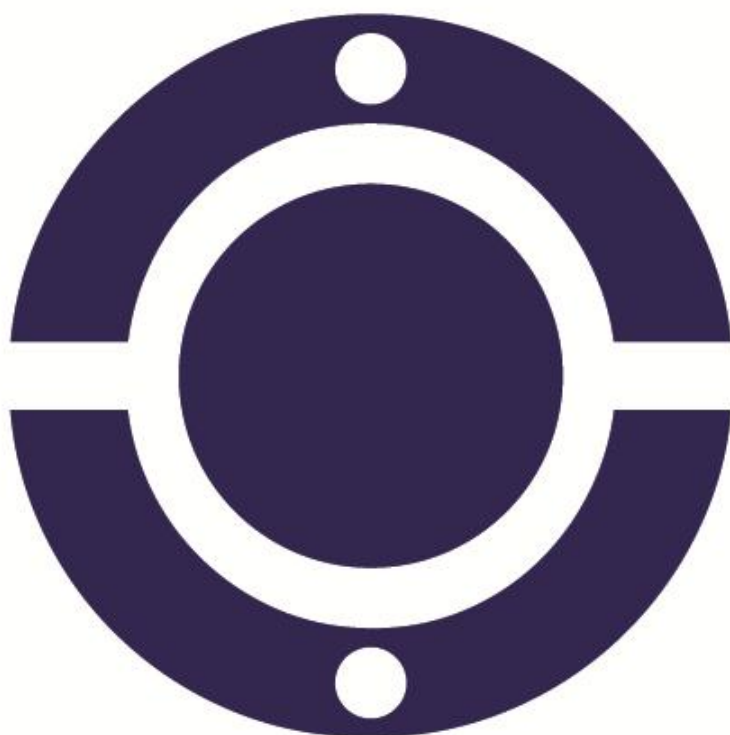


RS Fund Manager Limited

Sustainable Investment Policy

November 2025



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1 Background and Purpose

RS Fund Manager Limited (“RoundShield”) is a European asset-backed special opportunities and distressed investment firm. RoundShield’s investment approach focuses on capital preservation and is opportunistic and fundamentally driven by the orderly liquidation value of the underlying assets.

This Policy document sets out RoundShield’s approach to managing sustainability (i.e., environmental, social and corporate governance) issues and our broader responsible investment approach. It includes the principles to which RoundShield aspires and the procedures established to integrate these principles into investment activities.

The Sustainable Investment Policy covers all funds which RoundShield advises and all investment activities across the deal cycle. All RoundShield staff are required to adhere to the Sustainable Investment Policy, with the implementation of this policy being a factor that impacts employee appraisals and remuneration decisions.

Aside from our investment activities, RoundShield also recognises the importance of Corporate Sustainability at the entity level, which is the way in which companies regulate themselves to ensure business activities are conducted in an ethical manner. For further information, our Corporate Sustainability Policy is available separately.

2 Review of Policy

This Policy is reviewed on an annual basis by the Sustainability Committee (“Committee”) of RoundShield Partners LLP, advisor to RS Fund Manager Limited, and approved by the Board of RS Fund Manager Limited. RoundShield periodically updates this policy to reflect any enhancements in our responsible investment practices.

RoundShield has also engaged NorthPeak Advisory, a specialist responsible investment and corporate sustainability advisory firm, to support the advancement of RoundShield’s internal sustainability capabilities, as well as the implementation of the Sustainable Investment Policy.

3 Sustainability Committee

RS Fund Manager Limited Board has ultimate oversight over RoundShield’s responsible investment processes. However, day-to-day oversight has been delegated to RoundShield’s Sustainability Committee, who report to the Board. The Committee is primarily responsible for overseeing the implementation of our responsible investment framework, which promotes the recognition and integration of material sustainability factors within RoundShield’s investment process.

The Committee is comprised of Jonas Hybinette (Partner at RoundShield Partners LLP), Marta Bishop (Legal), Maud Kerdelhue (Head of Risk), Nilesh Patel (Head of Portfolio Management), Hayley Stewart (Investor Relations), Matt Talbot (Head of Compliance), Christoph Wagner (Managing Director, Investments) and Charlotte Whelan (Human Resources). The Committee meets at least twice a year, unless otherwise agreed by the Committee.

The Committee’s responsibilities are as follows:

- Guide and review the formulation of RoundShield’s sustainability-related policies and strategies to ensure that they are in line with the needs of the Firm and comply with applicable legal and regulatory requirements.
- Oversee RoundShield’s management of Diversity & Inclusion (“D&I”), and climate change-related risks and opportunities.
- Review RoundShield’s annual Sustainability Report and other sustainability-related disclosures.
- Identify and monitor sustainability risks related to RoundShield and assess the impact of such risks on the Firm.
- Ensure all RoundShield staff receive appropriate training on sustainability-related matters.
- Ensure the Investment Team follows the Sustainable Investment Policy when carrying out their investment activities.
- Promote best practices to external stakeholders.

4 Responsible Investment Philosophy

Investing responsibly is one of the key considerations of the investment process at RoundShield. Material sustainability factors are integral for identifying the most attractive investment opportunities as well as for monitoring our investments in the most comprehensive way possible. Financially material sustainability factors can directly have an impact on the borrower's financial performance or ability to meet its financial obligations, and therefore can affect the investment's risk and performance. In accordance with our fiduciary duty, to act in the best interests of our clients, RoundShield considers sustainability factors as relevant components of value creation and risk management.

Consequently, we work hard towards encouraging responsibility and consideration of sustainability factors with all our borrowers ("counterparties", "companies", "investees"). We look to promote characteristics, including environmental and social characteristics, that will be beneficial to our borrowers, as we believe that the widespread acceptance of responsible investment principles has a positive, long-term impact on investment returns. Furthermore, RoundShield recognises good governance is the foundation for all borrower activities, and assesses governance practices as part of every investment opportunity.

Within our debt positions, RoundShield may have limited means with which to exert influence, and our responsible investment approach is adapted to this context. Throughout the investment period we monitor the borrower's performance against sustainability indicators and engage with borrowers and counterparties to help them improve disclosures and performance over time.

In line with our commitment to investing responsibly RoundShield (as RS Fund Manager Limited) became a signatory of the UN-supported Principles for Responsible Investment ("PRI") in September 2021. As such we are committed to implementing the following six principles.

- **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.

5 Approach to Responsible Investment

RoundShield recognises that sustainability issues can directly impact investment risk and performance. Accordingly, RoundShield has created a Responsible Investment Framework to structure the integration of material sustainability-related information throughout the investment process, from pre-investment due diligence to post-investment monitoring and investment exit. At the core of our approach is financial materiality, and it is through this lens in which we analyse sustainability factors for each investment opportunity.

Environment

RoundShield seeks to consider, minimise and manage key environmental impacts of its investments. Compliance with the appropriate regulatory framework is an essential requirement, and RoundShield expects all its investments and counterparties to have the appropriate monitoring systems in place to ensure all current regulatory requirements are met.

RoundShield and its counterparties considers operational actions that may be taken to minimise environmental impact of activity, with respect to energy and water consumption as well as waste management.

People

Where relevant to investments, RoundShield expects counterparties to meet industry levels and best practice in people management and benchmark themselves against peers with respect to:

- Health and safety in the workplace;
- Promotion of a diverse workforce; and
- Equality across all employees.

Business Ethics

At all times, RoundShield expects honest and transparent actions. We expect counterparties and parties related to our investments to:

- Maintain high standards of business integrity at all times;
- Have a clear anti-corruption and anti-bribery policy, supported by appropriate levels of compliance monitoring; and
- Understand the key risks associated with business partner's labour practices and environmental impacts.

Governance

RoundShield ensures at all levels there are regular, structured board meetings with supporting documentation, regular strategic planning, and a clear focus on the opportunities and operational improvements that drive value. In addition, RoundShield focuses on the implementation of rigorous risk controls throughout any investment or related business.

Community

RoundShield and its counterparties consider positive community engagement including, co-ordination with charities, non-profit organisations and community initiatives.

The above aspects are likely to vary in relevance depending on the investee's business activities, size, and the markets in which RoundShield operates. RoundShield therefore applies these on a case-by-case basis to ensure it manages material sustainability issues.

Investment Process Overview

RoundShield's responsible investment process comprises of the following elements:

Pre-Investment		Post Investment		
Exclusions: The Investment Team screens all potential investments to ensure compliance with RoundShield's exclusion criteria.	Integration: The Investment Team analyses the exposure and management of material sustainability issues through a formal due diligence process. The analysis is embedded in the deal documentation and is approved by the Investment Committee. Any sustainability topics identified will be included in the post-investment monitoring.	Monitoring and Engagement: The Investment Team engages with the borrower and stakeholders on the sustainability issues. Where appropriate, the team will create an improvement plan.	Reporting: RoundShield reports on any sustainability updates and asks the borrower to complete a sustainability questionnaire annually.	Investment Exit: RoundShield takes sustainability considerations into account when evaluating refinancing options and during the close out process.
Pre-Investment Report	Investment Memo	Deal Documentation	Questionnaire	Reporting

Exclusions

As part of RoundShield's consideration of a potential investment or strategy, the Investment Team determines whether the potential borrower:

- Engages in illegal activity including human rights violations;
- Produces tobacco and tobacco-related products;
- Engages in the production, financing or distribution of pornographic material;
- Finances the production of and trade in weapons and ammunition of any kind; and
- Derives more than 10% of its revenues from the extraction of fossil fuels.

The Investment Team considers the investment or strategy's alignment to RoundShield's values and principles. If any potential borrowers are found to be in conflict with the restrictions above, RoundShield will not proceed with the investment. The scope of RoundShield's exclusions applies solely to the potential borrower and does not extend to activities undertaken within, or by entities associated with, any underlying assets being financed or held as collateral in connection with the investment.

RoundShield monitors investments in line with our exclusion criteria, whilst borrowers are required to annually attest that they are not in breach of this criteria. Given the illiquidity of RoundShield's asset class, it is not possible nor feasible for the Firm to immediately exit the investment, should a borrower be found to have breached RoundShield's exclusions. However, if RoundShield becomes aware that a previously approved borrower moves into an excluded activity, the deal will be closely monitored by the Sustainability Committee and Investment Team. The Investment Team will communicate with the borrower to understand further details of the activity, whilst also working with the borrower to ensure their activity remains in line with RoundShield's exclusion criteria.

Should the borrower's activity remain problematic, RoundShield will not refinance the deal.

Integration

When a specific investment opportunity has been identified as having not breached RoundShield's exclusion criteria, the Investment Team profiles the opportunity on its sustainability risks and opportunities, depending on its business activities, size, and location, and site visits are carried out as appropriate.

Due Diligence

RoundShield has created a proprietary **Pre-Investment Report**, which the Investment Team uses to evaluate each potential investment on material sustainability characteristics. The purpose of the report is to identify any sustainability issues that the company is exposed to, and to assess how well it is managing that exposure. RoundShield's framework for assessing materiality is founded on work by the Sustainability Accounting Standards Board (SASB) and MSCI and is tailored to fit with the nature of investments that RoundShield conducts.

The foundation for any investment is the presence of good governance, and the Investment Team assesses the governance practices, frameworks and policies of the borrowers in order to confirm their governance approach is in line with RoundShield's expectations.

The Investment Team tailors the scope of the diligence, with respect to the sustainability opportunities and risks, to appropriately fit the specific investment opportunity. Specifically, the following environmental and social characteristics may be assessed depending on their perceived materiality for an investment opportunity:

Environmental

- Carbon Emissions
- Climate Change Vulnerability
- Financing Environmental Impact
- Product Carbon Footprint
- Biodiversity
- Raw Material Sourcing
- Water Stress

- Electronic Waste
- Packaging Materials & Waste
- Toxic Emissions & Waste
- Opportunities in Clean Technology
- Opportunities in Green Buildings
- Opportunities in Renewable Energy

Social

- Health & Safety
- Human Capital Development
- Labour Management
- Supply Chain Labour Standards
- Chemical Safety
- Consumer Financial Protection
- Insuring Health & Demographic Risk
- Privacy & Data Security
- Product Safety & Quality
- Responsible Investment
- Community Relations
- Controversial Sourcing
- Access to Communications
- Access to Finance
- Access to Health Care
- Opportunities in Nutrition & Health

Additionally, all potential investments that reach the integration stage of the Pre-Investment Report are issued a sustainability questionnaire as part of the due diligence process.

Where necessary, such as in the case of further environmental diligence on a specific real estate asset, the Investment Team engages a specialist firm to conduct this due diligence.

Climate Change Due Diligence

In addition to identifying the exposure and management of financially material sustainability issues, the Investment Team assesses climate change risks and opportunities for all investments, irrespective of the type of business. This reflects RoundShield's belief that climate change is a systemic sustainability issue that has the potential to materially impact all investments within our funds. The climate change assessment looks at how the company has positioned itself relative to both transition and physical risks, as well as mitigation and adaptation driven climate opportunities, as defined by the Taskforce on Climate-Related Financial Disclosures ("TCFD"). Furthermore, for investments in companies that develop and operate real estate assets, or whereby the collateral of a particular deal rests upon the value of a singular or multiple real estate assets, a real estate focused climate assessment is also completed. This assessment looks at real estate asset specific climate change factors such as GHG emissions, energy efficiency ratings, green building certifications and exposure to localised physical risks.

RoundShield does not have a formal net-zero target. However, through our post-investment engagement process, the Firm encourages borrowers to enhance their management of climate-related risks, which includes the measurement and reduction of GHG emissions. RoundShield believes this approach is appropriate in the context of its investment strategy.

Human Rights Due Diligence

RoundShield also assesses the human rights implications of all investments, again viewing this as a systemic sustainability issue, which aside from its ethical importance, presents genuine reputational, operational and financially material risks. Given RoundShield's exclusive geographic focus on Western Europe, concentrated portfolio and the fact that most borrowers are involved in real estate-related activities, RoundShield's assessment of human rights follows a bottom-up, company specific approach, rather than a top-down approach driven by portfolio, geographic or sector exposure. RoundShield's assessment focuses on understanding whether there are any stakeholder groups whose human rights may be potentially impacted by the borrowers' activities, products or services. These stakeholder groups include the internal workforce, suppliers, local communities, third-party contractors, and real estate tenants. All borrowers undergo an initial human rights assessment to understand the risk level associated with these stakeholder groups. If the initial assessment indicates potential risks for any one of the stakeholder groups, RoundShield conducts an enhanced assessment, where more detailed questions will clarify the nature and extent of the risks.

SFDR Article 8 Alignment

Additionally, RS Fund V ("Fund V") discloses under Article 8 of the EU Sustainable Finance Disclosure Regulation, meaning it endeavours to promote a mixture of environmental and social characteristics throughout its investments. Therefore, as part of the due diligence for investments in Fund V, the Investment Team also determines which characteristics to promote and how they are promoted by the Fund.

Investment Committee Approval

The outcome of this due diligence process is a summary of the investee's sustainability profile, the identification of any potential implications for investment performance, and an understanding of the relevant KPIs that will be used to monitor sustainability performance and improvements during the ownership phase. The information gathered in the Pre-Investment Report is included in the investment memo.

The full investment memo, including the outcome of the sustainability assessment is presented by the Investment Team for approval. The Investment Team is required to highlight any sustainability concerns to the Investment Committee, who determine the appropriate course of action.

Deal Documentation

RoundShield ensures that every Investment Committee Memo includes a section on sustainability, summarising findings in the pre-investment report. RoundShield also adds sustainability-related requirements in all contractual obligations. This stipulates that borrowers must have a Sustainability Policy, provide sustainability training to relevant individuals, complete RoundShield's annual Sustainability Questionnaire, and disclose additional details related to D&I, Workplace Accident Prevention policies, and materiality assessments. Climate change is also addressed by requiring the disclosure of GHG emissions metrics, and EPC ratings where applicable.

The purpose of these requirements is to support the borrower with improving its disclosure of sustainability-related data. RoundShield reserves the right to enforce these covenants by issuing breach notices, and does so only in circumstances where disclosure has been continually lacking and there is little willingness from the borrower to engage with RoundShield on enhancing their disclosures.

Post-Investment

Following completion of an investment, RoundShield monitors the sustainability issues that have been identified in the pre-investment due diligence process. Which sustainability issues are financially material for a borrower can change over time, and it is important to continually monitor exposure and track how resilient the company is to evolving sustainability issues. RoundShield ensures that the post-investment process considers sustainability value creation and value protection opportunities, arising from pre-investment due diligence and post-investment engagement activities.

Monitoring and Engagement

Shortly after completing an investment, the Investment Team validates the sustainability risks and opportunities uncovered as part of pre-investment due diligence. The Investment Team holds early discussions with key stakeholders, including the management team (if applicable), with the focus being on potential routes to implement sustainability initiatives and investment committee recommendations. The Investment Team also seeks to quantify the costs and benefits of such actions, and the return implications on investments.

RoundShield proactively monitors the investee's exposure to sustainability risks and opportunities throughout the investment lifecycle. The Investment Team requires borrowers to report on the sustainability KPIs defined as part of the due diligence and implementation process. The information is gathered and tracked in an annual Sustainability Questionnaire, hosted by a third-party data management platform. Following the communication and review of the sustainability issues as part of the reporting process to the Investment Team, RoundShield actively takes steps to promote, improve and progress the sustainability actions of borrowers where necessary. RoundShield is committed to continually improving the quality and consistency of sustainability data collected from borrowers.

As RoundShield is usually the sole lender to investee companies, the Firm has not established a systematic approach towards collaborative stewardship efforts. However, where feasible and additive, RoundShield will prioritise collaborative engagements, whether it be with other lenders, equity sponsors as well as the wider investment community.

Borrower Improvement Plans

As RoundShield is primarily a provider of debt, there are limitations to the degree in which the Firm is able to engage with borrowers, especially compared to those equity holders. However, RoundShield recognises the importance of ongoing engagement with our counterparties, and an integral aspect of the Firm's responsible investment process is the creation and distribution of Borrower Improvement Plans ("BIPs"). BIPs provide practical guidance for counterparties on how to begin measuring and managing relevant sustainability factors. The plans are created based off analysing each borrowers' response to the annual Sustainability Questionnaire, identifying gaps in their performance, and are intended to assist borrowers in strengthening their management of material sustainability factors and improving disclosure capabilities.

RoundShield develops both generic and tailored improvement plans. Generic improvement plans focus on topics RoundShield deems to be relevant across the entire portfolio, whilst tailored plans cover counterparty-specific sustainability risks and opportunities.

Proxy Voting

Given the majority of investments are focused on credit opportunities, there is limited scope to participate in proxy voting. However, in cases of restructuring where RoundShield becomes a shareholder and is able to vote, the Investment Team assesses the financial implications of the vote and evaluate the alignment with RoundShield's responsible investment beliefs and fiduciary duty.

Reporting

RoundShield has multiple sustainability-related reporting obligations, which are either entity or fund specific.

At the entity level, RoundShield provides an annual Sustainability Report, which is aligned with internationally recognised sustainability reporting frameworks, such as the Taskforce for Climate-related Disclosures ("TCFD") / IFRS S2. RoundShield also reports against the PRI's reporting framework, thereby meeting one of the PRI's six principles.

At the fund level, Fund V discloses against GRESB's Real Estate Benchmark and GRESB Lender Benchmark. Fund V only reports under the "Management" component of GRESB's Real Estate Benchmark, reflecting the framework's focus on investors that directly own real estate assets, as opposed to those who provide private credit solutions to real estate developers and operators. Furthermore, Fund V discloses under Article 8 of the EU Sustainable Finance Disclosure Regulation ("SFDR"), providing disclosures and reporting in line with the regulation.

RoundShield's latest Sustainability Report is publicly available, whilst PRI, GRESB and SFDR Article 8 reporting is available to clients upon request.

Investment exit

When nearing the maturity of an investment, RoundShield considers a review, if necessary, of any material sustainability-related concerns, which can be identified prior to exit. The Investment Team reviews the original due diligence reports to establish a baseline for performance on material sustainability issues, against which the current performance of the investment is compared. The Investment Team identifies the necessary action to take with respect to sustainability issues as part of the overall investment exit process.

6 Sustainability Objectives

RoundShield assesses climate change risks and opportunities for all investments and engages with companies to support improvements on how material sustainability issues are managed, through establishing sustainability KPIs and BIPs, during the post-investment monitoring phase. However, given the Firm's interpretation of fiduciary duty, as discussed in the "Responsible Investment Philosophy" section of this Policy, no funds currently aim to meet or measure any pre-defined sustainability objectives or outcomes nor does RoundShield have any "impact"-related investment mandates. RoundShield recognises the increasing demand for such investments and keeps its position on the consideration of sustainability outcomes under ongoing review.

7 Advocacy

RoundShield seeks to promote the acceptance and implementation of responsible investment principles with counterparties within its investment portfolio and other industry participants. RoundShield is a signatory to the PRI and is committed to implementing its six Principles. RoundShield is also a member of GRESB and the GRESB Real Estate Lender Roundtable, a collaborative effort to advance sustainability practices and enhance sustainability integration in the real estate debt industry.

RoundShield seeks to identify opportunities for direct engagement with policy makers and regulators on relevant sustainability topics, whilst RoundShield indirectly engages with such stakeholders through its specialist sustainability advisory firm.

8 Conflicts of interest

The Firm identifies and documents the key conflicts and potential conflicts it faces in the day-to-day business in the Conflicts Inventory. The Firm will periodically review the inventory and update it whenever a new conflict is identified. The Firm's Conflicts Inventory also summarises the means by which it arranges the conflict. The conflict policy and inventory is made available to all Personnel to ensure that they are aware of how the Firm deals with relevant conflicts.

The Firm has implemented a number of procedures and controls to detect conflict situations as they arise and the Principals will update the Conflicts Inventory accordingly. Once conflicts have been identified, further procedures and controls monitor the effectiveness of the management arrangements of such conflicts.

In addition, the Firm's Compliance Monitoring Programme incorporates a certain number of specific tests which are aimed at reviewing the Firm's performance in the management of conflicts that it has identified.

9 Training

RoundShield actively seeks training opportunities to improve internal capabilities and ensure consistent implementation of our responsible investment process. RoundShield provides sustainability training on an annual basis, whilst also providing ad hoc training when a specific need is identified. When identifying training opportunities, RoundShield ensures that factors such as regulation, business needs, and individual requirements are taken into consideration. All Investment and Asset Management Team members have been trained on the fundamentals of responsible investment and RoundShield's responsible investment approach.