

ENVIRONMENT, SOCIAL & GOVERNANCE POLICY

MARCH 2020

BACKGROUND

ATLAS Infrastructure (Australia) Pty Ltd ('ATLAS Aust') and ATLAS Infrastructure Partners (UK) Ltd ('ATLAS UK'), collectively 'ATLAS' have prepared this policy to set out our strategy, approach and objectives regarding the role and Environmental, Social and Governance issues in our investment and business approach.

ESG STRATEGY & OBJECTIVES

The objective of the ATLAS ESG strategy is to deliver long term sustainable investment outcomes to clients through full incorporation of ESG risks and opportunities into every stage of analysis and decision making and to use the ESG analysis to actively engage with companies to promote responsible and sustainable decision making by management.

The ATLAS ESG strategy is as follows

- Embed ESG analysis and impact measurement within both the research and portfolio construction processes of ATLAS
- Ensure that all material ESG risks and opportunities are captured and detailed within the same set of returns and risk measures used to make investment decisions
- Utilise scenario modelling to estimate and demonstrate resiliency of individual assets and portfolios under different climate transition outcomes, including a 2c or lower scenario
- Disclose performance on key ESG metrics (i.e. Scope 1 & 2 emissions) against targets for each client strategy
- Take an active approach to engagement with investment companies, including proxy voting
- Include ESG awareness, integration and risk management as part of ATLAS employee performance reviews and development plans

ESG GOVERNANCE

ESG Governance at ALTAS is the responsibility of the ATLAS board. Implementation of the ESG policy is delegated to the ATLAS Investment team and monitored by an independent Investment Governance Board (IGB). The IGB has a mandate to:

- Monitor investment performance and decisions against client targets
- Monitor portfolio risk exposures (including ESG related risks)
- Request justification or explanation where a portfolio decision does not appear consistent with the investment strategy (including ESG)
- If required, make recommendations directly to the ATLAS board regarding any changes to ATLAS Investment Decision making

ALIGNMENT WITH STEWARDSHIP CODES

ATLAS has developed its ESG policy and implementation approach utilising a number of best practice resources and policy recommendations. Our principle sources have been:

- **United Nations Principles for Responsible Investment (UN PRI)** – ATLAS is a signatory to the UN PRI and has designed our approach and systems in order to provide the recommended reporting and monitoring
- **Task Force on Climate-Related Financial Disclosure (TCFD)** – ATLAS has utilised the TCFD recommendations in designing and developing our approach to Governance, implementation and monitoring
- **Institutional Investors Group on Climate Change (IIGCC)** – ATLAS is a member of the IIGCC and continue to engage with IIGCC events and resources in order to further improve and refine our approach to implementing the TCFD recommendations

ENGAGEMENT

ATLAS believes in active management and that management engagement is core to our responsibilities as a responsible investor. The ATLAS policy on company engagement is as follows:

- ATLAS will engage actively and at all opportunities with both investee companies and potential investee companies
- All engagements should incorporate identified ESG issues and risks as part of the agenda with specific outcomes and objectives
- Key ESG issues, questions and follow ups are recorded for each company and are available to ATLAS clients as part of our portfolio reporting
- Outstanding ESG issues that are deemed critical can be escalated through the ATLAS IC and formally tracked as part of the recorded investment ‘assertions’
- For each company, monitoring of engagement progress (including ESG) is the responsibility of the relevant investment sector team, regular reviews will be undertaken through internal research meetings and through regular independent oversight (quarterly IGB review)
- All engagements undertaken by ATLAS are covered by our Material Non Public Information (MNPI) policy and require an attestation by ATLAS staff that no inside information was sought or received
- ATLAS engages directly with companies and does not rely upon 3rd party service providers for engagement. However ATLAS may make use of 3rd party providers from time to time to add to our due diligence and risk assessment
- ATLAS is able to take part in collaborative engagements provided such engagements can be shown to have a superior chance of achieving the required outcomes whilst protecting the long term interests of our investors

PROXY VOTING

The ATLAS policy to integrate and align our ESG strategy with proxy voting is as follows:

- Proxy vote recommendations are submitted to the IC by the relevant sector investment team
- Proxy vote recommendations contain a summary of ESG risks and key issues identified for that company including, where relevant, recommendations for voting on specific issues
- Final decision on proxy votes submitted by ATLAS for a portfolio holding are the responsibility of the relevant Investment Committee. The only exception is where the ATLAS segregated mandate client has requested and exercised their right to override proxy votes on shares held by their custodian
- Proxy votes are recorded and are made available to ATLAS clients as part of their reporting options
- Where ATLAS votes against company management, ATLAS will explain our decision at the next company engagement including making reference to the underlying ESG issues

ENGAGEMENT ESCALATION

ATLAS's engagement escalation process is as follows:

- All ESG issues are identified through the research due diligence process (including research meetings) outlined above and recorded in the ESG key risks and priority issues for management follow up in our meeting notes. The notes are stored in our internal research management system. The issues are also reviewed as part of the proxy voting process per above.
- In the event that either:
 - An issue has been raised with management and has not been resolved to our satisfaction; or
 - We have voted against a company sponsored shareholder resolution and the resolution has been passed with no subsequent review or amendment; or
 - The ESG issue identified relates specifically to a board level governance or strategy decisionWe have the option to escalate to a formal written communication from ATLAS Infrastructure to the board of the target company.
- These written engagements are proposed by the relevant ATLAS investment partner and reviewed through the ATLAS investment research meeting. Each written engagement is recorded in the ATLAS RMS and any subsequent follow up, including an assessment of the success of the engagement is also recorded prior to close.

CONFLICTS OF INTEREST

It is possible that ATLAS could find a conflict of interest with regards engagement or proxy voting. ATLAS has two approaches to managing conflicts of interest

- If a member of an IC has a temporary conflict of interest arising from specific client information. This situation will be managed under our Chinese walls policy under the direction of the ATLAS Chief Compliance Officer (CCO). In this circumstance that IC member will not be involved in making decisions or recommendations regarding proxy voting or engagement
- If ATLAS has a conflict of interest with respect to a security that the CCO concludes cannot be managed under the Chinese wall policy outlined above, then ATLAS will utilise 3rd party recommendations for that security until such time as the CCO concludes that the conflict situation has passed.

EXCLUSION & SCREENING POLICY

The ATLAS Universe Construction process is an active process whereby all included companies are reviewed by the ATLAS Research Meeting and deemed to be 'investable' based on their infrastructure characteristics and risk profile. Our policy for integration of ESG into this 'active screening' process is as follows:

- For a company to be part of the ATLAS investment universe it must be able deliver 'long term sustainable cashflows' in line with our investment objectives. In assessing the sustainability of cashflows, the ATLAS investment team will pay particular head to Environmental and Social risks
- For a company to be part of the ATLAS investment universe it must be analysable such that ATLAS can be confident in the cashflow forecasts. In assessing the transparency and reliability of equity cashflows, the ATLAS investment team will pay particular head to Governance & structure risks
- A record is kept of all companies that, as a result of the screening, have been excluded from the ATLAS investment universe.

DISCLAIMER

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