ✓ We are an **active member** of Project FRAME, a collaborative nonprofit program that gathers investors to agree on forward-looking emissions impact methodology and reporting best practices. We are part of the biweekly working group developing a methodology course.

- ✓ We are **signatories** to the Operating Principles for Impact Management (OPIM) and UN Principles for Responsible Investment (UN PRI) which are key international frameworks to integrate ESG and impact into decision-making.

II | ASTANOR'S THREE PRE-REQUISITES FOR INVESTING

A company must fulfill three pre-requisites to be eligible for an investment from Astanor.

1 Theory of change: Sustainable Investment Objective

Astanor is an active catalyzer of the necessary evolution in the agrifood system, fueling the transition from its current extractive state to one that is regenerative, protective and provides affordable nutrients for a growing population with shifting dietary demands. To achieve its theory of change, Astanor is investing in mission driven entrepreneurs that have identified a disruptive and innovative way to regenerate soil & human health. Any Astanor investment must demonstrate a viable theory of change and a contribution to the SDGs, with a comprehensive description of *how* and *why* a desired change is expected to happen within its existing business models. This is core to our impact investing approach: each new potential deal must ensure intentionality between the founder, their team and Astanor towards impact creation.

Aligned with our theory of change, we have determined a single sustainable investment objective (the "Sustainable Investment Objective") for all of our investment activities across all stages: **to be a driving force in the evolution towards positive impact investing in the agrifood sector, in helping the scaling of a regenerative, connected agrifood system, built to enable health enduringly and to contribute to net zero.** Our ultimate goal is to generate net positive impact to our investors at each of our funds' term. This Sustainable Investment Objective is adopted by each Astanor investment fund independently, in compliance with SFDR (**see section VI**): every investment must enable or contribute to the Sustainable Investment objective.

2 Impact KPIs

To address the diverse and far-reaching environmental and social consequences of today's agrifood system, we have established six impact KPIs ("**Impact KPIs**") that provide a holistic understanding of the impact of our portfolio companies on the planet and its people. Earth's systems are interconnected; the stability of one KPI depends on that of another. Assessing impact across these six interconnected and interdependent KPIs is essential to ensuring a balanced approach to investment and ensuring a sustainable transition of the agrifood system. Each investment must contribute to at least one KPI and not significantly harm any of the other.

GHG emissions: The agrifood system is one of the greatest contributors to climate change. It is responsible for around 16.5Gt of CO_2e per year[1], approximately one third of total global GHG emissions. While one of the largest emitting industries, it is at the same time extremely vulnerable to climate change – rising temperatures pose a significant threat to crop yields while encouraging weed and pest proliferation. This KPI will be measured in Metric tons of CO_2e emissions avoided.

Biodiversity: While food production is heavily dependent on biodiversity, the global food system is the primary driver of biodiversity loss. Agriculture alone has been identified as a threat to 86% of species at risk of extinction (24,000 species out of a total 28,000 listed): this is largely caused by land use change, overexploitation of wild species and overuse of agricultural inputs[2].
This KPI will be measured with metrics such as hectares of land use avoided, metrics tons of wild fish spared, kg of plastic packaging avoided, or number of agroforestry projects financed.

Water Use: Agricultural production is both entirely dependent on freshwater resources and the largest user of this limited resource. Agriculture accounts for 70% of water use worldwide[3] and yet 40% of it is wasted due to inefficient use[7]. Freshwater has historically been regarded as an easily accessible and affordable resource, but it can no longer be treated as such.
This KPI will be measured in m^3 of water of use avoided.

Social: Structural inequalities in the food system have resulted in widespread social inequalities for producers and consumers. Farmers face low and unreliable incomes, difficult access to partnerships and market information and livelihoods vulnerable to climate uncertainty[4]. Consumers, on the other hand, are impacted by a lack of education coupled with product misinformation and limited access to healthy food options.
This KPI will be measured with metrics such as number of healthy products sold, or number of people educated about healthy diets.

Health: The agrifood industry has created a double burden of malnutrition: 26% of the world's population experiences hunger or lacks access to sufficient and nutritious food, while 39% is overweight or obese[5,6]. While the volume of food produced globally is sufficient to feed everyone on the planet, nutrition and distribution challenges continuously exacerbate global health crises.
This KPI will be measured with metrics such as number of farmers financed, € of financing for agricultural projects, or number of jobs created through financed projects.

Impact Intelligence: The Climate Intelligence KPI is designed for technologies that enable the acceleration of the agrifood transition. They support other businesses, including agrifood companies, by providing intelligence to facilitate informed decisions and support impact creation for both the people and the planet. These enablers play a critical role in building resilience in the agrifood sector as it faces the growing challenges of climate change.
This KPI will be measured with metrics such as number of assets queried, number of plant days analyzed, or number of crops analyzed.

3 ESG, sustainability risks and opportunities

Potential ESG risks (the "**Sustainability Risks**") are considered at proportional scale, depending on the investment stage of each deal.

When beginning the in-depth due diligence process with potential investees, Astanor performs intensive background and reputational checks. This applies to all third parties directly or indirectly involved with the potential investees. These third parties may be:

(i) Founders and shareholders of the potential investee;
(ii) Management team of the potential investee;
(iii) Co-investors in the potential investee;
(iv) Any other third-party involved in the acquisition process.

For each of these third parties, checks are systematically performed against publicly available data, government lists, legal and regulatory authority actions and records. This screening allows Astanor to identify parties that are allegedly involved in breaches of international law, including norms on environmental protection, human rights, labor standard, money laundering, terrorism financing or corruption.

a. From seed to series B

When investing in early stage/developing companies, it is common that potential investee companies may not have a strong ESG framework in place at the time of investment which addresses Sustainability Risks. Since these are early-stage companies, their operations are limited and exposure to potential climate risks, nature risks, labor law and human rights breaches is therefore limited.

During its initial screening with any potential portfolio company raising up to a Series B, Astanor assesses the presence of minimum safeguards used for a reasonable ESG framework. These safeguards include four main categories (i) global assessment, (ii) environmental criteria, (iii) social criteria and (iv) governance criteria:

Global Assessment	Existence of an environmental and social management system (ESMS).
Environmental Criteria	Ensuring the potential portfolio company does not operate in highly polluting industries, harm the environment, or operate in markets which are highly resource intensive.

Social Criteria	Ensuring the potential portfolio company does not involve the handling of dangerous substances which can harm the safety or health of the employees.
Governance Criteria	Ensuring the potential portfolio company does not operate in high-risk countries with relation to money laundering, financing terrorism or corruption as well as ensuring proportionate good corporate governance.

In addition, Astanor has implemented strong safeguards to ensure future portfolio companies are aligned with the OECD Guidelines for Multinational Enterprises and UN Guiding Principles on Business and Human Rights, by including this commitment in the standard impact and ESG provisions of portfolio companies shareholders' agreements (see Section III | 2 below). This applies at all stages of the financial journey.

b. <u>From series B and beyond</u>

When Astanor is exploring series B (and beyond) investments, it will ask potential investee companies to describe their risk management processes through our pre-investment ESG questionnaire for identifying and assessing climate, nature and social-related risks, as set out below.

Climate-related risks	• Ensure a key responsible person is assigned to manage climate-related risks. • Disclose the approach used by the organization to assess climate-related risks and opportunities in line with its strategy and risk management process. • Disclose Scope 1, Scope 2, and Scope 3 greenhouse gas (GHG) emissions, and the related risks identified. • Describe the metrics used by the organization to manage and track climate-related risks and opportunities and performance against tangible targets.
Nature-related risks	• Ensure a key responsible person is assigned to manage nature-related risks. • Disclose the approach used by the organization to assess nature-related risks and opportunities in line with its strategy and risk management process (if applicable, using the LEAP guidance and ENCORE to determine location-specific risks and opportunities).

	• Describe the metrics used by the organization to manage and track nature-related risks and opportunities and performance against defined targets.
Social Risks	• Signed undertaking that the company is not in breach of OECD Guidelines for Multinational Enterprises and UN Guiding Principles on Business and Human Rights.

The identification of Sustainability Risks is the third pre-requisites for Astanor to invest in a company.

TCFD TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES

TNFD Taskforce on Nature-related Financial Disclosures

III | PRE-INVESTMENT PROCESS

We approach investing through the lens of both ESG and Impact as both are necessary to achieve a sustainable and resilient agrifood system. Growing successful companies with lasting impact is Astanor's *raison d'être* as an engaged shareholder and the reason why we support both our portfolio companies on their ESG and Impact journey. It is core to our philosophy and the driving factor behind each of our decisions. A company's impact is defined by the external impact its product or service will have on the planet and its people. ESG is mostly about the internal health of a company, and we believe a company with a highly impactful product or service will not achieve its mission if it lacks a solid ESG framework of duly elaborated values, policies, and processes. It is therefore essential for us to guide our portfolio companies through their first steps in ESG their development.

Advancing sustainability with systemic vision

1 Initial screening and due diligence

Astanor's dealflow originates from multiple sources (team and advisors' network, co-investors, events, pitches submitted on our website…). It is important to note that, since we are screening for relatively young mission-driven companies, the adverse impact(s) of their activity on sustainability factors tend to be non-existent or very limited: the core of Astanor impact investment thesis is also to help build responsible ventures, on governance, environment, and social aspects, as they grow.

Positive and negative screening

Astanor positively screen opportunities which are aligned with our three pre-requisites as described in the previous section.

In parallel, Astanor maintains a strict exclusion list for our investee companies forbidding involvement in particular business activities or jurisdictions. The Astanor Exclusion list can be found in Annex I. Additionally, Astanor performs intensive background and reputational checks. This applies to any third party directly or indirectly involved with the potential investees: (i) founders and shareholders, (ii) management team, (iii) co-investors in the potential investee (when relevant), (iv) any other third-party involved in the acquisition process. For each of these third parties, checks are systematically performed against publicly available data, sanctions list, legal and regulatory authority actions and records.

DNSH

In addition to Astanor impact KPIs, the team integrates other key criteria to assess whether the investee has the potential to be aligned to one of the six core objectives as set out below and "does not significantly harm" any of the other: (i) climate change mitigation, (ii) climate change adaptation, (iii) sustainable use and protection of water and marine resources, (iv) transition to a circular economy, (v) pollution prevention and control, (vi) protection of healthy biodiversity and ecosystems. This verification is in line with the EU Taxonomy, as explained in section VI | II of this document and allows Astanor to report on Taxonomy eligibility (and, where applicable, alignment) in its SFDR reports.

For each new investee, we also pre-emptively assess their respect for minimum labor rights safeguards, including the International Bill of Human Rights and the International Labour Organization Declaration on Fundamental Principles and Rights at Work.

Such verifications are further embedded in collaboration with portfolio companies in line with the undertakings set out under section III | 2 below.

2 Investment agreement

During investment negotiations with a potential investee, we ensure that our ESG and impact requirements are embedded in contractual documents for a complete alignment with our vision on how to engage our portfolio companies in their impact and ESG journey. The Impact and ESG clause of our shareholder agreement covers the below points and is further detailed in Annex II – the Impact clause:

1. *Ensure alignment in intentionality between Astanor and the executive team.*
2. *Ensure that the company will not significantly harm any of the six environmental objectives of EU taxonomy.*
3. *Comply with international standards of human and labor rights.*
4. *Complete Astanor's ESG questionnaire on an annual basis.*
5. *Agree to conduct a Deep-dive analysis to dine the Impact and ESG roadmap.*
6. *Conduct an LCA if relevant within 18 months of the investment date.*
7. *Have the company's Board review the ESG and impact roadmap twice a year via its Impact Committee.*
8. *Conduct its carbon footprint on an annual basis.*
9. *Adopt a code of conduct within 12 months of the investment date.*
10. *Integrate ESG considerations with all business partners.*
11. *Notify Astanor within three business days in the event of a serious ESG incident.*

In addition to the impact clause, we strongly encourage our potential investees to pro-actively modify their articles of incorporation in view of meeting the B Corp legal accountability requirements – opening the path to obtain the certification.

3 Investment decision

To determine whether a company is suitable for an investment, the Astanor Partners will rely on the conclusions from the due diligence as detailed in our investment memorandum (see Annex III) which covers the following points and detailed further down in the Responsible Investment Framework:

- Impact KPIs
- Impact Unit economics
- Impact Valuation
- Minimum Viable Impact
- Alignment with the Paris Agreement
- Alignment with the SDGs
- Alignment with the EU Taxonomy
- Sustainability risk assessment (ESG)

The pre-investment process leading to an investment decision is a three-step journey. First the Astanor impact and investment teams work with the potential investee on the ESG and impact due diligence, screening for potential misalignment with our Sustainable Investment Objective. The resulting analysis is then reviewed by the Partner, Director of Impact (or any of its designees) which will assess whether all prerequisites are met by the potential investee. Lastly, if the evaluation is positive, Astanor's investment committee composed of Astanor partners will discuss the potential investment. The Investment Committee will challenge any finding that may be incompatible with the Astanor impact thesis.

IV | IMPACT AND ESG PORTFOLIO MANAGEMENT

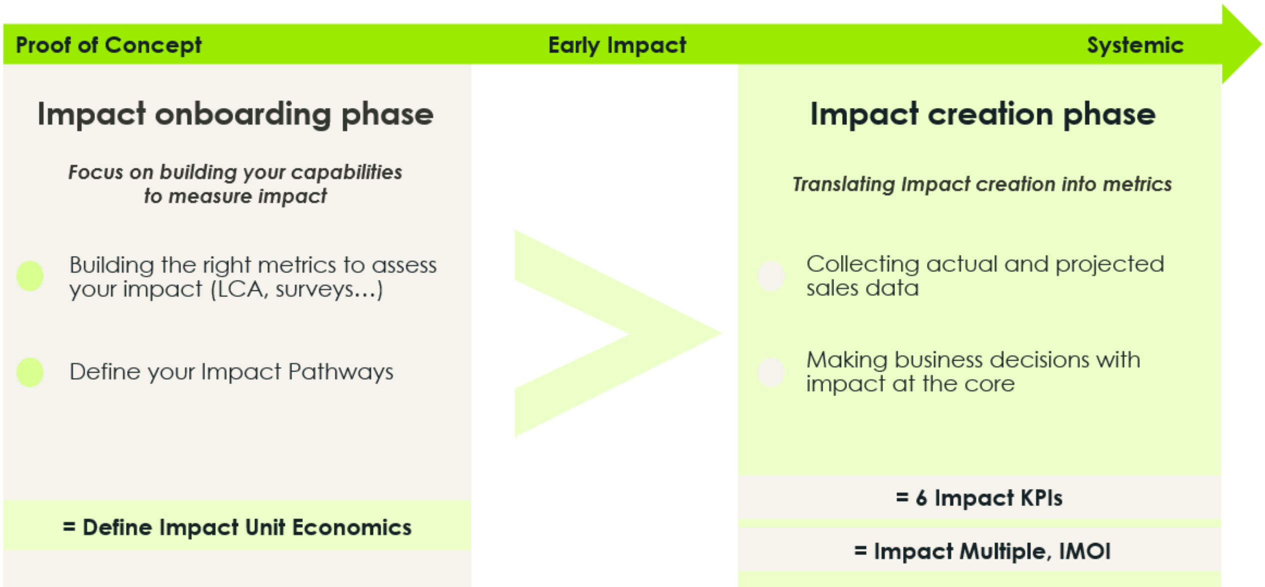
1 Impact and ESG deep dive

Within six months post investment, the impact deep dive (the "**Impact and ESG Deep Dive**") is conducted. The impact deep dive is an in-depth review with the founder (and/or any other decision-making contributor within the company, *e.g.*, the head of sustainability) of the portfolio company, during which all the outstanding impact and ESG questions are covered. The aim of the deep dive is to define the baseline in terms of both ESG and impact: it helps align on a constructive impact and ESG roadmap for the company. During the Impact and ESG Deep Dive, the portfolio company and Astanor also agree on Impact KPIs. The whole process is discussed and approved by the Advisory Committee.

The Impact and ESG Deep Dive allows us to build an impact and ESG assessment report (the "**Impact and ESG Assessment Report**") for each portfolio company; such report will ensure to identify key impact and potential negative externalities. The dialogue on sustainability continues as an ongoing process with our investees; the progress on the ESG and impact roadmap is regularly discussed with the investees and formally reviewed at least twice a year, where roadmaps are challenged and adapted if necessary.

As an impact investor, we will also look for collaboration and synergies across our portfolio to amplify the fund's impact and the change we aim to deliver to the agrifood sector. Our mission is to guide our CEOs and their teams to maintain impact creation and sustainable practices as a core priority while they navigate growth over the long-term.

2 Impact Journey



Post investment, a Portfolio Company enters the impact onboarding phase (the "**Impact Onboarding Phase**"). During this phase, our focus is on building the capabilities of portfolio companies to measure impact, through the definition of impact pathways and the assessment of their impact unit economics (as defined below). This phase will usually be more extensive with early-stage companies.

Astanor's impact methodology approaches impact creation by comparing the product or service of the company against what it replaces in the market through the impact unit economics (the "**Impact Unit Economics**") which measures how much impact value each unit of product or service generates versus the solution it replaces. The Impact Unit Economics will provide the net positive impact the unit has on Astanor 6 Impact KPIs. The unit is unique for each solution (*e.g.,* 1kg of plant-based alternative, 1 tractor or 1 farmer) and there could be as many Impact Unit Economics as there are solutions within each individual portfolio company (*e.g.,* beef, chicken, and pork for v2Food). The Impact Unit Economics is the basis with which impact creation will be measured.

For portfolio companies contributing to at least one of the three planet KPIs, Impact Unit Economics are determined with an environmental Life Cycle Assessment ("**LCA**"). An environmental LCA is a comprehensive assessment that includes an analysis of extraction and processing of energy and raw materials, manufacturing, distribution, use, and recycling and disposal of the end product. This quantified data is used by the portfolio company to understand the impact created by its products or services and to map out which areas might pose risks or provide opportunities for market developments or process improvements as the company scales. LCAs provide high-quality data that structures our impact measurement process and provides valuable insights for our investees.

For solutions that align with a social objective to which we have assigned People KPIs, we do not have a standard methodology but follow a similar logic of identifying, through impact pathways, in what way the solution is better for consumers or farmers from a social or health perspective (e.g. through the use of surveys).

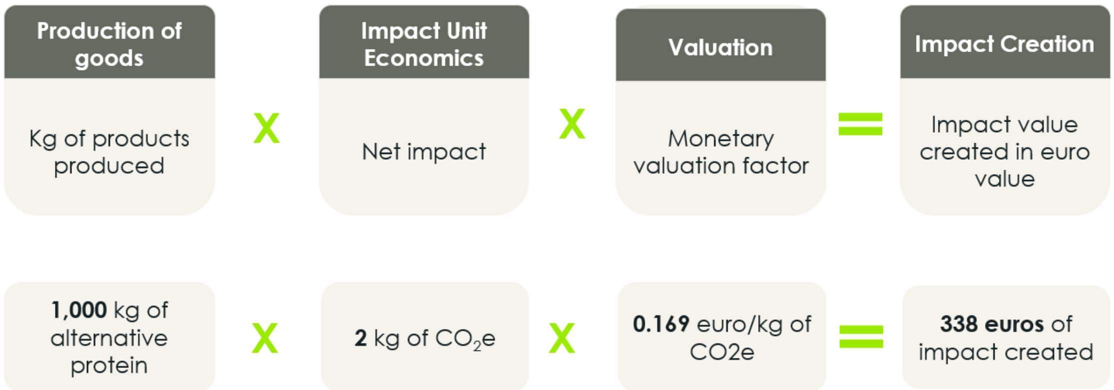
Early impact starts when the synchronization between business and impact begins, i.e. when the company starts selling its product or service. Once portfolio companies have reached early impact, they move towards the Impact Creation Phase: it is the stage where Impact Unit Economics as well as the impact pathways, on which the Impact KPIs and the impact valuation model (as explained below) rely, have been clearly defined. Actual and projected business KPIs (e.g. quantity of products sold, number of farmers reached…) will be collected and will feed into the Impact KPIs and the impact valuation model. The impact creation is then a function of the Impact Unit Economics multiplied by the relevant actual business KPIs.

For our companies that are enablers, the impact creation is not measured based on the Impact Unit Economics as they do not directly replace a product or a service but according to the amount and quality of the information provided.

Impact Valuation

To support the long-term development of impact investing, impact investors need reliable tools to evaluate and compare the potential impact of companies both during their due diligence process and at exit, to understand how well capital has been deployed and that demonstrates impact creation.

While our holistic approach to impact measurement is tailored to fully capture the impact of individual agrifood solutions, comparing the impact of potential investments across 6 impact KPIs has proven challenging. For example, assessing deals only by referring to the metric tons of CO_2e avoided will only paint one part of the picture and will be insufficient to compare deals (for VCs) and funds (for LPs). To address this challenge, we developed a proprietary model which combines all the impact pathways of an investment into a single aggregated metric (the "**Impact Valuation Model**"). The Impact Valuation Model is based upon an impact framework that considers human, social and natural capital. The Impact Valuation Model uses science-based impact pathways representative of the activities and markets of a company. The method considers both positive aspects, such as cost savings from healthcare or the prevention of overfishing, and negative aspects, such as water pollution. Impact Valuation aims to provide an integrated perspective across these dimensions by converting heterogeneous indicators usually available in multiple physical units (*e.g.*, tons of CO_2 equivalent, liters of water used or number of jobs created) into a single indicator expressed in a monetary value.



Based on the monetary value of impact created, we are able to measure the company's impact multiple on investment ("**Impact Multiple On Investment**" or "**IMOI**") measured following this formula:

$$\text{Impact Multiple on Investment (IMOI)} = \frac{\text{€ cumulated Impact at time of exit} \times \text{Astanor average ownership}}{\text{€ Invested amount}}$$

In addition to being used to assess deals and allow comparison across funds, the model is also a dynamic tool for our portfolio companies' management teams. A clear understanding of the impact generated by their product or service and a granular view of that impact across different geographical regions allows the management teams to make more informed strategic decisions, maximize impact at scale and communicate on quantified impact to all stakeholders (including suppliers and customers looking for sustainable supply chain partners). This insight is gradually becoming an essential information for large players in the agrifood industry aiming to reduce their environmental and social footprint. Being able to demonstrate a quantified impact profile is becoming a key differentiator.

Based on the level data availability, the IMOI's potential is estimated pre-investment based. During the onboarding phase, the IMOI is further refined based on the more accurate data gathered and is updated on an ongoing basis based on realized and projected business KPIs (volumes sold, hectares under management, farmers reached etc.)

3 ESG journey

While impact is what we are driving for, ESG is an essential element in helping our investees scale and ensure their future success. As we invest in early-stage companies, it is both common and expected for them not to have an ESG framework at the time of investment. Hence, we actively support our companies in building their ESG capabilities over the course of our collaboration. In parallel to the Impact journey, the Astanor team and the portfolio company will work towards ESG improvement.

To support our involvement on the ESG front, we have built a comprehensive ESG questionnaire (the "**ESG Questionnaire**"), which integrates requirements and recommendations set out in the highest-standard ESG programs worldwide. This questionnaire is comprised of approximately 100 questions that assess environmental criteria (initiatives implemented, contribution to the fight against climate change and in favor of energy transition, etc.), social criteria (policies in place, integration of favorable working conditions and equal opportunities, profit sharing applications, etc.) and governance criteria. Each Astanor portfolio company answers our questionnaire on a yearly basis before March 31st on Sweep. Sweep is an online ESG and carbon management platform with who we have been actively engaged to develop the ESG component of their platform. This allow us to have a great to tool to manage ESG analysis and roadmap.

Assessing each portfolio company's ESG baseline during the Impact and ESG Deep Dive helps us define a constructive ESG roadmap that sets out milestones and outlines a clear path for implementation which will be reviewed and updated at least twice per year with portfolio companies.

	Series A	Series B	Series C and beyond
E	• Life Cycle Assessment • Exposure to raw material issues	• Corporate carbon footprint • Environmental policy	• Task Force on Climate-Related Financial Disclosures (TCFD)
S	• Employee incentive plan • Health & Safety policy	• Diversity and inclusion policy	• Parental policy • Philanthropic intiatives
G	• Sustainability manager • B Corp certification	• Sustainable supply chain policy • Grow diversity at the board and management levels	• Sustainability manager on the board • Alignment to global standards

ESG data is collected on an annual basis. Once collected, we perform an in-depth analysis of the data gathered as a whole and compared it versus previous years. Having performed ESG analysis since 2019, we have developed a scoring system that allows us to track progress and support in the creation of relevant roadmaps based on the stage of development of the portfolio company. The scoring system is an evolving tool that will take into account new development in the space and learnings from the new year analyzed. The 2022 scoring system can be found in Annex IV of this document. This analysis is shared with the company through its personalized online Notion page to establish milestones to complete for the following year. The individual Notion page centralizes ESG, carbon and impact data and performance of each company, comparing it against its peers of a similar level of maturity (Series). For each milestone to implement, we have developed a shelf of solutions as detailed in the following section.

In addition to ESG monitoring and roadmap, we also support our companies in measuring their carbon footprint through Sweep's carbon module. Each company from Series A onwards is required to measure their scope 1-3 carbon footprint. For the less mature companies, carbon footprint is firstly measured using Cardon Disclosure Project (CDP) sector averages. As companies grow in maturity, we support them in understanding their footprint and better measuring it by collecting more accurate data, notably by identifying the few categories of the GHG protocol which represent their largest GHG emissions. We aim for all our companies to measure their carbon footprint with data in physical value where relevant to ensure the carbon footprint is as accurate as possible whilst also optimizing the internal resources allocated to the exercise.

To ensure accuracy of data and identification of any ESG risk factors which may need to be mitigated, the collection exercise is comprised of three steps: (i) submission of data directly from portfolio companies themselves via Sweep, (ii) accuracy checks by the Impact team and (iii) final approval by the Partner, Director of Impact. To date, no third-party verification firm has been engaged. These interactions form a strong escalation channel in the event of an ESG issue. In addition, any company having raised series B and beyond will need to communicate the information set out in the table within section II.3.b.

4 Astanor's library of solutions

Over the years, we have built a full library of solutions to support portfolio companies on both their ESG and impact journeys, including policy templates (code of conduct policy, DEI policy, grievance policy, parental leave policy, responsible purchase policy, supplier code of conduct, whistleblowing policy), an expertise and full network of experts on LCA, a network of consultants for B Corp certification and a partnership with a software provider to measure their carbon footprint. Our support is essential in enabling companies to understand when to focus their efforts on a specific topic depending on their stage of development and to employ best practices with all stakeholders such as suppliers, customers, co-investors, and employees.

<u>Life Cycle Assessment</u>

As seen previously, LCAs are the basis of our impact measurement for companies aligning with our Planet KPIs. To support our companies in conducting an LCA, we have developed a solid network of experts, consultants and universities. In the early stages of the company, we aim for LCAs to be conducted by external consultants which can provide them with preliminary results on their product's environmental performance compared to what it replaces in the market but also with sufficient transparency on these results for the company to use them to make decisions on their production (source of energy, site location, raw materials etc.). In the medium term, we also encourage companies to internalize an LCA resource which can pilot the environmental performance by gathering data and simulating different production scenarios.

Building a path for future B Corp

We strongly encourage each of our portfolio companies to become B Corp certified, as we believe this is significant to help them grow towards a more sustainable organization. We offer support to each portfolio company wishing to go through the certification process: giving advice, recommending specialized consulting firms and even providing policy templates to start building up a solid governance framework. We aim to be alongside them for every step of this journey.

Impact Community

Additionally, to foster collaboration with our portfolio companies, Impact Community meetings are scheduled on a quarterly basis. The community meeting's purpose is to foster a collaboration among our investees to share best practices, to exchange, educate and challenge various impact and ESG topics and to support each other in their growth. Through this community, we are able to share benchmark performances and targets to reach as well as policy templates or innovative solutions for carbon accounting, reporting and other related topics. All documentation is centralized in a dedicated online page accessible to each portfolio company.

Company Carbon Footprint

All our portfolio companies from Series A onwards have access to the Sweep platform for free. Through the annual carbon survey, they can measure their scope 1, 2 and 3.

Impact Committee

To ensure that all stakeholders align on the impact and ESG roadmap of the company, we have put together a framework which outlines the principles and implementation of an impact committee. The impact committee meets up several times a year to agree on next steps on milestones to reach and reports directly to the board to ensure alignment at executive level.

Policy Templates

To support companies' growth with the right internal practices we have developed a set of policies: a supplier code of conduct, a code of conduct, DEI policy, grievance policy, parental leave, purchase policy, whistleblower and environmental policy.

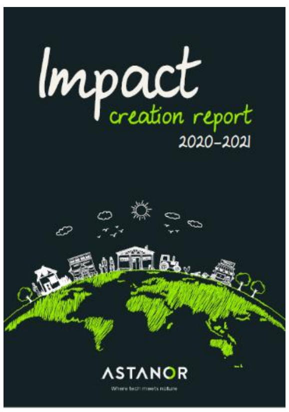
Notion Page

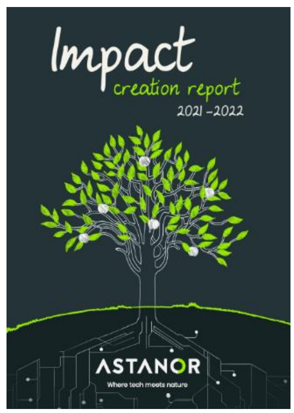
All our resources are centralized and published on the Notion page we have built for our portfolio companies.

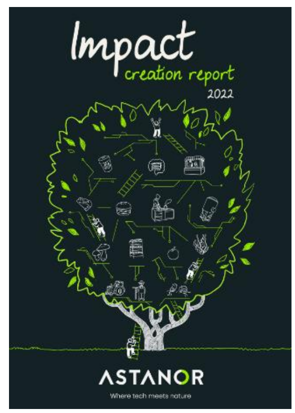
5 Reporting

The progress on the impact and ESG journey of all the portfolio companies are discussed twice per year with the advisory committee composed of key limited partners of our respective funds. Further detail on accountability during this phase can be found under **section V**.

Each year, Astanor presents the summary of Astanor's achievements on impact creation, KPI implementation and key milestones to each fund's respective advisory committee. This report aims to raise awareness about Astanor's practices with investees and gather constructive feedback to ensure full alignment with our stakeholders. Astanor publishes its impact creation report annually (the "**Impact Report**"), the first edition of which was released in October 2021. The Impact Report highlights our approach to impact and ESG, includes practical case studies, and aims to assess the annual performance of our Impact KPIs and provide an action plan that aims to reduce or mitigate risks and identify value creation opportunities.







V|WALKING THE TALK

We are committed to working with people and organizations who understand the importance of ESG and impact in the investment chain: all Astanor team members are engaged in designing, executing, monitoring, and reporting ESG and Impact incorporation in the investment process (and other operational processes). Accountability of this Responsible Investment Framework is established throughout the entire team as set out below.

Unit	Role
Impact team 1 Partner, Director of impact 1 Impact Associate 1 Impact Analyst	Responsible for the creation of the Responsible Investment Framework and acting as key contact for all impact and ESG matters within Astanor. On an ongoing basis, the Impact team is responsible for: - Monitoring and implementing the Responsible Investment Framework. - Ensures positive outcome of due diligence before submission to investment committee. - Setting impact KPIs with the portfolio companies and investment team. - Implementing impact KPIs and reporting on them. - Monitoring and reporting on portfolio companies IMOI. - Monitoring the implementation of the investment operations and the investee governance in line with this document. - Managing the Impact and ESG team.
Astanor's Partners	Build Astanor's strategy and develop the impact thinking which is embedded in Astanor's DNA. Responsible for the approval of this document, as well as other related complementary procedures and policies.
Fund Advisory Committee	Review and challenge the impact KPIs of all portfolio companies as well as the overall impact methodology. Meet twice per year – one meeting in person and one online meeting.
OVERSIGHT OF THE RESPONSIBLE INVESTMENT FRAMEWORK	
Deal Team	Each principal and associate ensure that impact and sustainability is rooted in their investment due diligence, seeking support from the impact and/or regulatory and compliance teams when necessary.
Legal team	Ensures the integration of the ESG and impact components in the investment agreement with our portfolio companies.

Compliance Team	The compliance team monitors the compliance of the day-to-day operations with the responsible engagements of Astanor (contractual engagements, policies, applicable laws). It oversees the regulatory changes related to ESG and compliance with this document.
Board of our legal entities	Ensures to ask relevant questions prior to any collective decision and liaise with the Impact team where necessary. Takes responsibility to ensure the company is constantly in line with this Responsible Investment Framework.
External Fund Manager	Ensure ESG and sustainability risks are addressed for each new investment and ensure the application of the Responsible Investment Framework at the fund level.

1 Remuneration policy

Astanor team members are building a common vision around impact investing, and are asked to be ambassadors, in their day-to-day operations, of the Astanor vision and objective to become a driving force in the evolution towards positive impact investing. Individual contributions to this end will be evaluated on a yearly basis and may impact variable remuneration.

Astanor staff compensation is a combination of a fixed remuneration (base and benefits) and a variable remuneration (bonus). The variable remuneration includes an impact-based mechanism with defined impact-related targets assigned to each team member within the annual performance review's assessment framework. This process is collaboratively led between the Partner Director of Impact, the team member and its manager. Annual impact targets will be defined along the following question: *how have you, within your role, actively participated in ESG & impact related topics during the year?*

2 Carried Interest

At Astanor, we also condition our long-term incentive program around the non-financial performance of our funds. We ensure a complete alignment between our incentive structure and our long-term impact goals. The Fund's Impact Multiple On Investment ("**The Fund IMOI**") measures impact creation at fund level by adding the weighted IMOI of each company.

Attaining the Sustainable Investment Objective will be measured by the respective fund's IMOI: if the Fund IMOI is greater than 1, it means that more impact (environmental or social) has been created than the monetary value of capital committed by the Fund's investors. Should the Fund IMOI be less than 0.8 (this conservative threshold has been proposed to cater for the fact that we are still in the creation phase of the approach), a portion of the carried interest will be donated to charities as per our donation program (see below):

- If the Fund IMOI equals or exceeds the value of 0.8 – 100% of the carried Interest will be distributed to Astanor's team[1].

[1] Disclaimer: this methodology may not apply to all the investment funds affiliated with Astanor.

- If the Fund IMOI equals or exceeds the value of 0.60 but is lower than 0.8 – 0% to 30% (calculated linearly) of the carried interest shall be distributed to a few NGOs or charities selected by Astanor (e.g., 15% of the carried interest will be distributed if the Fund IMOI was equal to 0.7).
- If the Fund IMOI is below 0.6 – 30% of the carried Interest will be distributed to NGOs or charities selected by Astanor.

For the avoidance of doubt and as requested by Good Harvest Ventures I SCSp ("Fund 1") limited partners advisory committee, the Fund 1 IMOI will be based on whether a portfolio company has validated its theory of change.

3 Continuous education

Conscious of the ever-evolving nature of ESG and impact, Astanor's Impact team presents the latest developments in this space as well as progress on the impact roadmap to the entire team on a bi-weekly basis. In addition, Astanor provides a formal annual ESG and impact training within its organization, promoting best-practices and proposing internal action go the extra mile in terms of sustainability.

4 Donation program

We have committed to donate 1% of our funds' carried interest. As the carried interest won't be realized for a few years, we launched our donation program in 2022 out of our annual management fees as we wanted to start building our approach. As an impact donor, we bring support and guidance, in addition to capital, to the NGOs and charities we work with. Through this collaboration, we will support these organizations in their impact measurement process and guide them to further scale their impact. Our donation program tackles challenges in the agrifood industry that our investments cannot solve and so focuses on the following UN SDGs: UN SDG 1 No Poverty, SDG 4 Quality Education and SDG 5 Gender Equality.

SWAYAM SHIKSHAN PRAYOG

Swayam Shikshan Prayog is an Indian non-profit organization focused on empowering women in agriculture.

Through their Climate Resilience Farming model, they reposition women as farmers and bearers of the knowledge, enabling them to take informed decisions about what to grow, what to consume and how much to sell and where. Doing so enhances food nutrition, income and water security.

In the last 3 years, SSP has had an impact on the lives of 41,000 women farmers and on 30,000 acres under land bio farming management, with an increased yield of 25% on average.

Vivons en Forme is a French non-profit organization founded in 1991 that focuses on promoting a healthy lifestyle from an early age.

Their methodology combines social marketing with collective impact to change habits and make health a priority that is appealing and friendly, involving individuals, families, schools, and villages across France.

Today, VIF works with over 250 cities in France and reaches over 560,000 people. One of its programs improved weight status in half of the overweight and obese children in primary education.

5 Carbon contribution

Astanor's largest GHG emissions from its carbon footprint are coming from its investments. To reduce these emissions, we have allocated a carbon contribution budget based on Astanor's corporate carbon footprint (scope1, 2 and 3 excluding our financed emissions) which is split between two complementary approaches:

- We partner with an external consultant to support all our companies in better measuring their carbon footprint to eventually put in place measures to decarbonize their value chain.
- We granted a carbon contribution budget to Soil Capital, a company that accompanies and finances farmers in their transition towards low-carbon farming through regenerative farming practices, hereby contributing to the preservation and increase of soil as a crucial carbon sink.

VI | REGULATORY

All Astanor funds (with the exception of dedicated co-investment vehicles, due to confidentiality and operational reasons) are article 9 products as defined in Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector ("**SFDR**"). All of Astanor investments are covered by SFDR reporting.

1 Principal Adverse Impact

Astanor's investment thesis is articulated around the avoidance of principal adverse impacts ("**PAI**") on sustainability factors, to ensure consistency in achieving our Sustainable Investment Objectives. Accordingly, it is important to note that, since we are screening for relatively young mission-driven companies that have identified a problem in the agrifood value chain and found a solution to participate in solving the problem, it is often the case that due to their size, the principal adverse impact of their activity on sustainability factors is often inexistent: the core of Astanor investment thesis is to help build responsible ventures, on governance, environment and social aspects, as they grow. The due diligence process has been consequently adapted, and further articulated in section II | 6 of this document. Nonetheless, Astanor reports annually on the PAI at the level of each fund. Annual PAI indicators can be found in the respective SFDR periodic reports as published on our website.

2 EU Taxonomy

Astanor's Sustainable Investment Objective is inherently in line with the core objective of Taxonomy, which is to establish and develop an internal market that works for the sustainable development of Europe, based, among other things, on balanced economic growth and a high level of protection and the improvement of the quality of the environment (Article 3(3) of the Treaty on European Union). However, due to the complexity of the implementation of the technical criteria of Taxonomy (even more so for young companies). It is important to note that Astanor takes a prudent approach in not declaring that any portfolio company will align with the technical screening criteria, stated in the climate delegated act (the "**Complementary Climate Delegated Act**"). All relevant SFDR reporting can be found on Astanor's website.

Sources: Tubiello, F.N., Karl, K., Flammini, A., Gütschow, J., Obli-Laryea, G., Conchedda, G., Pan, X., Qi, S.Y., Heiðarsdóttir, H.H., Wanner, N. and Quadrelli, R., 2022. Pre-and post-production processes increasingly dominate greenhouse gas emissions from agri-food systems. *Earth System Science Data*, *14*(4), retrieved from: Pre- and Post-Production Processes Increasingly Dominate Greenhouse Gas Emissions From Agri-Food Systems - NASA Technical Reports Server (NTRS). Benton, T.G., Bieg, C., Harwatt, H., Pudasaini, R. and Wellesley, L., 2021. Food system impacts on biodiversity loss. *Three levers for food system transformation in support of nature. Chatham House, London*, pp.02-03, retrieved from: 2021-02-03-food-system-biodiversity-loss-benton-et-al.pdf (ciwf.com). UN World Water Development Report 2022: Agriculture | UN World Water Development Report 2022 (unesco.org). Harvey, C.A., Saborio-Rodríguez, M., Martinez-Rodríguez, M.R., Viguera, B., Chain-Guadarrama, A., Vignola, R. and Alpizar, F., 2018. Climate change impacts and adaptation among smallholder farmers in Central America. *Agriculture & Food Security*, *7*(1), pp.1-20, retrieved from: Climate change impacts and adaptation among smallholder farmers in Central America | Agriculture & Food Security | Full Text (biomedcentral.com). Balsom, P., 2020. Water Usage In The Agricultural Industry. High Tide.WHO, 2019, retrieved from: Water Usage In The Agricultural Industry | High Tide Technologies (htt.io). World hunger is still not going down after three years and obesity is still growing–UN report, retrieved from: World hunger is still not going down after three years and obesity is still growing – UN report (who.int). World Health Organization. (2021, June 9). Obesity and overweight, retrieved from: Obesity and overweight (who.int). IPCC, 2014: Summary for Policymakers. In: Climate Change 2014: Mitigation of Climate Change. Contribution of Work- ing Group III to the Fifth Assessment Report of the Intergovernmental Panel on Climate Change, retrieved from https://www.ipcc.ch/site/assets/uploads/2018/02/ipcc_wg3_ar5_summary-for-policymakers.pdf, Food and Agriculture Organization of the United Nations. (2020). Emissions due to agriculture: Global, regional, and country trends 2000–2018 (FAOSTAT Analytical Brief Series No 18. Rome), Retrieved from https://www.fao.org/3/cb3808en/cb3808en.pdf, Chatham House. (2021). Food system impacts on biodiversity loss: Three levers for food system transformation in support of nature, retrieved from https://www.chathamhouse.org/sites/default/files/2021-02/2021-02-03-food-system-biodiversity-loss-benton-et-al_0.pdf, Jain, I. (2019, April 10) Smart Farms? How AI Can Solve Water Wastage, retrieved from https://earth.org/smart-farms-how-ai-can-solve-water-wastage-%EF%BB%BF/. Harvey, C.A., Saborio-Rodríguez, M., Martinez-Rodríguez, M.R. et al. Climate change impacts and adaptation among smallholder farmers in Central America. Agric & Food Secure 7, 57 (2018). https://doi.org/10.1186/s40066-018-0209-x, FAO, IFAD, UNICEF, WFP and WHO. (2019). The State of Food Security and Nutrition in the World 2019. Safeguarding against economic slowdowns and downturns (Rome, FAO). Retrieved from https://www.who.int/news/item/15-07-2019-world-hunger-is-still-not-going-down-after-three-years-and-obesity-is-still-growing-un-report, World Health Organization. (2021, June 9). Obesity and overweight. Retrieved from: https://www.who.int/en/news-room/fact-sheets/detail/obesity-and-overweight, Willett, W. et al. (2019). Food in the Anthropocene: the EAT-Lancet Commission on healthy diets from sustainable food systems. Lancet (London, England), 393(10170), 447–492. https://doi.org/10.1016/S0140-6736(18)31788-4. Tubiello, F.N., Karl, K., Flammini, A., Gütschow, J., Obli-Laryea, G., Conchedda, G., Pan, X., Qi, S.Y., Heiðarsdóttir, H.H., Wanner, N. and Quadrelli, R., 2022. Pre-and post-production processes increasingly dominate greenhouse gas emissions from agri-food systems. *Earth System Science Data*, *14*(4). Retrieved from Pre- and Post-Production Processes Increasingly Dominate Greenhouse Gas Emissions From Agri-Food Systems - NASA Technical Reports Server (NTRS).

ANNEX I- EXCLUSION LIST

Astanor maintains a strict exclusion list of activities or related activities, in line with the International Finance Corporation (IFC) Exclusion List (2007), forbidding to enter in a new business relationship (or where applicable, being a reason for the termination of the relationship) with persons being recognized to be involved in particular activities (see Annex II, *Activity Exclusion list*) or jurisdiction (see Annex III *Countries Exclusion list*). For the avoidance of doubt, Astanor will not invest in any company involved in the below activities:

Prohibited activities

1. Forms of gambling: operation of casinos or gambling establishments, production of devices or other equipment for casinos or betting offices or companies that generate turnover via online betting or derives more than 10% of its revenues from gambling and other gaming involving the placing of wagers.
2. Cryptocurrencies, that are intended to be used for online gambling or any other illegal online transactions, for example in dark nets.
3. Research, development or technical application relating to electronic data programs or solutions:
    a) which aim specifically at supporting any activities referred to internet gambling/ online casino; or pornography. (This also includes electronic clouds and servers that could potentially be used for the storage or distribution of pornographic material); and/or
    b) which are intended to enable to illegally
        i. enter into electronic data networks; or
        ii. download electronic data.
4. Deriving revenue from the production, distribution, rental, licensing and/or sale of or provision of services relating to pornography or adult entertainment of a sexual nature.
5. Production, manufacturing, distribution, packaging, marketing, sale or trade of tobacco, distilled alcoholic beverages (with the exception of specific investments approved on a case-by-case basis by the majority of an investment vehicle investors).
6. Prospection, exploration and mining of coal; land-based means of transport and related infrastructure essentially used for coal; heating stations and cogeneration facilities essentially fired with coal, as well as associated stub lines; owns and/or operates a coal-fired power plant or involved in the construction (including expansion and upgrading) of a coal-fired power plant; or is a company with a fossil fuel extraction, processing, refining, trading and/or production division where such division generates more than 10% of such company's revenue directly from such activities, or more than 10% of its turnover in coal activities, including, but not limited to, coal mining and / or energy production and / or coal electricity.
7. Any production, extraction, prospection or exploration of oil, fuel, fossil fuels and/or gas, or involvement in the development and production activities of oil sand projects, or otherwise which counteracts the transition to an economy based on renewable energy resources.
8. Involvement in greenfield and/or expansion of existing mining projects, covering mine planning and development, operation, on-site processing of extracted ore, mine closure and rehabilitation; or owning mining assets representing a significant share of its total assets and is involved in exploration, development, or operation of such mining assets.
9. Nuclear power plants (apart from measures that reduce environmental hazards of existing assets), in the nuclear fuel cycle, constructs or provides critical equipment of nuclear power plants or mines with uranium as an essential source of extraction.

10. Deriving more than 10% of its annual consolidated revenue directly from:
    a. the design and/or manufacture of weapons and ammunition which in the course of normal intended use would breach fundamental humanitarian principles (e.g. atomic, biological or chemical weapons, cluster bombs or anti-personnel landmines); and/or
    b. the development, production or storage of nuclear weapons.
11. Production or trade in:
    a. ammunition, weapons, military equipment, artillery or similar objects or critical components thereof (including nuclear weapons and radioactive ammunition, biological and chemical weapons of mass destruction, cluster bombs, antipersonnel mines, enriched uranium);
    b. radioactive material (other than the procurement of medical equipment, quality control equipment or other application for which the radioactive source is insignificant and/or adequately shielded);
    c. products containing polychlorinated biphenyls;
    d. asbestos; and/or
    e. (including storage or transportation) significant volumes of hazardous chemicals (including gasoline, kerosene, and other petroleum products), or commercial scale usage of hazardous chemicals.
12. Impinging on the lands owned, or claimed under adjudication, by Indigenous Peoples, without full documented consent of such peoples.
13. Commercial logging operations for use in primary tropical moist forest.
14. (i) direct involvement in the upstream or downstream palm oil value chain representing a significant part of the company’s activities; or (ii) direct involvement in the upstream or downstream wood pulp value chain; or (iii), in relation with palm oil or wood pulp, actively contributing to deforestation (loss of biodiversity, aggravation of climate change, etc.) or being involved in non-sustainable economic development of their business.
15. Any products involving testing on animals for non-medical purpose other than in the agrifood-tech and biotech sectors provided that when pursuing any animal experimentation:
    a. that is not required in order to comply with a regulatory path:
        i. such animal experimentation is carried out in accordance with EU- (as enacted into national laws) and/or US-regulations, as applicable; and
        ii. no contract is awarded to a Contract Research Organization/Clinical Research Organization (CRO) outside of the EU; or
    b. that is required in order to comply with a regulatory path, in addition to sub-paragraphs 15.ai and 15.aii above (which shall equally apply in such circumstances), the industry standard “three R-principles” (replacement, reduction, refinement) is complied with, to the extent applicable.
16. Operating fur farm or trading/manufacturing fur products.
17. The research or development of electronic data programs or solutions which are expressly intended to enable the end-user of such programs or solutions to illegally enter into electronic data networks or illegally download electronic data.
18. Any kind of research, development or technical applications related to human germline gene editing under any circumstances in any jurisdiction or, except to the extent that appropriate legal, regulatory and ethical allowances/documents are in place (based on applicable local regulation, and prohibiting any research, development or technical applications in Israel, China, Japan, Russia, Ukraine or Mexico), somatic gene editing.
19. Production or trade in any product or activity subject to national or international phase-out or prohibition regulations or to an international ban, for example:
    a. certain pharmaceuticals, pesticides, herbicides and other toxic substances (under the Rotterdam Convention, Stockholm Convention and WHO "Pharmaceuticals: Restrictions in Use and Availability");

   b. ozone depleting substances (under the Montreal Protocol);
   c. protected plant or animal species, wildlife or products (under CITES / Washington Convention); and/or
   d. prohibited transboundary trade in waste (under the Basel Convention).
20. Destructive fishing methods or drift net fishing in the marine environment using nets in excess of 2.5 km or bottom trawling (including the production or trade of such nets).
21. Exploitation of disadvantaged social groups, *e.g.*, by using dishonest strategies or through the use of deceptive or exploitative subscription services.
22. Activities which could be associated with the destruction or significant impairment of areas particularly worthy of protection (without adequate compensation in accordance with international standards).
23. (i) use of child or forced labor; or (ii) not respecting the right of workers to organize in a trade union or ensure workers' interest and voice can be heard within the company; or (iii) engaging in land grabbing practices; or (iv) developing farming projects in protected areas.
24. Large dam and hydropower projects which do not use the recommendations of the World Commission on Dams (WCD) as orientation.
25. Any illegal economic activities for example any production, trade or other activity, which is illegal under the laws or regulations of the home jurisdiction for such production, trade or activity. Including, without limitation, Human cloning for reproduction purposes, money laundering, tax fraud, trade in narcotics (including the financing of companies in fairness suspected of obtaining their financial means from such activity), illegal trade or industrial activities (ivory, illegal arms trade, exotic animals), transactions with countries subject to an embargo imposed by the country in which the relevant company is located.
26. Activities which do not comply with the ten principles of the UN Global Compact in the areas of human rights, labour, environment, and anti-corruption or which violates UN conventions.
27. Activities or domiciles listed on sanction lists, *i.e.*, any economic, financial and trade restrictive measures and arms embargoes issued by United Nations and/or the European Union pursuant to Chapter 2 of Title V of the Treaty on European Union as well as Article 215 of the Treaty on the Functioning of the European Union.
28. Any economic, financial and trade restrictive measures and arms embargoes issued by the United Nations Security Council pursuant to Article 41 of the UN Charter.
29. The research or development of technical applications, which aim at supporting any activity referred to above.

COUNTRY EXCLUSION LIST

In accordance with the legal and regulatory framework applicable to Astanor, it is prohibited for any Astanor fund to enter business relationships with counterparties located in any jurisdiction listed on the following lists:

- The jurisdictions listed as being under the FATF's increased monitoring, the list of jurisdictions being amended from time to time.
- The jurisdictions identified on UN/EU Sanction Lists as amended from time to time.
- The jurisdictions identified in the US Sanction list as amended from time to time.

Exceptions may be granted on a case-by-case basis by the management of Astanor, provided that the considered activities, services, transactions, and persons are not targeted by a sanction or restrictive measure.

ANNEX II – SHAREHOLDER AGREEMENT ESG AND IMPACT CLAUSE

*1. As an impact investor, Astanor believes that financial returns are strongly correlated with sustainable management of environmental, social and governance ("**ESG**") risks, ESG improvement and positive impact creation and measurement. This belief is shared by the Company who will take these aspects into consideration in the conduct of its daily business and will accordingly grant them a particular importance. Prior to closing of the Investment, ESG risks and impact creation will be assessed and genuine alignment in intentionality between the executive team of the Company and Astanor will be ensured.*

2. The Company hereby acknowledges that Astanor is subject to certain regulatory requirements and hereby agrees to collaborate with Astanor as reasonably requested. The Company further confirms that neither it nor any of its [group companies/affiliates] do or will engage in any business activities that, to its knowledge (having reviewed guidance and information relating to EU taxonomy provided by Astanor), significantly harm any of the six environmental objectives as set by the EU taxonomy: climate change mitigation, climate change adaptation, sustainable use and protection of water and marine resources, transition to a circular economy, waste prevention and recycling pollution prevention and control and protection of healthy ecosystems.

3. The Company agrees to support the goal of creating sustainable global governance by implementing, as far as reasonably possible, a monitoring, reporting, and verifying process and hereby confirms that (i) as at the [Signing Date] it and its [group companies/affiliates] comply, and (ii) within [three/six] months of the [Signing Date] it will implement and

monitor sufficient safeguards for it and its [group companies/affiliates] to comply, in each case with international governance standards including by way of examples: (a) international labor standards, including the International Labour Organization Declaration on Fundamental Principles and Rights at Work; (b) human rights, including the International Bill of Human Rights; (c) responsible business conduct, including OECD Guidelines for Multinational Enterprises and the United Nations Guiding Principles on Business and Human Rights; and (d) labor and product safety regulations in any applicable jurisdictions.

4. The Company will complete Astanor's ESG questionnaire (the "ESG Questionnaire") on an annual basis by 15 March of each calendar year, with the first such ESG Questionnaire to be completed [by no later than 15 March 202[4]] [within 25 [business days] of [closing] (and, for the avoidance of doubt, the second such ESG questionnaire to be completed by 15 March 202[5])].

5. Within the six months of the date hereof (the "Deep-Dive Period"), the [Parties] agree that Astanor has the right to conduct a deep-dive analysis (the "Deep-Dive") and the Company will co-operate with Astanor for completion thereof. As part of any such Deep-Dive, Astanor will work out a plan – taking into account the Company's development stage – to be subsequently implemented by the Company including: (a) on ESG, a roadmap with clear steps for ESG improvements (the "ESG Roadmap"); and (b) on impact, a set of impact KPIs (between one and four out of the following: GHG emissions; water use; biodiversity; health; social; climate and tech data) ("Impact KPIs"); and (c) impact targets ("Targets").

The Company will keep Astanor updated on progress on the ESG Roadmap, Impact KPIs and Targets as reasonably requested by Astanor and no less than two updates a year (with the first such update in each calendar year being no later than 15 March). The Company and Astanor will ensure continued relevance of the ESG Roadmap, Impact KPIs and Targets and if reasonably requested by Astanor shall be reviewed and revised.

6. As part of the Deep-Dive, if Astanor determines planet Impact KPIs (GHG emissions; water use; biodiversity) ("Planet Impact KPIs") to be relevant to the Company's Impact KPIs, a Life Cycle Assessment ("LCA") will be required to assess the Company's environmental footprint. In such case, Astanor and the Company will agree on a reasonable period within which the LCA is to be conducted (which shall in any case be completed by the earlier of (i) the next financing round, and (ii) the date falling 18 months following such decision). Astanor will support the Company in finding the best approach and provider for the LCA.

7. The [Board] shall review the ESG Roadmap and Impact KPI progress during at least two meetings per year. In the event that Astanor has not appointed a [Director] to the [Board], representatives of Astanor shall be invited to such [Board] meetings in their capacities as observers. From no later than the earlier of the date on which the Company has: (i) thirty full time employees (or equivalent), and (ii) annual revenue exceeding an amount of [EUR] 500,000, the Company shall create an impact committee, in line with a framework (to be) provided by Astanor. Such an impact committee will report to the [Board] twice a year and Astanor shall have the right to appoint and replace a representative thereafter.

8. The Company agrees to conduct a yearly company carbon footprint analysis (scope 1, 2 and 3) by no later than 30 April of each calendar year and with the level of detail of such analysis being as reasonably determined by Astanor (considering the Company's development stage) during the Deep-Dive Period, with it being agreed that the Company shall aim to increase the quality of its footprint analysis over time.

9. The Company shall adopt: (a) a code of conduct/ethics or equivalent within 12 months following the [Signing Date]; and (b) a diversity, equity & inclusion policy by no later than the date the Company has thirty full time employees (or equivalent) to encourage hiring of a diverse team, provide equal and fair treatment for all team members, ensure a workplace environment where all team members feel valued and have the opportunity to fully participate in creating business success and which shall include an inclusivity plan to educate employees on unconscious bias and to promote an inclusive work environment.

10. The Company acknowledges the importance of ESG including in relation to its commercial relationships with, inter alios, its business partners, suppliers, subcontractors, service providers and customers, and further agrees to consider ESG issues and policies in its internal activities and commercial dealings with such parties.

11. The Company must notify Astanor within three [Business Days] in the event of the occurrence of a serious ESG incident. In each such event, the Company shall specify the nature of the ESG incident and the impact or effect arising or likely to arise therefrom, and the measures being taken, or plans to be taken, to address them and prevent any future similar event, and keep the Astanor informed of the on-going implementation of such measures.

ANNEX III: INVESTMENT MEMORANDUM TEMPLATE

Impact Unit Economics	The impact unit economics measures how much impact value each unit of product or service - the "unit" - generates for the business. The unit is unique for each solution (e.g. 1kg of plant-based alternative, 1 tractor or 1 farmer) and there could be as many impact unit economics as there are solutions within each individual portfolio company (e.g. beef, chicken and pork for v2Food). The impact unit economics is the basis with which impact creation will be measured.
Impact KPIs	Onboarding phase during which we define milestones the company must reach to be able to start measuring its impact e.g. complete and LCA or reach a minimum level of production that confirms its scalability. The company has 12 to 24 months to complete the milestones. Impact creation phase during which impact KPIs will be assigned.
Minimum Viable Impact	The minimum viable impact is calculated as the minimum volumes of production necessary to reach a minimum IMOI of 0.5x.
Impact Valuation	This section defines the impact pathways relevant to the company and model the IMOI of the company
Alignment to the Paris Agreements	This section explains how the company aligns with the Paris Agreement
Alignment with SDGs	This sections details which Sustainable Development Goal the company contributes to
EU Taxonomy alignment	This sections details how the company aligns with the EU taxonomy
ESG	This section details the ESG risk assessment and performance of the company

ANNEX IV: 2022 ESG and DEI scoring system

ESG scoring

	Question	Question type
Environmental	Assessement to vulnerability to climate risks	Yes/no
	Assessment to vulnerability to raw material issues	Yes/no
	Environmental policy	Yes/no
	Carbon Footprint measured	Yes/no
	Waste policy	Yes/no
	Limitation of car and/or flight travels	Yes/no
	Consumption of renewable energy	40<X<70
	Energy efficient production	Yes/no
Social	Employees have access to capital	Yes/no
	Health and safety policy	Yes/no
	DEI training	Yes/no
	Mental health policy	Yes/no
	Work with local communities	Yes/no
	Extended parental leave	Yes/no
	DEI policy	Yes/no
Governance	Board reviews ESG performance	Yes/no
	Sustainability Manager	Yes/no
	Sustainability Manager at board or impact committee	Yes/no
	Code of conduct	Yes/no
	Whistleblower protection policy	Yes/no
	Supplier code of conduct	Yes/no
	Monitoring of compliance with UNGC and OECD guidelines	Yes/no
	Independent member at board	Yes/no

Answer Type	Points
Yes	1
No	0

Answer Type	Points
If score is below 40%	0
If score is between 40% & 70%	0.5
If score is above 70%	1

DEI scoring

	Question	Answer type
DEI	Male/female FTE ratio	40<X<70
	Unadjusted gender pay gap	10<X<20
	Male/female board member ratio	40<X<70
	Male/female ratio in executive committee	40<X<70
	Male/female ratio at c-level	40<X<70

Answer Type	Points
If score is below X%	0
If score is between X% & X%	0.5
If score is above X%	1