



Eurazeo Infrastructure Partners

Conflict of Interests Policy


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Table of contents

- I. Preamble..... 3
- II. General principles..... 3
 - 2.1 Definitions 3
 - 2.2 Scope and exclusions 4
- III. Regulatory requirements..... 4
 - 3.1 Identification of conflict of interests..... 4
 - 3.2 Procedure..... 5
 - 3.3 Disclosure to investors..... 5
 - 3.4 Conflict of interests’ register 5
- IV. Governance..... 5
- V. Prevention and Management of conflict of interests 6
 - 5.1 Separation of functions..... 6
 - 5.2 Identification of conflict of interests..... 6
 - 5.3 Conflict of interests mapping..... 7
 - 5.4 Conflict of interests ’ register..... 7
 - 5.5 Code of Ethics..... 7
 - 5.6 Staff awareness..... 7
- VI. Main conflict of interests identified 8
 - 6.1 Conflicts between funds managed by the Company and funds managed by other Eurazeo Group entities..... 8
 - 6.2 Conflicts between the portfolios managed by the Company (AIF and Managed Accounts). 8
 - 6.3 Conflicts between the Company and the Eurazeo Group 9
- VII. Internal control..... 9

I. Preamble

Eurazeo Infrastructure Partners (EIP) is a management company authorised by the *Autorité des Marchés Financiers* (AMF) to manage alternative investments funds (AIF) and discretionary portfolio mandates (hereafter the “Managed Accounts”).

A conflict of interests is defined as a conflict between the interests of EIP and those of its clients or between the interests of several clients or unitholders.

In accordance with articles 30 to 36 of the AIFM Delegated Regulation 231/2013, EIP has set up this Conflict-of-Interests Policy to establish and implement processes aiming at:

- identifying situations where potential and recognised conflict of interests may arise, entailing a material risk of damage to the AIFs’ and Managed Accounts’ interests,
- establishing appropriate procedures and processes to manage those conflicts of interests through appropriate measures,
- maintaining records of such conflicts of interests (including potential conflicts of interests).

In any potential or existing conflicts of interests, the clients and investors’ interests shall always prevail.

II. General principles

2.1 Definitions

EIP has implemented a procedure preventing or managing situations where conflicts of interests may arise (the “Conflict-of-Interests Policy”).

Conflicts of interests are defined as any situation in which, in the course of managing an AIF or a Managed Account (hereafter together referred as a “Portfolio”), the management company, or any person directly or indirectly linked by way of control to the management company:

- is likely to make a financial gain, or avoid a financial loss, at the expense of a Portfolio managed;
- has an interest in the outcome of a service or an activity provided to a Portfolio or to investors or to a client or of a transaction carried out on behalf of the AIF or a client, which is different from the Portfolio’s interest in that outcome;
- has a financial or other incentive to favor:
 - the interest of a Portfolio, a client or group of clients or another Portfolio over the interest of another Portfolio, or
 - the interest of one investor over the interest of another investor or group of investors in the same AIF;
- is in situation to allocate an investment to two or more Portfolios or clients; or,
- receives or will receive from a person other than the Portfolio or its investors an inducement in relation to collective portfolio management activities provided to the Portfolio, in the form of monies, goods or services other than the standard commission or fee for that service.

Conflicts of interests may arise between the following:

- EIP and one of its clients,
- EIP and another entity belonging to Eurazeo Group,
- The AIFs managed by EIP,
- The Managed Accounts managed by EIP,
- The AIFs and the Managed Accounts managed by EIP, and
- Two different clients of EIP or of Eurazeo group.

Several potential conflicts of interests may arise in the course of business and operations, either on a one-off basis or potentially on a more recurring basis. EIP shall identify, prevent, manage and disclose such conflicts of interests, in accordance with the applicable regulatory framework and in the best interests of the Portfolios and its clients.

Accordingly, EIP undertakes to act honestly, fairly, with due skill, care and diligence in the best interests of the Portfolios and its clients, while providing the required expertise, acting with integrity, accuracy, and diligence.

EIP is bound, for the purpose of good performance, by a certain number of obligations of diligence, loyalty and disclosure when performing transactions involving the assets of the Portfolios or when acting on markets or investment area where the Portfolios can be involved.

2.2 Scope and exclusions

The activity of EIP is focused on managing infrastructure equity for third party investors, hence for the sake of clarity EIP:

- Does not produce or publish investment research document to the public,
- Never invests for its own account,
- Never invests in derivative instruments other than currency or interest rate hedges via FX spots and FX or rate forwards,
- Does not provide financial services to M&A target portfolio companies (advice in financial engineering, industrial strategy, M&A, IPO etc.).

III. Regulatory requirements

3.1 Identification of conflict of interests

EIP shall identify all potential sources of conflict of interests in the course of its activities.

3.2 Procedure

EIP shall establish and implement an effective conflict of interests policy. This Conflict-of-interests policy shall be set out in writing and shall be appropriate to the size and organisation of EIP and the nature, scale, and complexity of its business.

The policy shall be completed with a conflict of interests mapping, the purpose of which being to identify all potential and real conflict of interests that EIP be confronted with, as well as the measures planned to avoid or limit the consequences of the conflict of interests.

3.3 Disclosure to investors

EIP shall disclose the general nature or sources of conflict of interests to the investors before investing business on their behalf.

In the event a situation of Conflict of interests arises, and in case the applicable policies and procedures are not sufficient to ensure that clients' / investors' interests are reasonably protected, EIP shall disclose the conflict of interests to the relevant clients on a durable medium.

3.4 Conflict of interests register

EIP shall keep and regularly update a record of the types of activities in which a conflict of interests entailing a material risk of damage to the interests of one or more clients has arisen or may arise.

IV. Governance

The RCCI or its delegate is responsible for the process of identification, prevention, management and monitoring of the potential and existing conflicts of interests.

Anyone within EIP who identifies a potential or existing conflict of interests in the course of its duties, shall immediately refer to the RCCI and/or the Managing Directors who shall address the issue in accordance with this policy.

The RCCI shall regularly communicate with the Managing Directors on the conflict of interests which have been identified or reported, and the RCCI will seek for advice from the Managing Directors any time the conflict of interests might induce material risk of damage to the interests of one or more AIF, investors, Managed Accounts, or clients.

An analysis of potential conflict of interests shall also be conducted by the RCCI whenever significant events occur in the life of the company (for example: change in investment policy, launch of new AIFs, change in the ownership of the portfolio management company, customer complaint, development of

new business and investment services, use of new assets or financial instruments or new types of investment strategy, relations with supervisory authorities).

The RCCI shall ensure all potential conflicts of interests are managed as soon as possible when significant events occur and actions relating to these conflicts validated within the following dedicated committees.

The *Investment Committee* shall identify and manage any conflict of interests related to investment issues (including co-investments, transfer, etc.) prior to the completion of an investment and / or reinvestment and / or divestment. In case of potential conflict of interests, the investment is subject to the consent of the Investment Committee.

V. Prevention and Management of conflict of interests

5.1 Separation of functions

The organisation of EIP enables the management company to carry out its activities by reducing the risks of conflict of interests. The main functions within EIP (Investment, RCCI, Risk, etc) are clearly split and subject to a clear reporting line. An organisation chart is maintained up-to-date at all time.

5.2 Identification of conflict of interests

5.2.1 Internal rules with respect to conflict of interests

The RCCI shall make sure that any employee receives and has access to the present Conflict of Interests Policy at any time.

Any employees shall inform the RCCI of any conflict of interests in relation to its position.

All employees shall know their commitments under the Conflict of interests policy. All employees shall comply with the measures planned and/or decided by EIP to mitigate the conflicts of interests identified.

All employees shall comply with the Conflict of interests policy.

5.2.2 Internal report of conflict of interests

Any EIP employees shall immediately report to the RCCI of any new conflict of interests that occurs (e.g. as a result of a change in assignments or activities), as well as any change in the circumstances of existing and known conflicts of interests.

5.3 Conflict of interests mapping

EIP has set up a map specifying the types of activities for which a conflict of interests is likely to occur. The Conflict-of-interests mapping is reviewed at least once a year and revised and updated when necessary.

For each potential conflict of interests, the Conflict-of-interests mapping also provides for the measures taken to avoid or manage the conflict of interests to reduce its effects.

In the context of the Eurazeo Group's participation in EIP, potential conflicts of interests have been duly identified both between EIP and Eurazeo (see below point 6.3).

5.4 Conflict of interests register

EIP shall maintain and regularly update a register recording **all potential and identified conflicts of interests** that have occurred, as well as the measures undertaken by EIP to manage and monitor them. The Conflict of interests register shall be kept up-to-date by the RCCI, including the date, the nature of the conflict of interests and the steps taken to address the conflict of interests.

5.5 Code of Ethics

EIP has implemented a *Code of Ethics* setting out internal rules related to conflict of interests, that all employees shall comply with (e.g. personal transactions, gifts and advantages, external mandates, etc).

5.6 Staff awareness

EIP's organisation is designed to avoid the occurrence of conflict of interests as much as practically possible. This is achieved by paying particular attention to the hierarchical and functional relationships between the various parties involved in the management company or by limiting the decision-making powers of certain people in specific cases of conflict of interests.

This also requires the implementation of remuneration rules, particularly variable remuneration, that comply with the provisions of the AIFM Directive. One of its objectives is to avoid conflict of interests between the personal interests of the managers and those of AIF holders.

Lastly, this also involves requirements when recruiting management company staff in terms of ethics and employee transparency, particularly regarding personal matters which could give rise to conflict of interests.

The detection of conflict of interests is the responsibility of all EIP staff. Each member of staff is made aware of the need to detect conflict of interests and must report them to the RCCI.

VI. Main conflict of interests identified

6.1 Conflicts between funds managed by the Company and funds managed by other Eurazeo Group entities

EIP does not intend to use Eurazeo Group entities to source investment opportunities. If, on an exceptional basis, EIP uses a Eurazeo group's entity, the latter will not be compensated for this activity.

Regarding co-investments, in principle EIP will not co-invest in assets with other Eurazeo companies.

In addition, a dedicated procedure has been implemented by Eurazeo Group for delimiting investment strategies within the investments teams of Eurazeo Group companies.

In the highly unlikely event that an opportunity is reviewed simultaneously by EIP and any other Eurazeo Group companies, Eurazeo Group has implemented physical, IT and procedural barriers (Chinese walls) to ensure that each of the companies concerned assesses the investment opportunity independently.

6.2 Conflicts between the portfolios managed by the Company (AIF and Managed Accounts)

If the same opportunity can be allocated to several Portfolios managed by EIP, including AIFs and Managed Accounts, EIP will make a *pro rata* allocation to the investment capacities of the different portfolios managed, and after verification of the alignment of the transaction with the investment policies of these Portfolios.

The allocation will be decided by the Investment Committee and validated by the RCCI. The allocation shall be recorded in the Investment Committee minutes.

These operations will be carried out under equivalent financial and legal conditions and at equivalent completion dates.

Investors shall be informed through the reporting process.

Transfers of holdings between Portfolios or between AIF may occur on an exceptional basis. A Valuation Committee will be held for this purpose to ensure proper valuation and protection of the interests of clients (transferors and acquirers). In addition, transfer operations will be subject to the following measures:

- EIP must solicit an independent valuation expert.
- EIP must obtain the approval of the Advisory Committees of all Portfolios involved by the majority of the members of each Advisory Committees and according to the following rule: one member = one vote; where no advisory committee exists, the approval of the clients must be obtained.
- The RCCI shall register the situation in the conflict of interests register.

In any case, particularly in the case of additional investments and transfers of holdings, EIP will comply with the provisions of the [Code of Ethics issued by France Invest](#), as required by the AMF.

Finally, investments in equity/debt or debt of different seniority level by the Portfolios managed by EIP are prohibited.

6.3 Conflicts between the Company and the Eurazeo Group

Eurazeo SE is both a shareholder of EIP and a subscriber to the AIFs managed by EIP.

To limit the risk of conflict of interests arising from this situation, the representatives of Eurazeo SE may only be members of the Company's Advisory Committee, which may not bind the Investment Committee by its opinions.

In addition, an analysis of potential conflict of interests shall be conducted by the RCCI whenever significant events occur (e.g., change in investment policy, launch of new funds, change in EIP's shareholder base, client complaint, development of new investment activities and services, use of new assets or financial instruments or new types of investment strategy, relations with the regulatory authorities).

The Investment Committee shall deal with any conflict of interests related to investment issues (allocation, inter-fund transactions, etc.) prior to making an investment and/or reinvestment and/or disinvestment. The Investment Committee shall rely on the Advisory Committees of the AIFs under management, which are consulted to give an opinion on any potential conflict of interests involving the AIF.

The Executive Committee (i.e. EIP's investment directors and the General Secretary) shall deal with any conflict of interests outside the scope of the Investment Committee (prevention of conflict of interests that may exist between the Company and other entities of the Eurazeo group, personal interest in a transaction, etc.). In this respect, the Executive Committee's decisions are binding.

It is specified, for all intents and purpose, that if any Investment Director is conflicted, he/she shall not participate in the vote of the Investment Committee on this subject.

VII. Internal control

Compliance with this policy will be controlled on an ongoing basis by the RCCI or its delegate, as applicable.

The conflict of interests process shall be subject to a second-level control performed by the RCCI at least once a year.