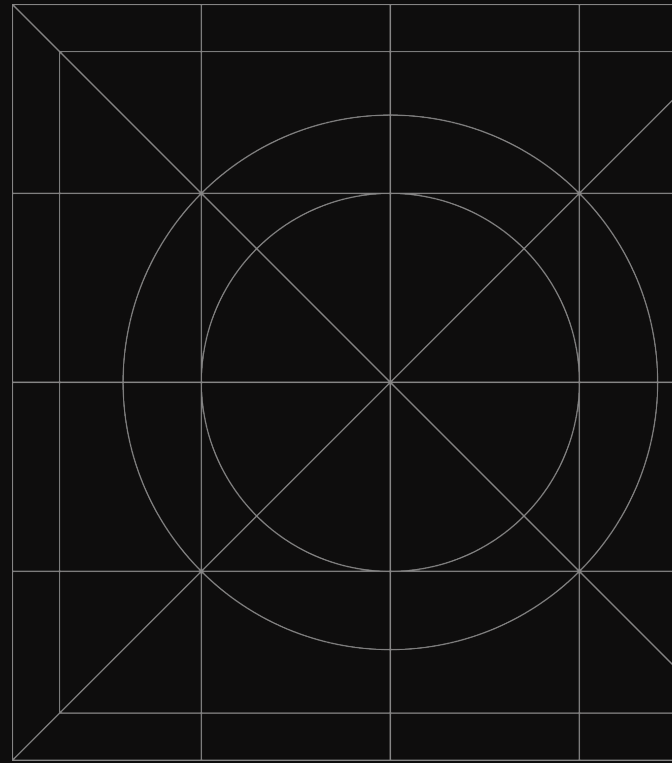


**MOTIVE** PARTNERS

# Motive Partners ESG Policy

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# 1. Background and purpose

Motive Partners (“we” or “the Firm”) is a specialist private equity firm that focuses on control-oriented growth equity and buyout investments in software and information services companies that serve the financial services industry (“financial technology”) and are primarily focused on five core subsectors: banking and payments, capital markets, data and analytics, investment management, and insurance. Motive represents a tightly-knit team across New York and London with extensive **investment, operating and innovating** experience in financial technology. The holistic combination of these three capabilities provides the Firm with a differentiated competitive advantage across the investment life cycle, positioning Motive as the partner-of-choice to founders, management teams and vendors of target portfolio companies and their customers alike.

Motive approaches each investment opportunity by ensuring close collaboration between these three core capabilities that underpin the Motive platform: Investing (Motive Investment Team), Operating (Motive Industry Partners) and Innovating (Motive Create Team). The Firm’s integrated platform promotes innovation and transformation that creates value rapidly and sustainably and supports the long-term growth of our portfolio companies. Managing businesses responsibly is key to remaining a partner-of-choice and generating long-term value.

As part of these beliefs, the Firm and our investors actively consider operational environmental, social, and governance (ESG) factors to mitigate risk and create value. We believe this is in line with our fiduciary duties to provide risk-adjusted returns.

To operationalize these beliefs, we will conduct rigorous ESG due diligence on all platform investments, and transformational add-ons, prior to close. ESG due diligence will be bespoke to the target and will consider its operating model and unique position within an industry. Our ESG program considers elements of industry frameworks, including the United Nations Principles for Responsible Investment, but is focused on being the best-in-class solution and has been adapted to our unique model.

## 2. ESG integration in action

### Investment and portfolio company management

We will conduct formal ESG due diligence on all platform and transformational investments with the goal of identifying material ESG risks and opportunities. We, as appropriate and necessary, will rely on the advice and expertise of a third-party ESG advisor. ESG findings and recommendations will be included as part of investment committee materials and discussed prior to close. If an investment is successful, the same ESG diligence will be included in post-closing value creation plans. We will progress against these initiatives annually within each portfolio company for Motive Capital Fund 2 ("MCF2") going forward.

Each of the Firm's employees is responsible for implementing the principles and practices laid out in this policy. Programmatically, Head of Business Development is responsible for overseeing the implementation of this policy and will be responsible for the current and future state of ESG at Motive. Motive's Investing, Operating, and Innovating platform allows the Firm to consider and address ESG risks and opportunities throughout the investing lifecycle. Our investment professionals will review ESG recommendations created during formal ESG diligence and during annual ESG monitoring. Motive Industry Partners will address ESG recommendations as part of operating investments and the Motive Create team will innovate to implement ESG recommendations. Motive will also engage third-party consultants, as necessary, to assist with implementation of ESG recommendations.

### Firm-wide ESG management

The Firm's internal operations are subject to many of the same ESG risks and opportunities as our potential investments, including data privacy and security, ethics and compliance, social and labor conditions, and diversity and equal employment opportunity. Just as we work with our portfolio companies to manage ESG risks and opportunities, we incorporate ESG considerations into our daily operations.

**Data Privacy and Security:** As part of the investment evaluation and portfolio company management process, we collect sensitive portfolio company and Limited Partner data. To protect this data, we maintain a data privacy and security program, which we communicate to stakeholders, including Limited Partners.

**Ethics and Compliance:** Motive's compliance is governed by a Chief Compliance Officer and Conflicts Committee, who ensure we maintain high standards of conduct and prevent or mitigate conflicts of interest with our employees, our investment teams, our Motive Industry Partners, and our Motive Create team. In addition, the compliance function supports the internal and external compliance teams including ACA and Gibson Dunn. We maintain a standalone Compliance Manual and Code of Ethics, which sets standards for employee behavior and processes for overseeing the Firm's activities.

**Diversity, Equity, and Inclusion:** We work to foster a diverse and inclusive workplace internally, as research has shown that greater diversity leads to a positive impact on financial performance.

## Issues considered in ESG diligence and ownership

The formal ESG due diligence we conduct will consider material ESG risks and opportunities based on potential investments' unique operations. Risks identified during investing are then managed and mitigated by the Portfolio Companies and supported by Motive's operating and innovating workstreams driven by Motive Industry Partners and Motive Create. Below is a non-exhaustive list of material ESG risks for the information services industry, which are subject to evolution based on emerging best practices.

- **Data Privacy and Security:** Fulfilling the duties of a trusted data custodian by safeguarding sensitive data to prevent the exploitation of consumer personal information and proprietary portfolio company/customer information by malicious actors; supporting the privacy of all data stakeholders' information and communicating the portfolio company's data stewardship commitments to these stakeholders on an ongoing and evolving basis
- **Diversity and Equal Employment Opportunity:** Promoting diverse perspectives to sustain an innovation-based competitive advantage; protecting employees from discrimination and harassment in the workforce to maintain a reputation as a top employer. Actively promoting representation in typically male-dominated roles and encouraging creating an inclusive company culture
- **Social and Labor Conditions:** Supporting fair working conditions and refining the employee value proposition to attract top talent, engaging a workforce of in-demand technology roles, improve employee retention capacity, and bolstering skillsets among the existing workforce as a matter of promoting employee well-being
- **Ethics and Compliance:** Conducting business ethically and in compliance with local laws and regulations. Setting standards and providing guidance to employees and affiliated third parties to prevent conflicts of interest and encourage ethical behavior
- **Anti-Bribery and Corruption:** Maintaining visibility into international operations to prevent bribery and corruption. Conducting appropriate due diligence on customers and third parties internationally, preventing money laundering, and investigating complaints or concerns of bribery and corruption

### 3. Motive Partners diversity, equity, and inclusion policy

#### Our overarching ambition

**To create, nurture, and sustain a diverse and inclusive work environment, where employees from all backgrounds are valued and developed. We firmly believe that a diverse team and enriched environment will enable us to better serve our investors, portfolio firms, employees, and community.**

Motive Partners is committed to fostering, cultivating, and enhancing a work culture of diversity, equity, and inclusion. We believe that a diverse team and an inclusive culture are critical to the success of our firm, our investments, and our engagements with clients.

Our staff is the most valuable asset we have. The collective sum of the individual differences, life experiences, knowledge, innovation, self-expression, unique capabilities, and talent that our employees invest in their work represents a significant part of not only our culture, but our reputation and achievements as well.

We embrace and encourage diversity in background, ethnicity, color, gender identity or expression, race, culture, age, physical and mental ability, religion, sexual orientation, family or marital status, language (amongst other characteristics that make our employees unique), as well as diversity of thought and solutions. These characteristics allow us to foster innovative perspectives that add value to our firm and investment decisions and help us to retain high-performing individuals.

Motive Partners' DE&I initiatives are applicable, but not limited, to our practices and policies that cover our internal functions, our investment processes, and our choice of corporate partners, which encourage and enforce:

- Respectful communication and cooperation between all employees
- Teamwork and employee participation, permitting the representation of all groups and employee perspective
- Work/life balance through flexible work schedules to accommodate employees' varying needs
- Employer and employee contributions to the communities (i.e., clients, members, as well as internal and local communities) we serve to promote a greater understanding and respect for diversity
- Demonstration of and adherence to our core values. All employees of Motive Partners are expected to treat others with dignity and respect at all times.

All employees are expected to exhibit conduct that reflects inclusion during work, at work functions on or off the work site (including at client or partner sites), and at all other company-sponsored and participative events. As a company, we offer a range of relevant trainings and educational opportunities to enhance knowledge across the team at all levels.

Any employee found to have exhibited inappropriate conduct or behaviour against others may be subject to disciplinary action.

Employees who believe they have been subject to, or who have witnessed or indirectly been informed of any kind of discrimination that conflicts with the company's DE&I policy and initiatives, should seek assistance from their manager / people lead or the People Team in the first instance.

We strive to foster and support DE&I internally, across our investments, and in our work with external partners, through the following key workstreams:

- Recruitment and hiring
- Performance management
- Compensation (including promotions) and benefits
- Professional development and training
- Employee experience
- Community and social initiatives
- Workspaces and infrastructure
- Measuring and benchmarking DE&I data and statistics
- The company handbook and policies
- Our approach to ESG, investment strategies, and choice architecture for partners and clients

We recognize that industry best practices around DE&I will continue to evolve over time. As such, we will continue to seek out the guidance of our peers and advisors to further align our efforts with those industry best practices in pursuit of a more diverse and inclusive environment for our own employees, as well as the workforce across our portfolio companies.

## **Policy governance**

Our DE&I policy is supported by our senior management team and delivered by our DE&I Committee, which is overseen by our ESG Task Force.

