DISCLOSURE STATEMENT

Operating Principles for Impact Management

INOKS Capital
24/09/2020

INOKS Capital belongs to the first 75 adopters of the Operating Principles for Impact Management ("the Principles").

INOKS Capital hereby affirms that its impact measurement management systems, policies and practices, and all investments are managed in alignment with the Principles as of 31 August 2020.

Disclosure Statement applies to all funds managed by INOKS Capital. Total assets under management in alignment with the Principles are USD580M as of 31 August 2020.

The reporting period for the purposes of this verification runs from 1 September 2019 to 31 August 2020.

Nabil Abdul-Massih CEO	Ivan Agabekov CFO

Content

Principle 1: Define strategic impact objective(s), consistent with the investment strategy

The Manager shall define strategic impact objectives for the portfolio or fund to achieve positive and measurable social or environmental effects, which are aligned with the Sustainable Development Goals (SDGs), or other widely accepted goals. The impact intent does not need to be shared by the investee. The Manager shall seek to ensure that the impact objectives and investment strategy are consistent; that there is a credible basis for achieving the impact objectives through the investment strategy; and that the scale and/or intensity of the intended portfolio impact is proportionate to the size of the investment portfolio.

INOKS Capital

INOKS Capital is a Swiss asset manager prudentially regulated by FINMA providing customized financing solutions via collective investment schemes or segregated mandates to companies active non-speculatively in mainly the Agriculture/Food sector. INOKS Capital aims to be the market leader in capital access for added value resilient activities in the real economy, by (a) focusing primarily in fast developing geographies like Sub-Sahara African or Eastern European markets and (b) by applying its proprietary ESG/Impact framework.

The investment funds managed by INOKS Capital channel capital for growth (short-term, mid-term and long-term direct investments) to companies ranging from SMEs to Majors with a high focus on Emerging Markets and the Agricultural/Food Sector since 2006.

Impact Strategy and Strategic Objectives

INOKS Capital's Impact Strategy, grounded on its Theory of Change (figure 1), is to invest across (predominantly) emerging economies into companies in the commodity value chain that generate a positive impact, in order to contribute to sustainable markets worldwide.

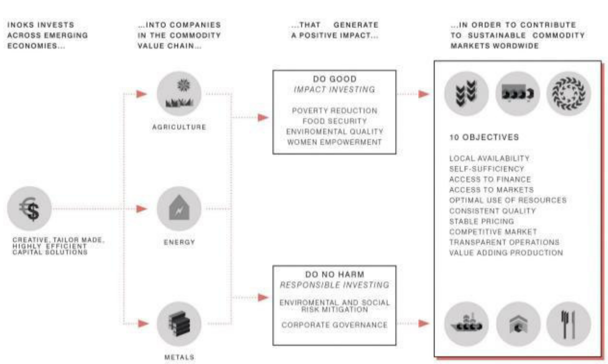

Figure 1

10 overall objectives translating our vision of sustainable value chains have been defined: local availability, self-sufficiency, access to finance, access to markets, optimal use of resources, consistent quality, stable pricing, competitive markets, transparent operations and value adding production.

To achieve this, INOKS Capital deploys a two-fold investment strategy implemented through clear principles, standards and tools. This strategy consists of **investing** its capital **responsibly** by mitigating negative effects according to **ESG criteria** and **impactfully** by contributing to address specific sustainability challenges and generating positive impact according to **four impact themes** (poverty reduction, food security, environmental quality and women empowerment).

Over the years INOKS Capital has developed, implemented and refined strong proprietary impact screening, measurement and management tools as well as processes to guide investee selection and assess progress towards the achievement of the impact objectives at the level of both the investee and the investor.

Alignment with the SDGs

INOKS Capital's strategic objectives and impact themes are aligned with 6 of the Sustainable Development Goals (figure 2).

Figure 2

Alignment with overall Investment Strategy

To ensure that INOKS Capital's Investment Strategy is aligned with its Impact Strategy:

- INOKS Capital has developed an Impact Framework (which applies to all funds managed) to ensure conformity of INOKS Capital's investing activities by defining standards, formalizing procedures, outlining tools and setting clear responsibilities for staff and management along the investment cycle.
- INOKS Capital has built a specialized Impact/ESG team working closely with all Investment, Legal, Risk and Operation teams.
- INOKS Capital has set up dedicated committees (Impact and Sourcing Committees) where Impact opportunities and ESG risks are discussed soundly and decisions taken.
- INOKS Capital's Investment Committee approves investments considering both financial and impact performance based on complete investment assessment including ESG/Impact due diligence and on-site visit conducted by INOKS Capital's members.

Principle 2: Manage strategic impact on a portfolio basis

The Manager shall have a process to manage impact achievement on a portfolio basis. The objective of the process is to establish and monitor impact performance for the whole portfolio, while recognizing that impact may vary across individual investments in the portfolio. As part of the process, the Manager shall consider aligning staff incentive systems with the achievement of impact, as well as with financial

Impact Management at Portfolio Level
INOKS Capital has developed a clear process, formalised in its Impact Framework, to manage impact achievement at portfolio level.

An Impact Survey is sent on an annual basis to collect input from the investee, track and analyse its Environmental and Social impact. Individual financing's key impact indicators are then aggregated and achievements as well as impact performance of INOKS Capital's overall portfolio is reported within INOKS Capital Annual Impact Report across its four impact themes.

Incentive system
INOKS Capital's investment strategy is grounded on the application of its Impact and ESG principles. Each investment is selected and monitored considering the achievement of INOKS Capital's impact objectives. At this point, we consider that applying an incentive system would have no/limited influence on deals' selection. Second, no tangible indicators and/or criteria have been identified to be sufficiently measurable and reliable to build an incentive system boosting the impact performance of INOKS Capital's investees.

Principle 3: Establish the Manager's contribution to the achievement of impact

The Manager shall seek to establish and document a credible narrative on its contribution to the achievement of impact for each investment. Contributions can be made through one or more financial and/or non-financial channels. The narrative should be stated in clear terms and supported, as much as possible, by evidence.

Additionality
INOKS Capital's investments must demonstrate additionality i.e. unique contribution that INOKS Capital brings to a private investment that is not typically offered by sources of finance that pursue only commercial objectives. Additionality is composed of financial additionality and non-financial additionality.

INOKS Capital's Contribution
INOKS Capital's (expected) contribution is determined during the pre-investment phase and highlighted in each investment's Impact Factsheet. It is then monitored on an annual basis based on the collection of impact data, internal reporting and the follow-up of engagement actions.

The analysis covers the following aspects:

- **Financial additionality:** how INOKS Capital's' financing help filling the gap in financing availability. Two criteria are analysed: current state of development of the local capital market and the company's access to financing.
- **Non-financial additionality:**
  - How INOKS Capital contribute to signal that impact matters (value alignment and dialogues with investees on ESG/Impact issues),
  - How INOKS Capital engage actively to bring knowledge and networks, improve ESG practices, leverage positive impact through technical assistance and encourage to integrate sustainability information into the investee's reporting cycle.

To further improve the evaluation of INOKS Capital's contribution to the achievement of impact, INOKS Capital intends to better distinguish and assess the concepts of "contribution" and "additionality".

Principle 4: Assess the expected impact of each investment, based on a systematic approach

For each investment the Manager shall assess, in advance and, where possible, quantify the concrete, positive impact potential deriving from the investment. The assessment should use a suitable result measurement framework that aims to answer these fundamental questions: (1) What is the intended impact? (2) Who experiences the intended impact? (3) How significant is the intended impact? The Manager shall also seek to assess the likelihood of achieving the investment's expected impact. In assessing the likelihood, the Manager shall identify the significant risk factors that could result in the impact varying from ex-ante expectations. In assessing the impact potential, the Manager shall seek evidence to assess the relative size of the challenge addressed within the targeted geographical context. The Manager shall also consider opportunities to increase the impact of the investment. Where possible and relevant for the Manager's strategic intent, the Manager may also consider indirect and systemic impacts. Indicators shall, to the extent possible, be aligned with industry standards and follow best practice.

This Principle is about assessing the expected impact of an investment during the pre-investment phase, before capital commitment. INOKS Capital has developed a consistent methodology to assess the expected impact of an investment across the three pre-investment phases: origination, screening and due diligence.

Origination
INOKS Capital has developed a *Systematic Sourcing Data Base* which identifies High Impact Areas (HIAs) and High-Risk Areas (HRAs) at country, commodity and value-chain segment level. This resource offers a preliminary view of where investing would add the greatest value by:

a) Answering country specific development needs such as lack of finance access, improving country self-sufficiency and food security, developing local agricultural value chain by linking smallholder farmers to markets and fostering local processing to support value adding activities.
b) Avoiding negative impacts by identifying areas where environmental and social risks such as deforestation, child labor, poor working conditions… are high.

Screening
During this phase, the potential investee's activities are screened to obtain a first overview of the expected impact and determine the project/investee's contribution to INOKS Capital's four impact areas (poverty reduction, food security, environmental quality, women empowerment) and long-term objective (creating sustainable agricultural value chains).

Due Diligence
The full impact assessment is done during the due diligence. It consists of:

- A **global context analysis** highlighting countries and commodities specificities, ESG issues and impact opportunities.
- A **comprehensive analysis of the investees' current impact based on INOKS' Impact Measurement Framework** *(figure 3)* covering the three impact dimensions WHAT, WHO, HOW MUCH.

  The analysis includes:
  - * A set of measurable indicators aligned with IRIS indicators, used to quantify the investee's actual impact. **This data will serve as a baseline to monitor** the investee's impact performance over the year.
  - * A qualitative analysis produced from the global context analysis, answers obtained from the potential investee through the impact due diligence questionnaire, impact indicators, interviews and on-site visits.
- **Impact improvement opportunities** and potential engagement actions are identified from the above impact analysis and are then discussed with the investee.
- **INOKS' contribution** is determined by considering financial and non-financial additionality (please refer to Principle 3).
- **Expected potential impact** is evaluated by taking into account the financing purpose/amount, the company's strategy, the company's actual impact and improvement opportunities, the financial and non-financial additionality of the financing. It is formalised through an impact narrative and include quantitative impact targets when identifiable and measurable.

Impact Scoring
To further align INOKS Capital's investment processes with Principle 4, INOKS Capital is currently developing an impact scoring (across its four impact themes) that would allow for increased comparability among INOKS Capital's current investees and improved impact monitoring of the investee's contribution to INOKS Capital's impact themes over the years.

What is the intended impact?						Who experiences the intended impact	How significant is the intended impact?
Impact Theme	**Impact theme dimensions**	**Strategic Goals**	**Outcome**	**Investee obj** (YES/NO)	**Source of impact**	**Stakeholder**	**Outcome indicator**
POVERTY REDUCTION	INCLUSIVE ECONOMIC GROWTH	**SG1** Fostering local employment	Support of local jobs		Activities	Employees	**Total employees** *Permanent employees: Total* *Temporary Employees: Total* *Middle and top managers* *Employees from Local Communities: Total* *Managers (middle and top) from Local Communities: Total*
			Improved employees' dvpt and work progression		Practices	Employees	**Employees Trained**
		SG2 Improving standard of living and livelihood	Increased wages paid to employees		Practices Activities	Employees	**Wage Premium** *Employees: Minimum Wage*
			Increased income to suppliers		Practices Activities	Supply chain	**Producer Price Premium** *Payments to Supplier Individuals: Smallholder*
			Improved timely payments to suppliers		Practices	Supply chain	**Average (raw mat) supplier payment period**
		SG3 Supporting productive, value-adding and profitable activities	Increased investee profitability		Activities	Investee	**Net Income** *Total Revenue*
	COMMUNITY DEVELOPMENT	**SG4** Contributing to local community development	Increased company's engagement / support to local community development		Practices	Community	**Qualitative assessment**

Figure 3 - Extract of INOKS' Impact Measurement Framework

Principle 5: Assess, address, monitor, and manage potential negative impacts of each investment

For each investment the Manager shall seek, as part of a systematic and documented process, to identify and avoid, and if avoidance is not possible, mitigate and manage Environmental, Social and Governance (ESG) risks. Where appropriate, the Manager shall engage with the investee to seek its commitment to take action to address potential gaps in current investee systems, processes, and standards, using an approach aligned with good international industry practice. As part of portfolio management, the Manager shall monitor investees' ESG risk and performance, and where appropriate, engage with the investee to address gaps and unexpected events.

ESG Definition and Integration
ESG risks are the actual or potential negative impacts that business activities can have on the environment, on society, or on company governance.

INOKS Capital is primarily involved in the agricultural sector, which carries substantial environmental and social (E&S) risks that need to be rigorously identified and managed. These include child labor, harmful activities (such as the use of machetes and unsafe machines), heavy loads, exposure to hazardous materials, limited access to personal protective equipment, agricultural pollution, poor land management, and loss of biodiversity. These risks may be greater in emerging markets, where our investees mainly operate, because regulation in many of these areas is less institutionalized and law enforcement is often weaker in these regions.

Over the years, INOKS Capital has developed consistent, integrated and systematic processes to identify, mitigate, and monitor potential ESG risks related to its investees' activities. Assessment and monitoring proprietary tools have been designed in accordance with international standards, such as the IFC Performance Standards. All standards, processes, tools and responsibilities are described and defined in INOKS' internal Impact Framework.

E&S Risks assessment
E&S risks are analyzed at three levels, including inherent risk (commodity and value chain segment), contextual risk (country of operations), and specific risk (level of compliance with standards and regulation).

INOKS Capital uses the IFC Performance Standards to identify and assess E&S risks associated with a prospective investee and its operations. If a specific performance standard is triggered by the nature of the operation, INOKS Capital will examine whether the company complies with the performance criteria of that standard, via both a desk review and field visits. Desk reviews include a questionnaire addressed to investees, written and oral follow-ups between the two parties, potential external research audits by third parties.

These elements are processed by a tool measuring the level of compliance of the investee to IFC Performance Standards, leading to an assessment report and final scoring according to IFC categorization system.

E&S Mitigation
In the case of noncompliance with the identified performance standard:

- And if noncompliance is considered as major and non-manageable, INOKS Capital would usually decide not to invest.
- And if noncompliance as non-avoidable but manageable, INOKS Capital would engage with the prospective investee to develop a corrective action plan to address the issue in a reasonable timeframe and/or stipulate this as a requirement in the contract agreement.
- And if noncompliance is considered as minor and non-priority, it is still specified in the assessment report and final investment approval document.

E&S Monitoring
ESG performance includes both the level of compliance with INOKS Capital ESG Standards and the successful implementation of the defined improvement measures. It is monitored on an annual basis through on-site visits and by collecting data on the occurrence of any ESG issue, change in ESG policies, validity of environmental permits, media attention. It also includes a verification of the

implementation of the improvement measures specified in the corrective plan.

Governance assessment, mitigation and monitoring
A deeper corporate governance assessment tool is currently under development. In line with current governance assessment and E&S assessment, it will consist in a questionnaire setup in accordance with international standards, especially IFC SME Governance Guidebook. It will be addressed to prospective investees and completed with discussions and follow-ups with the company.

A score will indicate the counterparty level of governance according to its level of development.

A governance action plan would be setup in case the company is not complying with the expected level of structuring of its governance / organization.

Principle 6: Monitor the progress of each investment in achieving impact against expectations and respond appropriately

The Manager shall use the results framework (referenced in Principle 4) to monitor progress toward the achievement of positive impacts in comparison to the expected impact for each investment. Progress shall be monitored using a predefined process for sharing performance data with the investee. To the best extent possible, this shall outline how often data will be collected; the method for data collection; data sources; responsibilities for data collection; and how, and to whom, data will be reported. When monitoring indicates that the investment is no longer expected to achieve its intended impacts, the Manager shall seek to pursue appropriate action. The Manager shall also seek to use the results framework to capture investment outcomes.

Monitoring of positive impact
The achievement of positive impacts is monitored on an annual basis. We require our investees to report on a set of quantitative and qualitative indicators by responding to our Annual Impact Survey. Monitoring calls and on-site visit may also be planned.

By comparing these results with the baseline data and the expected impact targets, we are able to measure/monitor the impact generated by our investees' products, services and activities across INOKS Capital's four impact areas, strategic goals and outcomes and understand how INOKS' financing has helped contribute to the positive impact achievement.

Impact Monitoring Tool
To improve and facilitate this impact monitoring phase, INOKS Capital is currently developing its proprietary Impact Monitoring Tool (IMT) which will allow to:

- Obtain a clear view on all information related to each financing facility (financing agreement and company general information, challenges to solve, expected impact, Key Impact Indicators for each year of the financing agreement, etc.),
- Make monitoring analyses,
- Follow-up on engagement action with the investee,
- Assess the level of INOKS Capital's contribution and its evolution along the years.

Principle 7: Conduct exits considering the effect on sustained impact

When conducting an exit, the Manager shall, in good faith and consistent with its fiduciary concerns, consider the effect which the timing, structure, and process of its exit will have on the sustainability of the impact.

Working Capital Financing
As a provider of working capital financing and to a lesser extent of capital expenditure financing, the "exits" of INOKS investments rather corresponds to the end of the financing's asset conversion cycle and the allocation duration or maturity decided between both parties at the beginning of the financing relationship. That accordingly in essence shall not primarily rely on the counterparty's risk level, liquidity needs and repayment capacity.
Most of the financing agreement do offer an extension of the financing period if the conduct of the financing was at the positive appreciation of both parties. As a matter of experience and track record, the majority are effectively renewed resulting into a mid-term or long-term financing relationship or mutually beneficial economic partnership with the Investees.

Exit criteria
To ensure that investees' operations and related impact remain sustainable, INOKS Capital considers three aspects before ending any financing facility line:

- The exit will not undermine the existence and growth of the investee's activities. The investee shall have access to additional financing with improved financing terms to continue its journey.
- Changes induced by INOKS financing at various levels (operational, E&S impact, etc) are anchored sustainably in the investee's activities/processes.
- The company has become a vector of change in its industry/value chain thanks to internal development/work and external support (incl. INOKS Capital Technical Assistance).

Principle 8: Review, document, and improve decisions and processes based on the achievement of impact and lessons learned

The Manager shall review and document the impact performance of each investment, compare the expected and actual impact, and other positive and negative impacts, and use these findings to improve operational and strategic investment decisions, as well as management processes.

Review and documentation
Since 2019, INOKS Capital created a process (formalized in its Impact Framework) to improve its review and documentation of the impact performance of each investment. For each investee, the documentation should include:

- The impact performance of the investment including the comparison between baseline, expected and actual impact,
- A flag report on any ESG issues that could arise from work accidents, environmental fines and penalties, stakeholder complaints, covenant breach,
- The progress on completion of engagement actions,
- INOKS Capital's contribution level.

To that end, INOKS Capital is currently developing its Impact Monitoring Tool that will facilitate the review and documentation process.

Operational and strategic investment decisions
Findings at each investment level did not led yet to operational and strategic investment decisions improvement, or change in management processes, as this (post-investment) impact formalization is new.

However, INOKS Capital follows a constant improvement approach since 2006 with an objective of formalizing and deepening its integration of ESG and impact criteria and considerations all along its investment process.

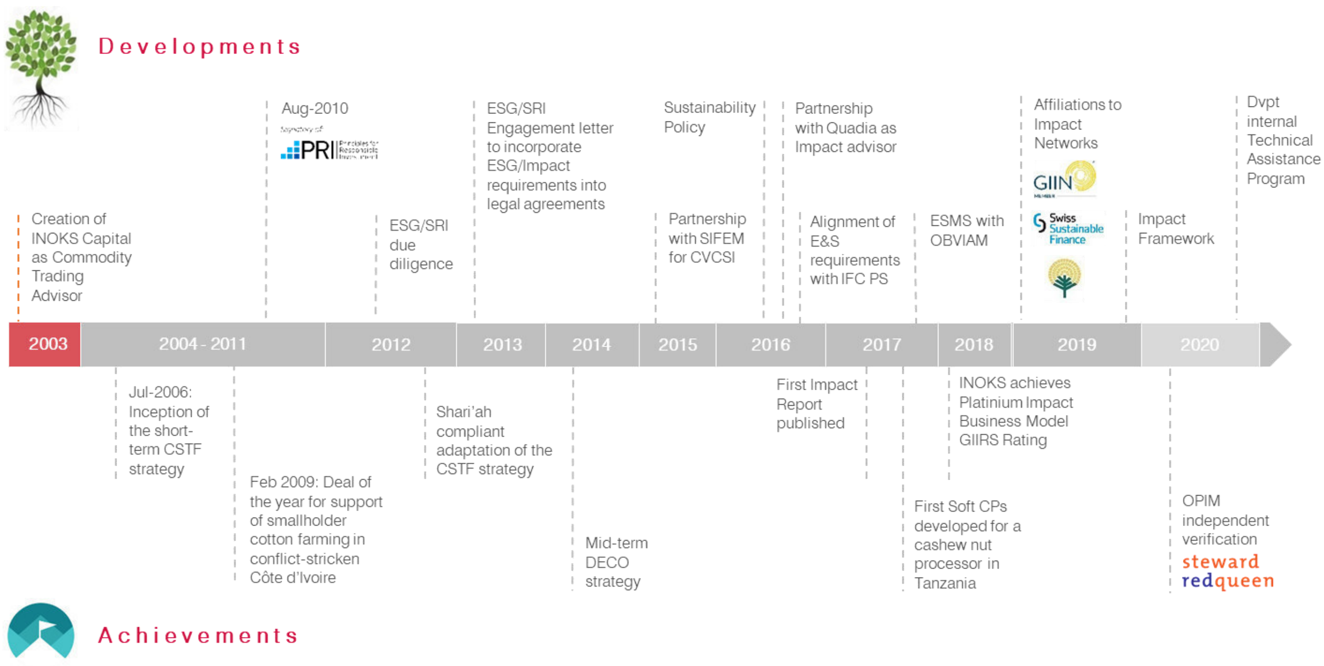

Figure 4 – INOKS Capital's key impact developments and achievement

Principle 9: Publicly disclose alignment with the Principles and provide regular independent verification of the alignment

The Manager shall publicly disclose, on an annual basis, the alignment of its impact management systems with the Principles and, at regular intervals, arrange for independent verification of this alignment. The conclusions of this verification report shall also be publicly disclosed. These disclosures are subject to fiduciary and regulatory concerns.

This Disclosure Statement re-affirms the alignment of INOKS Capital's procedures with the Principles, and areas for improvement. It will be updated annually and posted on INOKS Capital's website.

INOKS Capital has engaged Steward Redqueen as its independent verifier. The independent assurance report on the alignment of INOKS Capital with the Operating Principles for Impact Management is available at https://www.inokscapital.ch/impact-publications/

Information on the current independent verifier:
Name and address

Steward Redqueen
Kinderhuissingel 4a/b
2013 AS Haarlem
The Netherlands

Qualifications: Steward Redqueen is a specialized consultancy that works across the globe advising organizations on impact and sustainability.

Most Recent (first) Review: September 2020
Next Planned Review: September 2021

VERIFICATION STATEMENT

Background

Inoks Capital SA ('INOKS') is a signatory of the Operating Principles for Impact Management ('the Principles'). As per the ninth principle, each signatory undertakes an independent annual verification of the Principles' implementation.

INOKS has requested Steward Redqueen to verify alignment of its operations and assets under management (USD 580 million as of 31 August 2020) with the Principles.

This verification statement is delivered to INOKS Capital on 28 September 2020 and refers to INOKS' Disclosure Statement dated 24 September 2020.

Verification process

For this verification, Steward Redqueen undertook the following activities:

1. Review of documentation on INOKS' policies, procedures and tools around impact management to assess alignment with the principles;
2. Verification of how these are implemented in practice based on a selection of three transactions (selected by considering (i) diversity in commodity types, (ii) geographical location, and (iii) the date of investment);
3. Interviews with staff and senior management to evaluate how impact management is incorporated into team research, discussions, and decision-making.

Verification outcomes

INOKS demonstrates clear commitment to impact through its mandate, strategy and policies and shows structured embedment of impact in operations through its impact management procedures, tools and governance. As a result, INOKS' impact practices are in line with the Principles.

Regarding the areas for improvement, INOKS could embrace a more quantitative approach to impact, particularly by setting clear and measurable targets on the strategic impact objectives for its capital. This would enable INOKS to further improve its alignment with Principle 4 and 6. Furthermore, INOKS could enhance its impact management approach by moving from impact monitoring to steering on impact, strengthening its alignment with Principle 1 and 2.

Haarlem, October 1, 2020

Silvia Binet

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