

Modern
Slavery
Act
Disclosure
2018

MODERN SLAVERY ACT DISCLOSURE

Introduction

The UK Modern Slavery Act came into force in October 2015 and introduced a requirement for covered commercial organisations operating in the United Kingdom to publish a statement setting out the steps they have taken during the preceding financial year to ensure that slavery and human trafficking are not taking place in their own businesses or in any of their supply chains.

This statement constitutes the slavery and human trafficking statement for TowerBrook Capital Partners for the financial year ending 31 December 2018.

About TowerBrook

TowerBrook is an investment management firm headquartered in New York and London. Our value creation strategy aims to transform the capabilities and the prospects of the businesses in which we invest. We invest both through our Private Equity Funds and our Structured Opportunities Funds, allowing us to access a range of opportunities throughout the cycle. Our overall objective is to deliver superior, risk-adjusted returns to investors on a consistent and responsible basis. This requires a commitment to fundamental value and a highly disciplined approach to the assessment and management of our investments. We seek to make a lasting, positive contribution to the stakeholders in our business and to the communities and environments in which we operate. That means both doing the right things by investing consistently in accordance with TowerBrook values and holding ourselves and our portfolio companies accountable in how we operate.

TowerBrook carries out business in the UK through its UK based affiliate, TowerBrook Capital Partners (U.K.) LLP, which acts as a sub-advisor to affiliated funds under management in relation to private equity and structured opportunities investments in the UK and Europe. TowerBrook Capital Partners (U.K.) LLP is authorised and regulated by the UK Financial Conduct Authority, and has its principal place of business in London.

Policy Statement

TowerBrook has a zero tolerance approach to slavery and human trafficking in all forms and is committed to using best efforts to ensure that slavery and human trafficking are not taking place in any part of its business or supply chains.

We expect every member of the TowerBrook team to exemplify the highest standards of ethical conduct and to act with regard for the wellbeing, health and safety of others. We encourage and support practices at TowerBrook to ensure an engaged, healthy, safe, and productive workforce. We

remain committed to complying with applicable national and local labour laws, including those relating to slavery and human trafficking, as well as workplace health and safety laws.

We support a diverse and inclusive workforce that promotes respect, integrity and teamwork and encourages new ideas and perspectives. We aim to encourage diversity in, and the development of, our people through recruitment and retention programmes as well as through training and mentoring. We expect our partners, employees and other stakeholders to treat others fairly and without prejudice to gender, race, ethnic or national origin, socioeconomic status, immigration status, age, religion, sexual orientation or disability.

To ensure that our team members are not subject to undue influence and are treated fairly and with respect, TowerBrook has human resource policies and procedures, as well as recruitment processes, in place across its offices. TowerBrook maintains a hotline for employees to raise concerns without fear of retaliation, including concerns relating to modern slavery and human trafficking. Any such reports would then be thoroughly investigated in accordance with TowerBrook's policies and procedures.

Although our portfolio company investments do not form part of our supply chain, we operate a responsible ownership policy which requires that environmental, social and governance issues be taken into account in our investment process and ongoing ownership. We respect the human rights of those affected by our investment activities and seek to ensure that our investments do not support companies that use child or forced labour or maintain discriminatory practices. We encourage our portfolio companies to ensure their key suppliers have policies that demonstrate a commitment to respect human rights. We encourage and support practices at all of our portfolio companies to ensure a healthy, safe and productive workforce and expect all of our portfolio companies to comply with applicable national and local laws, including those relating to slavery and human trafficking, as well all workplace health and safety laws.

We ensure that the Boards and management teams of our portfolio companies are familiar with our Responsible Ownership Statement, aligned with our values and principles, and equipped to put them into practice. The 200-day Plan that we develop for each prospective portfolio company includes a relevant Responsible Ownership Policy, together with procedures to implement the policy and monitor its effectiveness.

Because of our commitment to this important issue and the limited nature of our supply chain given the nature of our business, we consider the risk of slavery or human trafficking occurring in our business or supply chain to be low.

TowerBrook's full Responsible Ownership Statement is available at <https://www.towerbrook.com/responsible-ownership/>

Training

TowerBrook is committed to delivering training for personnel on slavery and human trafficking and the implications of the Act for its business. The training will be designed to provide personnel with the knowledge to identify the risk factors around slavery and human trafficking. TowerBrook expects that this training will be provided on a periodic basis by various means, including by in-house personnel, external experts and via online training modules.

In 2019 TowerBrook will undertake the following:

- We will require that all TowerBrook personnel firmwide complete an online course on Modern Slavery. The purpose of this course is to create awareness for both TowerBrook management and employees around the concept of modern slavery and its potential impacts on organisations. The course introduces the countries, industries and types of workplaces where modern slavery risks are known to be high, as well as the legislation intended to protect individuals.
- We will provide training by a law firm to senior management of our controlled portfolio companies on modern slavery risks, with at least one member of senior management from each such portfolio company to attend.
- We will provide training to our Senior Advisory Board and Management Advisory Board members on modern slavery risks.

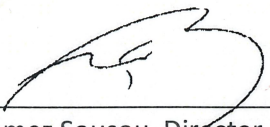
Ongoing Review

We review our policies that touch upon slavery and human trafficking on a periodic basis, and have enhanced our policies in these areas, including our whistleblowing policy. We ensure that such policies are discussed with and approved by the board of TowerBrook Capital Partners (U.K.) LLP on at least an annual basis.


We request additional representations in engagement letters to be entered into with new suppliers, advisors, consultants and other counterparties regarding compliance with applicable anti-slavery and human trafficking laws, statutes and regulations. We also conduct checks on key suppliers, advisors, consultants and other counterparties to confirm if any such person has been named on any international watch list. We will assess our business, policies and supply chain each financial year going forward.

Approval

This statement has been approved by the Board of Directors of TowerBrook Capital Partners Limited, the Managing Member of TowerBrook Capital Partners (U.K.) LLP, and is signed by:



Ramez Sousou, Director and Co-CEO



Neal, Moszkowski, Director and Co-CEO