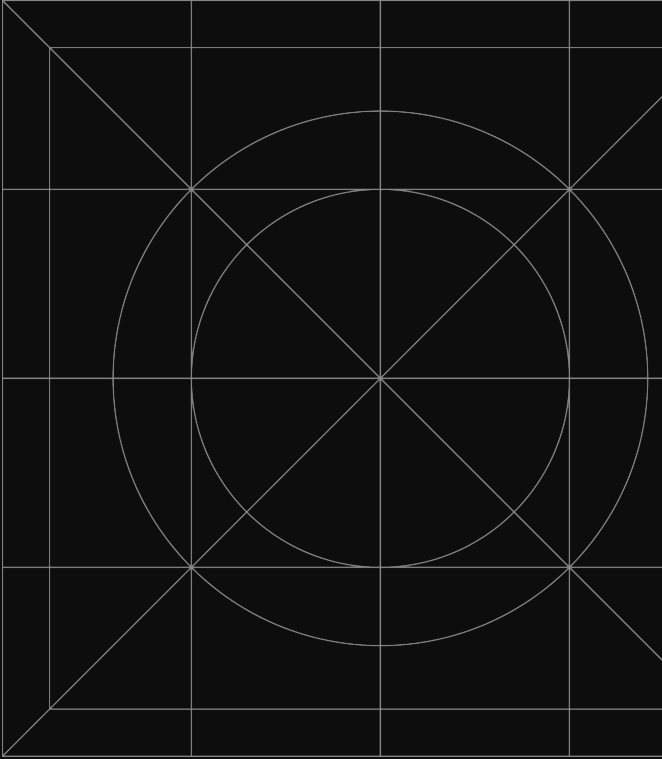


MOTIVE PARTNERS

Motive Partners ESG Policy



JULY 2024

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1. Background and purpose

Motive Partners Operating Company, LP (together with our affiliates, “Motive,” “we” or the “Firm”) is a specialist private equity firm that focuses on control-oriented growth equity and buyout investments in software and information services companies that serve the financial services industry (“financial technology”). We are primarily focused on five core subsectors: banking and payments, capital markets, data and analytics, investment management, and insurance. Motive represents a tightly knit team across New York, London, Berlin and Amsterdam with extensive **investment, operating and innovating** experience in financial technology. The holistic combination of these three capabilities provides the Firm with a differentiated competitive advantage across the investment life cycle, positioning Motive as a partner-of-choice to founders, management teams and vendors of target portfolio companies and their customers alike.

Motive approaches each investment opportunity by ensuring close collaboration between these three core capabilities that underpin the Motive platform: Investing (Motive Investment Team), Operating (Motive Industry Partners) and Innovating (Motive Create Team). The Firm’s integrated platform seeks to promote innovation and transformation that creates value and supports the long-term growth of our portfolio companies. Managing businesses responsibly is key to remaining a partner-of-choice and generating long-term value.

As part of these beliefs, the Firm and our investors actively consider operational environmental, social, and governance (“ESG”) factors to mitigate risk and create value. We believe this is in line with our fiduciary duties to provide risk-adjusted returns.

To operationalize these beliefs, we incorporate ESG into our practices across the investment lifecycle. This includes conducting rigorous ESG due diligence on all platform investments and transformational add-ons, prior to close. ESG due diligence will be bespoke to the target and will consider its operating model and unique position within an industry. Once an investment is made, we continue to monitor ESG initiatives at each portfolio company – tracking both policies and procedures in place as well as granular key performance indicators (“KPIs”). Our ESG program considers elements of industry frameworks, including the United Nations Principles for Responsible Investment, but is focused on being a best-in-class solution and has been adapted to our compelling model.

2. ESG integration in action

ESG management throughout the investment lifecycle

Motive prioritizes the importance of ESG management during the entire lifecycle of a portfolio company – from initial due diligence all the way through to an exit. We believe that proper management of ESG can both reduce risk to the portfolio as well as generate value creation opportunities for our investments. Motive has identified three key areas of integrating ESG into our investment process (discussed in further detail below): 1) ESG during due diligence; 2) ongoing ESG monitoring; and 3) ESG governance.

Issues considered in diligence and ownership

The formal ESG due diligence we conduct considers material ESG risks and opportunities on all platform investments based on potential investments' unique operations. We, as appropriate and necessary, rely on the advice and expertise of a third-party ESG advisor. ESG findings and recommendations are included as part of investment committee materials and discussed prior to closing. Risks identified during investing are then managed and mitigated by the portfolio companies and supported by Motive's operating and innovating workstreams driven by Motive Industry Partners and Motive Create. Below is a non-exhaustive list of material ESG considerations for the information services industry, which are subject to evolution based on emerging best practices.

- **Data Privacy and Security:** Fulfilling the duties of a trusted data custodian by safeguarding sensitive data to prevent the exploitation of consumer personal information and proprietary portfolio company/customer information by malicious actors; supporting the privacy of all data stakeholders' information and communicating the portfolio company's data stewardship commitments to these stakeholders on an ongoing and evolving basis
- **Diversity and Equal Employment Opportunity:** Promoting diverse perspectives to sustain an innovation-based competitive advantage; protecting employees from discrimination and harassment in the workforce to maintain a reputation as a top employer. Actively promoting representation in typically male-dominated roles and encouraging creating an inclusive company culture
- **Social and Labor Conditions:** Supporting fair working conditions and refining the employee value proposition to attract top talent, engaging a workforce of in-demand technology roles, improve employee retention capacity, and bolstering skillsets among the existing workforce as a matter of promoting employee well-being
- **Ethics and Compliance:** Conducting business ethically and in compliance with local laws and regulations. Setting standards and providing guidance to employees and affiliated third parties to prevent conflicts of interest and encourage ethical behavior
- **Anti-Bribery and Corruption:** Maintaining visibility into international operations to prevent bribery and corruption. Conducting appropriate due diligence on customers and third parties internationally, preventing money laundering, and investigating complaints or concerns of bribery and corruption
- **Climate Change:** Measuring carbon intensity and managing climate related risks and opportunities to support the transition to a lower carbon economy and ensure regulatory compliance

Investment and portfolio company management

Once an investment is successfully made, Motive incorporates the ESG findings from its due diligence process into its post-closing value creation plan, which is frequently monitored by our teams. On an ongoing basis, Motive actively works with its management teams to mitigate and address any ESG issues as they arise. On an annual basis, we also conduct a more formal review of ESG performance across our portfolio companies. As part of this review, we monitor ESG efforts at our portfolio companies in multiple ways including: 1) reviewing progress on any risk mitigation and remediation needs identified during due diligence; 2) measuring performance against ESG related KPIs; 3) working with portfolio companies to identify areas where we can enhance policies and procedures; 4) identifying ways to create tangible value through new ESG initiatives; and 5) reviewing standardized, quantitative KPIs. These findings are incorporated into Motive's Annual ESG Report, which is made available to our Limited Partners and various stakeholders.

Governance

Each of the Firm's employees is responsible for implementing the principles and practices laid out in this policy. More formally, Motive has an ESG Working Group, or committee, with members represented from various parts of our firm. Programmatically, each divisional lead is responsible for overseeing the implementation of this policy in their respective workstreams and is responsible for the current and future state of ESG at Motive.

Motive's Investing, Operating and Innovating platform allows the Firm to consider and address ESG risks and opportunities throughout the investing lifecycle. Our investment professionals will review ESG recommendations created during formal ESG diligence and during annual ESG monitoring. Motive Industry Partners will address ESG recommendations as part of operating investments, and the Motive Create team will innovate to implement ESG recommendations. Motive will also engage third-party consultants, as necessary, to assist with implementation of ESG recommendations and provide ESG training on an annual basis.

This governance structure helps us ensure accountability at Motive and with our portfolio company management teams, as well as align with practices that are considered best-in-class within the industry.

3. Firm-wide ESG initiatives

Key focus areas

The Firm's internal operations are subject to many of the same ESG risks and opportunities as our potential investments, including data privacy and security, ethics and compliance, social and labor conditions, and diversity and equal employment opportunity. Just as we work with our portfolio companies to manage ESG risks and opportunities, we incorporate ESG considerations into our daily operations.

Data Privacy and Security: As part of the investment evaluation and portfolio company management process, we collect sensitive portfolio company and Limited Partner data. To protect this data, we maintain a data privacy and security program, which we communicate to stakeholders, including Limited Partners.

Ethics and Compliance: Motive's compliance is governed by a Chief Compliance Officer and Conflicts Committee, who ensure we maintain high standards of conduct and prevent or mitigate conflicts of interest with our employees, our investment teams, our Motive Industry Partners, and our Motive Create team. In addition, the compliance function supports the internal and external compliance teams including ACA and Gibson Dunn. We maintain a standalone Compliance Manual and Code of Ethics, which sets standards for employee behavior and processes for overseeing the Firm's activities. Finally, while we believe that Motive and its supply chain are low risk, we are committed to ensuring our business adheres to anti-slavery and anti-trafficking practices and publish a modern slavery statement on an annual basis which sets out our approach to managing modern slavery and human trafficking risks.

Environmental: Motive proactively identifies and incorporates activities that can reduce our environmental footprint and resource usage. These initiatives include examples such as reducing single-use plastic and recycling efforts.

Diversity, Equity, Inclusion and Belonging: We work to foster a diverse and inclusive workplace internally, as research has shown that greater diversity leads to a positive impact on financial performance.

Diversity, equity, inclusion & belonging policy

Our overarching ambition

We believe that it is important to create, nurture, and sustain a diverse and inclusive work environment, where employees from all backgrounds are valued and developed, and where all employees feel a sense of belonging. We firmly believe that a diverse team and enriched environment will enable us to better serve our investors, portfolio firms, employees, and community.

Motive Partners is committed to fostering, cultivating, and enhancing a work culture of diversity, equity, inclusion, and belonging ("DEIB"). We believe that a diverse team and an inclusive culture are critical to the success of our firm, our investments, and our engagements with clients.

Our staff is the most valuable asset we have. The collective sum of the individual differences, life experiences, knowledge, innovation, self-expression, unique capabilities, and talent that our employees invest in their work represents a significant part of not only our culture, but our reputation and achievements as well.

We embrace and encourage diversity in background, ethnicity, color, gender identity or expression, race, culture, age, physical and mental ability, religion, sexual orientation, family or marital status, and language (amongst other characteristics that make our employees unique), as well as diversity of thought and solutions. These characteristics allow us to foster innovative perspectives that add value to our firm and investment decisions and help us to retain high-performing individuals.

Motive Partners' DEIB initiatives are applicable, but not limited, to our practices and policies that cover our internal functions, our investment processes, and our choice of corporate partners, which encourage and enforce:

- Respectful communication and cooperation between all employees
- Teamwork and employee participation, permitting the representation of all groups and employee perspectives
- Work/life balance through flexible work schedules to accommodate employees' varying needs
- Employer and employee contributions to the communities (i.e., clients, members, as well as internal and local communities) we serve to promote a greater understanding and respect for diversity
- Demonstration of and adherence to our core values; all employees of Motive Partners are expected to treat others with dignity and respect at all times

All employees are expected to exhibit conduct that reflects inclusion during work, at work functions on or off the work site (including at client or partner sites), and at all other company-sponsored and participative events. As a company, we offer a range of relevant trainings and educational opportunities to enhance knowledge across the team at all levels, including our annual Anti-harassment and Discrimination training.

Employees who believe they have been subject to, or who have witnessed or been informed of, any kind of behavior or conduct that conflicts with the company's DEIB policy or Anti-Harassment and Discrimination policy should seek assistance from a member of the Human Capital team immediately.

Any employee found to have exhibited inappropriate conduct or behavior will be subject to disciplinary action.

We strive to foster and support DEIB internally, across our investments, and in our work with external partners, through the following key workstreams:

- Recruitment and hiring
- Performance management (including promotions)
- Compensation and benefits
- Professional development and training
- Employee experience
- Community and social initiatives
- Workspaces and infrastructure
- Measuring and benchmarking DEIB data and statistics
- The employee handbook and policies
- Our approach to ESG, investment strategies, and choice architecture for partners and clients

Motive Partners has established a DEIB group that supports the company to drive positive change by promoting diversity, equity, inclusion, and belonging. They contribute to creating a more equitable and inclusive environment and fostering a culture where all individuals can thrive. The DEIB group also has sub-working groups that are responsible for various DEIB-related projects in conjunction with the Human Capital team.

We recognize that industry best practices around DEIB will continue to evolve over time. As such, we will continue to seek out the guidance of our peers and advisors to further align our efforts with those industry best practices in pursuit of a more diverse and inclusive environment for our own employees, as well as the workforce across our portfolio companies.

Policy governance

Our DEIB policy is supported by our senior management team and delivered by Human Capital team, supported by our ESG and DEIB working groups.

