

QUAD-C MANAGEMENT, INC.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY

Adopted: March 2, 2017

1. STATEMENT OF PURPOSE

This policy defines Quad-C Management, Inc.'s ("Quad-C" or the "Firm") approach and procedures to incorporate environmental, social and governance ("ESG") considerations into the Firm's investment analysis and decision-making processes.

The Firm believes giving due regard to ESG considerations can reduce risk and potentially enhance the performance of the Firm's investment portfolio. The Firm also is committed to respecting the human rights of those that may be affected by its investment activities and expects its investee companies to comply with applicable national, state and local laws in the countries in which they operate, including those laws relating to the environment, labor and ethical business practices.

In developing this policy, the Firm has given consideration to the United Nations-supported Principles for Responsible Investment (attached as Appendix B), as well as other codes and standards.

This policy and its effectiveness will be periodically reviewed and this policy will be updated as determined to be appropriate.

2. SCOPE

This policy will apply to all investment opportunities considered by the Firm and the investments that the Firm makes.

3. ROLES AND RESPONSIBILITIES

ESG considerations relating to individual investments will be discussed and agreed as part of the due diligence and underwriting process.

The Firm's investment professionals will be primarily responsible for identifying ESG considerations and ensuring implementation of this policy, in collaboration with senior Firm investment and operations personnel and third party subject matter experts utilized as advisors (e.g., environmental consultants, legal counsel, etc.). Investment professionals will be instructed in the identification and management of ESG risks and opportunities and will be provided with appropriate support and assistance, including from the Firm's advisors, when needed. Best practices will be monitored on an ongoing basis and updates periodically will be provided to the Firm team members to enhance awareness of ESG considerations.

Investment professionals are expected to consult with applicable senior Firm personnel to the extent they have any questions or concerns regarding the implementation of this policy with respect to a specific investment.

This policy will be distributed to all applicable Firm investment and other personnel, as well as to appropriate personnel of companies in which the Firm invests.

4. INCORPORATION OF ESG CONSIDERATIONS INTO THE FIRM'S INVESTMENT ANALYSIS, DECISION-MAKING AND MONITORING PROCESSES

The Firm will take into account ESG considerations in the course of its due diligence and in the

monitoring of investments to the extent reasonably practical under the circumstances, subject in each case to its fiduciary duties and the provisions of the partnership agreements (including side letters) and private placement memoranda relating to its funds.

A Checklist of ESG Related Matters (the “Checklist”) is included in this policy as Appendix A. All of the items identified on the Checklist will not necessarily be taken into account in connection with each investment, and many of them are not expected to ordinarily be relevant to the industries and the types of businesses in which the Firm invests. Furthermore, additional factors not on Appendix A may be considered, as determined to be appropriate. The factors to be considered will be determined on a case-by-case basis, with regard to, among other things, the investee company’s business model, industries and geographic locations and local law and business practices. As is the Firm’s practice, relevant external resources will be utilized in due diligence and if appropriate post-deal portfolio management.

As part of due diligence and ongoing monitoring, when determined to be appropriate, the Firm and/or its advisors will review investee company, third-party and publicly available documentation and other information, undertake site visits, conduct interviews and consult other stakeholders. Additional inquiries will be made as are determined to be appropriate. As part of ongoing monitoring, information relating to ESG considerations will periodically be requested from investee companies. The Firm will adopt such other management systems and processes as it determines to be appropriate, either Firm-wide or for particular investments.

If the Firm determines that there is non-compliance with its ESG requirements, whether during the investment process or thereafter, it will work with investee company management to develop a corrective action plan and it will support and monitor the implementation of that plan.

5. ENCOURAGEMENT OF ESG CONSIDERATIONS AT INVESTEE COMPANIES

The Firm expects its investee companies to respect the human rights of those affected by their business activities and to comply with applicable national, state and local laws in the countries in which they operate, including those relating to the environment, labor and ethical business practices. Furthermore, the Firm will encourage continual improvement in ESG performance at the Firm's investee companies.

This policy will be distributed to appropriate personnel of companies in which the Firm invests. In addition, investee companies will be expected to adopt policies and procedures pertaining to ESG matters that are consistent with this policy and that are commensurate with the risks and opportunities presented by their business model, industries and geographic locations.

In cases where the Firm determines it has limited ability to conduct due diligence or to influence or monitor ESG considerations at an investee company, it may not be feasible to implement all of the elements of this policy. In those instances where the Firm believes it to be feasible, reasonable efforts nevertheless will be made to encourage investee companies to duly consider relevant ESG considerations.

6. ESG REPORTING

The Firm will seek to be transparent in its approach to incorporating ESG considerations and will periodically report on its activities and progress. The Firm intends to report at the Firm level on an

annual basis. Reporting may be in writing or verbal or a combination of both. Qualitative and/or quantitative information will be reported.

Quad-C Management, Inc.
Checklist of ESG Related Matters—Portfolio Companies

Environmental—Deal team, environmental advisors and legal counsel

1. Compliance with applicable federal and local laws and regulations.
2. Existing environmental conditions (discharges, spills, emissions) evaluated and action plan for resolution developed and monitored if applicable.
3. Assess company's practices regarding water and waste management and the impact on the environment.
4. Assess if company's practices relating to emissions are environmentally responsible.
5. Assess opportunities to incorporate recycled materials into processes.
6. Assess energy efficiency of operations and if there are opportunities for improvement.

Employees—Deal team, benefits/insurance advisors and legal counsel; in certain cases environmental advisors will handle OSHA review

1. Compliance with federal and local labor and employment related laws (eg, wage and hour, workplace safety, child labor, health and welfare benefits, retirement plans, anti-discrimination, etc.).
2. Review of workplace safety to include workers compensation review (e.g., relative mod rate, OSHA reportables) and OSHA (or local equivalent) compliance.
3. Review and evaluate history of workplace lawsuits and complaints, e.g. harassment, discrimination, unfair practices, etc.
4. Assess labor management relations and identify risks and opportunities.

Governance—Deal team, accounting/tax advisors, insurance advisors, legal counsel

1. Perform accounting and tax review for compliance with standards and laws; use of independent auditors after ownership required.
2. Assess compliance with ethics and corruption laws, including the FCPA.
3. Evaluate culture of ethical behavior and compliance at the company.
4. Board control required to rest with the Firm, but consider outside directors when appropriate.
5. Audit Committee at board (comprised of non-management directors) should have an annual meeting or conversation with the independent accounting firm to review their findings.
6. Evaluate company's risk management program and identify areas for improvement.
7. Executive remuneration program (including stock incentives) should align interests with shareholders without rewarding excessively risky or conservative behavior.
8. Evaluate/implement succession planning.
9. Consider separation of Chairman and CEO functions.

Other—Deal team, IT advisors, legal counsel

1. Evaluate data security/protection and cybersecurity matters; strengthen controls when required.

2. Evaluate product safety and product liability (and professional liability where applicable) issues.
3. Assess supply chain issues, including how management determines whether suppliers are compliant with laws and regulations .

UN PRINCIPLES FOR RESPONSIBLE INVESTING

PRINCIPLE 1

WE WILL INCORPORATE ESG ISSUES INTO INVESTMENT ANALYSIS AND DECISION-MAKING PROCESSES.

PRINCIPLE 2

WE WILL BE ACTIVE OWNERS AND INCORPORATE ESG ISSUES INTO OUR OWNERSHIP POLICIES AND PRACTICES.

PRINCIPLE 3

WE WILL SEEK APPROPRIATE DISCLOSURE ON ESG ISSUES BY THE ENTITIES IN WHICH WE INVEST.

PRINCIPLE 4

WE WILL PROMOTE ACCEPTANCE AND IMPLEMENTATION OF THE PRINCIPLES WITHIN THE INVESTMENT INDUSTRY.

PRINCIPLE 5

WE WILL WORK TOGETHER TO ENHANCE OUR EFFECTIVENESS IN IMPLEMENTING THE PRINCIPLES.

PRINCIPLE 6

WE WILL EACH REPORT ON OUR ACTIVITIES AND PROGRESS TOWARDS IMPLEMENTING THE PRINCIPLES.
