

TOWERBROOK

# Responsible Ownership Statement

## TOWERBROOK RESPONSIBLE OWNERSHIP STATEMENT

As a purpose-driven investment firm, TowerBrook is committed to responsible ownership. Subject to the investment strategies of its funds and its fiduciary duties and applicable legal, regulatory and contractual requirements, TowerBrook seeks to integrate responsible ownership considerations into every stage of our investment process and drive the development of policies, action plans and metrics for our portfolio companies. We prioritize optimizing portfolio returns while actively seeking to manage certain systemic responsible ownership risks, including climate change, human rights and decent work, reinforcing our dedication to responsible investment practices and as part of long-term value creation and value preservation.

We work to 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 prospective portfolio companies typically includes development of relevant policies that align with our approach to responsible ownership, together with procedures to implement these policies and monitor their effectiveness.

We seek to partner with the management teams of our portfolio companies to ensure alignment on the strategy for value creation, agree on clear objectives and deliverables and set appropriate metrics to measure progress.

We describe TowerBrook's approach to responsible ownership in terms of the five Ps. Starting from a shared Purpose, we focus on People, Planet and Partnership, all of which contribute to delivering the fifth P: Performance.

We hold ourselves and our portfolio companies accountable to our investors, their beneficiaries and all our stakeholders.

### People

In addition to our commitment to comply with all applicable laws and regulations, 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 aim to support our portfolio companies to develop best practices in respect of decent working conditions, including the health, safety and wellbeing of their employees, their compensation structures and remuneration practices. We also aim to support our portfolio companies to implement policies, action plans and related procedures to identify and address material human rights risks in their activities and supply chains, including in the 200-day Plan and throughout ownership, as appropriate, in accordance with our Human Rights Policy.

We also encourage our portfolio companies to take steps to further employee engagement and to enhance the availability of opportunities for ongoing professional development in the workplace.

We believe that talented teams with varied ways of thinking make better decisions, and better decisions lead to better businesses. TowerBrook's support for equal opportunity is integral to our culture and at the core of our identity as a firm. We seek to recruit exceptional talent from a broad pool of candidates, and ensure that we are supporting, mentoring, developing and retaining highly talented people over the long term. We seek to build effective and high performing Boards and management teams with a broad range of viewpoints and competencies in the companies we control. We expect our team and our partners, their employees and other stakeholders to treat others fairly and without prejudice in respect of gender, gender identity, gender expression, race, ethnic or national origin, socioeconomic status, immigration status, status as a protected veteran, status as an individual with a disability, age, religion, sexual orientation or other applicable legally protected characteristics. We have implemented anti-harassment, equal opportunity employment, equitable remuneration, and whistleblowing and complaints policies and procedures, and where appropriate we encourage our portfolio companies to do the same.

## Planet

We believe we have a responsibility to promote effective stewardship of our planetary resources in order to protect the future. We seek to support TowerBrook portfolio companies to manage their environmental performance effectively so as to minimize the impact of their business processes on the natural environment and manage climate-related risks.

We encourage all the companies in which we invest to take a proactive approach to the management of their environmental footprint and to seize opportunities that can further the positive impact they can have on their environment.

We seek to monitor portfolio companies' contribution to climate change and management of climate-related risks in their business processes and encourage them to report on their consumption of energy, water and other resources, the use of raw materials, the impact of transport and travel, the elimination of waste and the reuse of materials where possible.

We work to ensure that we incorporate these and other environmental sustainability practices into the day-to-day activities of our firm, and we encourage our portfolio companies to do likewise.

## Partnership

We approach governance as a true partnership with the management teams to whom we entrust the direction and development of TowerBrook's portfolio companies. We aim to partner with the independent directors and Chairs of these companies in support of our responsible ownership objectives.

TowerBrook aims to put in place appropriate financing structures designed to enable our portfolio companies to meet their financial obligations, including during challenging trading conditions. This means that levels of debt will typically be set conservatively to enable companies to operate robustly, even in turbulent economic circumstances.

We require early implementation of effective and fit-for-purpose governance and reporting structures in our portfolio companies. We expect Boards to meet all regulatory and compliance requirements, including those governing privacy and data security, and to adopt and/or maintain a comprehensive Code of Conduct, as well as formal policies and processes in respect of anti-bribery, money laundering and anti-slavery regulations. We also encourage our portfolio companies to implement, enforce, and provide training on anti-harassment policies.

We seek to ensure that TowerBrook investments do not support companies that maintain discriminatory or unethical practices. We actively encourage our portfolio companies to partner with their key suppliers to ensure that they also adopt policies that demonstrate a commitment to ethical behavior and the respect of human rights.

Just as we expect our portfolio companies to rigorously manage enterprise risks, we monitor their efforts to track people, planet and partnership risks and to identify and act on linked value-creation and value-preservation opportunities.

## **Performance**

We believe that responsible policies and practices concerning people, planet and partnership can drive long-term performance improvements in our portfolio companies and help position them for sustainable growth.

## **Management of our Responsible Ownership Program**

TowerBrook's Operating Committee, composed of senior TowerBrook professionals, is tasked with the management and oversight of all aspects of responsible ownership and their integration into the strategy, activity and culture of TowerBrook in accordance with our purpose.

We seek to address conflicts of interest, including those related to responsible investment and stewardship, in a manner consistent with our responsible ownership approach. TowerBrook's policies related to addressing conflicts of interest, including in relation to political and charitable contributions and other political involvement, are included in the firm's Compliance Manual and Code of Ethics. TowerBrook considers that optimizing portfolio returns while actively managing certain systemic responsible ownership risks are aligned with long-term value creation and value preservation.

We take steps to ensure that this Statement and our corresponding practices are understood and shared across the TowerBrook team, our portfolio companies, key service providers and stakeholders. We keep this Statement, and our monitoring of the ways in which it is implemented, under continuous review.