



## Sustainability (ESG) Policy

March 2026

## 1. Introduction

Apera provides private capital solutions to lower/mid-market companies in the DACH region, the UK, the Nordics, France, the Benelux and Spain.

Responsible investing is a key focus area for Apera. We believe that sustainability / Environmental, Social and Governance (ESG) factors are fundamental to achieving long-term value for our investors as well as stronger and more profitable growth for our portfolio companies. Poorly managed ESG risks can lead to operational issues or reputational damage which may negatively impact the performance of our investments. Moreover, small and mid-cap companies directly impact local economies, and it is our responsibility to ensure that the companies we finance uphold their social responsibilities. ESG is therefore a key consideration in our investment decisions.

In 2018, Apera signed the United Nations Principles for Responsible Investment (UNPRI) and formally implemented an internal ESG sustainability policy. As part of our commitment to responsible investing, all employees receive regular ESG training to ensure that ESG issues remain at the forefront of our decision-making.

This policy document outlines the scope and process of Apera's ESG investment activities. Its objective is to provide transparency around Apera's ESG beliefs and investment approach, while also serving as a formal guideline for readers. The policy applies as standard to all investments made within all Funds and Managed Accounts managed by Apera, including investment recommendations to the relevant AIFM. This policy is reviewed on a regular basis.

## 2. ESG commitment


As a signatory to the UNPRI, Apera confirms that the six principles are incorporated into our investment analysis and our investment decision-making processes, and we report to the UNPRI on an annual basis. This is performed in the context of being a private debt investor, as such we are not active owners of the companies we invest in and have no direct control over the issuers.

Nevertheless, we have a duty to act in the best long-term interests of our beneficiaries. In this fiduciary role, we believe incorporating ESG issues can positively affect the performance of our investment portfolios. We also recognise that applying these principles could align investors more closely with the broader objectives of society. Therefore, where consistent with our fiduciary responsibilities, we commit to the following:

- During the due diligence (pre-investment) phase of potential investments and during the holding period (post-investment), Apera will incorporate environmental, social and governance considerations.
- Apera will encourage the companies in which it invests to consider relevant environmental, social and governance issues, with the goal of improving performance, minimizing adverse impacts in these areas and ultimately providing long-term sustainability for the benefit of multiple stakeholders. In support of this, Apera has implemented an annual ESG reporting requirement for its portfolio companies.
- Apera will continue to remain committed to comply with applicable national, state, and local labour laws in the jurisdictions in which it invests.
- Apera will seek to use governance structures that provide appropriate levels of oversight in the areas of audit, risk management and potential conflicts of interest.
- Apera will continue to maintain strict policies that prohibit bribery and other improper payments to public officials consistent with the OECD Anti-Bribery Convention and similar laws in other jurisdictions in which it invests.
- Apera will provide timely information to its investors on the matters addressed herein, and work to foster transparency about Apera's activities.
- Apera will work toward reporting on its ESG activities and progress and will seek appropriate disclosure on ESG issues by the companies in which it invests, to foster transparency.
- Apera will respect the human rights of those affected by its investment activities and seek to confirm that it does not invest in companies that utilize child or forced labour or maintain discriminatory policies (see section 3 for the full exclusion list).

### 3. ESG Risk Management Approach

Apera's framework for assessing sustainability risks (including Principal Adverse Impacts (PAIs)) and opportunities incorporates a number of steps, detailed in the following sections. During the pre-investment period this comprises negative screening, assessment of sustainability investment criteria (pre-investment ESG grid) and consultation of the ESG committee where necessary. During the holding period (post-investment), continuous ESG monitoring is based on an annual ESG questionnaire provided to all portfolio companies. The mandatory PAI indicators under the European SFDR have been integrated into both the pre-investment ESG grid and the annual ESG questionnaire.

Negative Screening	Pre-investment grid & Investment criteria	Review & Consultation	ESG Monitoring
			
There are companies and industries that we do not invest in, because they entail sustainability risks and are not compatible with our responsible investment objectives.	ESG-related factors are incorporated in the investment analysis to identify investment risks and opportunities. This is done based on a pre-investment grid covering key ESG criteria and applying a scoring methodology to investment opportunities.	In case there are any controversial results from the pre-investment ESG grid, investment professionals must reach out to the ESG Committee for consultation and investment recommendation.	Post- investment, Apera monitors ESG metrics including PAIs based on a dedicated ESG questionnaire to be completed by portfolio companies on an annual basis.
<b>Pre-investment</b>			<b>Post-investment</b>

#### 3.1. Exclusion and Negative Screening

This section outlines the list of activities that are excluded from Apera's investment universe. This is the first stage of Apera's responsible investment approach. We believe that certain activities are incompatible with Apera's responsible investment objectives, because they entail sustainability risks or generate additional risks (e.g., legal risks, reputational risk). We therefore elect to exclude these borrowers from our investment activities. In addition to the excluded activities, Apera applies a norms-based approach, considering the ten principles of the UN Global Compact across its four pillars: (i) Human Rights, (ii) Labor Rights, (iii) Environment and (iv) Anti-Corruption.

Criteria	Comments
Alcohol	<ul style="list-style-type: none"> <li>Production and trade of alcoholic beverages and related products (20% revenue threshold)</li> </ul>
Fossil fuel	<ul style="list-style-type: none"> <li>Exploration, mining, extraction, production, processing, storage, refining, storage and trade of fossil fuels</li> <li>Production of coal-based energy</li> <li>Transportation of fossil fuels (10% revenue threshold)</li> </ul>
Gambling	<ul style="list-style-type: none"> <li>E-gambling businesses, casinos etc.</li> </ul>
Illegal activities	<ul style="list-style-type: none"> <li>Any illegal economic activity (i.e., any production, trade or other activity, which is illegal under the laws or regulations applicable to the Partnership, including without limitation, human cloning for reproduction purposes)</li> </ul>
Munitions / military	<ul style="list-style-type: none"> <li>Production and trade of antipersonnel landmines, cluster munitions, nuclear and biological weapons</li> <li>Any products only used for cruel, inhuman or degrading punishment</li> <li>Conventional weapons deemed excessively injurious or have indiscriminate effects</li> </ul>
Nuclear	<ul style="list-style-type: none"> <li>Production and trade of nuclear power products or services (20% revenue threshold)</li> </ul>
Pornography	<ul style="list-style-type: none"> <li>Production and trade of any pornography media</li> </ul>
Tobacco	<ul style="list-style-type: none"> <li>Production and trade of tobacco and cigarettes</li> </ul>

### **3.2. Pre-investment ESG grid – identification of sustainability risks (including PAIs) and opportunities**

The investment industry uses a variety of definitions for sustainability / ESG. The term is generally considered to refer to factors that, while not measured in traditional financial units, are important to corporate financial performance and, therefore, investment performance. We have adopted a structured approach to ESG due diligence, using a pre-investment ESG grid to systematically identify potential investment risks (including PAIs) and opportunities. The following ESG criteria are specifically included at the pre-investment screening stage:

#### **Environmental**

Sustainability, and limiting the impact on the environment, is increasingly a critical societal and business issue. The issues in this field are diverse but key criteria include:

- Pollution (air, ground, water, soil and groundwater) and destruction of natural habitats
- Sustainability of resources and efficiency of energy consumption
- Biodiversity risks
- Climate change-related risks
- Carbon emissions

#### **Social**

During Apera's due diligence process we analyse the impact a company has on its staff, local communities and society as a whole. Key areas of consideration are:

- Avoidance of any complicity in human rights abuses
- Avoidance of child labour and exploitative business practices
- Social dialogue within the company
- Employee health and safety
- Responsibility towards employees (redundancy / restructuring plans)

#### **Corporate Governance**

Apera understands corporate governance to refer to the key responsibilities of the management and the oversight of a company including values, structures, and accountability processes. Apera's governance considerations focus on:

- Structure of governance bodies (e.g., diversity on the executive board)
- Sustainability governance included in operational risk management
- Cybersecurity and data protection
- Business ethics and best practices
- Sites / facilities and suppliers in countries at risk with regard to corruption and human rights

### **3.3. Review & Consultation Process**

The ESG Committee must be systematically consulted by the investment teams if any ESG issues are identified when assessing an investment opportunity. This typically applies to investment opportunities that are in a "grey area", i.e., that are not technically excluded according to the Exclusion List, but that still raise questions from an ESG perspective. The ESG Committee will then form a view on this specific opportunity and provide the investment team with a recommendation on whether to proceed with the transaction.

### **3.4. ESG monitoring**

In 2021, Apera implemented an annual ESG reporting requirement for each of its portfolio companies. This reporting is based on a specific questionnaire covering ESG relevant issues including all PAI indicators listed in Table 1 of Regulation (EU) 2022/1288. Based on the responses to this annual ESG questionnaire, we will be able to provide (i) an annual Fund specific ESG report to investors enhancing ESG transparency and (ii) a portfolio company specific ESG scorecard assessing its ESG performance raising awareness of ESG-related topics (the scorecard will be shared with the management of each respective portfolio company).

#### 4. Internal Resourcing: Apera's ESG Committee

The ESG Committee is responsible for all ESG-related matters at Apera. David Wilmot (Founding Partner, London) chairs the committee, which further consists of Francien Heckman (Head of ESG, London) and three ESG champions from the investment team, each representing an Apera investment office. The Committee receives additional support from Apera's senior management team. The main responsibilities of the ESG Committee include:

- Being systematically involved by the investment teams where risks are identified for an investment opportunity. The ESG Committee will form a view on the specific opportunity and provide the investment team with a recommendation on whether to proceed with the transaction
- Overseeing the annual ESG reporting provided by the portfolio companies
- Implementing ESG policies & guidelines (e.g., ESG investment criteria and exclusion list) and ensuring that policies are up to date
- Communication of ESG policies and best practices to the investment teams ensuring that all team members are up-to-date on ESG-related matters

#### 5. Stewardship and Engagement

As a private debt investor, we are not active owners of the companies we invest in and have no direct control. Given our scope of influence, our stewardship takes the form of supporting and encouraging the advancement of sustainability and ESG practices through engagement and dialogue. Engagement is key to our assessment, management and monitoring of ESG risks and opportunities. Apera engages with borrowers throughout the investment process, from initial investment assessment through to the monitoring phase.

During the investment process, the investment teams meet the management teams and may raise questions relating to ESG. Based on sustainability investment criteria (reflected in the pre-investment ESG grid), further scrutiny may be applied and will be carried out throughout the investment due diligence. Post-investment, we engage on ESG topics during our lender meetings and supervisory boards (when we have board observer rights).

During the holding phase, borrowers complete our annual ESG questionnaire. Our analysis of this is summarised in ESG scorecards, which we share with the companies we invest in to raise awareness of ESG-related topics.

Furthermore, for certain transactions, Apera will use ESG KPIs as margin ratchet criteria in loan documentation, with target levels fixed for each year. This serves as an engagement tool, aligning financial incentives with borrowers' progress on ESG objectives.

#### 6. Carbon & Climate Change

Apera assesses and monitors climate-related impacts, including the PAI indicators defined by SFDR. Monitored metrics include:

- Scope 1, 2 and 3 Greenhouse Gas Emissions
- Weighted Average Carbon Intensity (WACI)
- Energy and renewable energy consumption
- Exposure to the fossil fuel sector – Apera has a fossil fuel exclusion
- Carbon-reduction initiatives
- (Management of) climate risks and opportunities, including physical and transition risks

During the holding phase, data on the metrics is collected on an annual basis. Where companies do not have insight into their emissions, these will be estimated to monitor portfolio development. Furthermore, we monitor the decarbonisation status of our portfolio through the adoption of the Private Markets Decarbonisation Roadmap. Apera strives to support companies in their decarbonisation journey, through engagement, support and (for certain transactions) provision of sustainability linked loans. Apera is also committed to monitoring and managing its operational emissions.

## **7. The FSB Task Force on Climate-related Financial Disclosures**

Apera has been a supporting organisation of the Task Force on Climate-Related Disclosures (TCFD) since April 2020. The TCFD developed recommendations for voluntary climate-related financial disclosures that are consistent, comparable, reliable, clear, and efficient, and provide decision-useful information to lenders, insurers, and investors which we have begun incorporating into our annual reporting.

## **8. Membership of Industry Bodies**

As a member of several industry bodies, including the PRI and UK Private Capital, Apera is kept up to date with best practice and regulatory updates. In January 2025, Apera became a member of the ESG Data Convergence Initiative (EDCI), a private markets initiative dedicated to developing standardised ESG KPIs and meaningful benchmarks. In November 2025, Apera joined the Initiative Climat International (iCI). The iCI is a global network of private markets investors dedicated to measuring and reducing portfolio carbon emissions in accordance with the Paris Agreement.

## **9. Transparency and Sustainable Financial Disclosure Regulation (“SFDR”)**

We are committed to providing relevant and timely information and reporting of our ESG efforts internally (communication between the investment teams or board level) as well as externally (investors and other stakeholders). Apera is compliant with article 3 SFDR with regard to the elements present in this sustainability policy (e.g., Apera's commitments and integration of sustainability at each stage of the investment phase). In addition, and in accordance with article 4 SFDR Apera prepares consolidated ESG reports at the level of each fund.

The information given by Apera in this policy is:

- (i) for Fund I and II in accordance with article 6 of the SFDR, i.e. information on the integration of sustainability risks in the investment decision-making process
- (ii) for Funds raised in accordance with article 8 of the SFDR (including Fund III, SLF1 and Evergreen), i.e. funds that promote environmental or social characteristics. Article 8 Funds intend to promote for at least 80% of the portfolio (measured by capital commitments) environmental and social characteristics such as permanent job creation, employee health and safety, inclusion, equality, diversity, climate change and sustainability of resources and efficiency of energy consumption. Based on the annual ESG reporting we will also collect data on the PAI indicators listed in Table 1 of Regulation (EU) 2022/1288 in relation to each portfolio company.