Disclosure Statement

Operating Principles for Impact Management

Denham International Power Fund (SIF I)

Date: 15 June 2023

The Denham International Power Fund (“SIF I”) is a signatory of the Operating Principles for Impact Management (“the Impact Principles”). This Disclosure Statement serves to fulfil SIF I obligations pursuant to Principle 9 of the Impact Principles.

This Disclosure Statement affirms that SIF I investments including (a) impact management systems; and (b) policies and practices, are managed in alignment with the applicable Principles since July 1st, 2019. Total assets under management in alignment with the Impact Principles is US$277,7 million as of March 31st, 2023.

Scott Mackin
Partner
15 June 2023

Principle 1:

Define strategic impact objective(s), consistent with the investment strategy.

The Manager shall define strategic impact objectives for the portfolio or fund to achieve positive and measurable social or environmental effects, which are aligned with the Sustainable Development Goals (SDGs), or other widely accepted goals. The impact intent does not need to be shared by the investee. The Manager shall seek to ensure that the impact objectives and investment strategy are consistent; that there is credible basis for achieving the impact objectives through the investment strategy; and that the scale and/or intensity of the intended portfolio impact is proportionate to the size of the investment portfolio.

- SIF I (also known as the Denham International Power Fund) is a fund managed by the private equity group, Denham Capital. The Fund makes investments in management teams and projects involving the generation of power (renewables and gas) in international markets. SIF I activities are mostly centred on the "Build It" theme of developing and building new clean energy assets through management teams primarily in Africa, Latin America and Southeast Asia, where the potential exists to reduce the cost of power. On an opportunistic basis, SIF I will acquire and improve existing assets following their "Buy In" theme.
- SIF I uses the Theory of Change model to develop a pathway for impact. The Theory of Change for SIF I is that the investment in clean energy generation mitigates climate change and enables economic growth, including job creation. The SIF I investment strategy has therefore been aligned to contribute to United Nations (UN) Sustainable Development Goal (SDG 7) (Affordable and Clean Energy) and UN SDG 8 (Decent Work and Economic Growth). As part of UN SDG 8, SIF I is committed to ensuring that international labour standards are implemented. Finally, the implementation of community related projects contributes to a number of other UN SDGs such as health, education and woman empowerment programs.
- The Fund's Theory of Change includes measurable short, medium and long-term outcomes. The approach stipulates the problem, input, output, outcome and impact, and evidence has been provided by credible academic sources to support the Theory of Change through real examples in South America and Africa where the fund invests.
- SIF I uses the five dimensions of Impact[1] to determine the impact of the underlying asset. Within this, SIF I has used key performance indicators (KPIs) from the Joint Impact Indicators (JII)[2], as well creating their own internal metrics where published metrics are not available. All the KPIs have measurable units.
- SIF I has developed a framework for an Impact Score based on the five dimensions of impact (i.e. what, who, how much, enterprise contribution, risk). SIF I has also developed an Impact Tracker Tool to monitor progress towards achieving the positive impacts. Each investment is rated using the SIF I Impact Score, which allows for different dimensions of impact to be assessed for each asset, from the time of Financial Close. This score also allows comparison between assets based on their contribution towards impact.
- The Theory of Change accounts for how the portfolio's impact is proportionate to the size of the investment portfolio by outlining the extent of SIF I spheres of direct and indirect impact. For example, SIF I is aware that a clean energy investment contributes to specific impacts such as Gross Domestic Product (GDP) growth, job creation (outside of the direct business) and climate change, but has no direct control over them.

[1] Further information can be found on: Impact Frontiers

[2] Joint Impact Indicators:

Principle 2:

Manage strategic impact on a portfolio basis.

The Manager shall have a process to manage impact achievement on a portfolio basis. The objective of the process is to establish and monitor impact performance for the whole portfolio, while recognising that impact may vary across individual investments in the portfolio. As part of the process, the Manager shall consider aligning staff incentive systems with the achievement of impact, as well as with financial performance.

- As part of SIF I strategy, impact criteria are applicable across the assets of the portfolio. Examples of impact goals for the portfolio level and asset level include - carbon dioxide (CO_2) savings, internal Environmental, Social and Governance (ESG) training, female leadership, megawatts (MW), and peak employment. The SIF I strategy makes accommodations to reflect the proportional size of project impact. Some projects in portfolio companies that are larger will have greater impacts, i.e. larger CO_2 savings. In addition, larger projects generally have a greater budget for community related projects.
- SIF I has a detailed impact tracker which outlines the person responsible for monitoring and reviewing impact across the project lifecycle. This runs from stage one (project development) through to stage six (exit).
- On an annual basis, as part of the overall goal setting process for the portfolio companies, SIF I seeks to review and integrate impact goals. The goals have a clear link to the optimisation of the portfolio company's value and are aligned with the long-term business strategy. Impact goals can, for example, include MW of power either developed or installed.
- On an annual basis, overall goals and targets are set for the management team of each portfolio company which is linked to a financial incentive. We will seek to include impact goals as part of the overall goal setting process.

Principle 3:

Establish the Manager's contribution to the achievement of impact

The Manager shall seek to establish and document a credible narrative on its contribution to the achievement of impact for each investment. Contributions can be made through one or more financial and/or non-financial channels[3]. The narrative should be stated in clear terms and supported, as much as possible, by evidence.

- The strategy of SIF I is focused on alpha creation during the commercial development phase. During this phase, the Fund and its controlled portfolio companies stage capital to finalise all key commercial development items, commercial contracts (e.g., PPA, construction contracts) and non-recourse debt financing, all to international standards. In addition, ESG management plays a central role in the Fund's strategy and community programs are implemented as part of their impact work.
- SIF I provides financial channels which contribute to desired impacts, including providing development and construction equity for projects. The involvement of the Fund in a project brings credibility and encourages additional financial channels to achieve the desired impact. This includes financially supporting projects in certain geographies not considered to be attractive for investment, as reflected in Ernst and Young's "Renewable Energy Country Attractiveness Index". SIF I also provides development and construction equity in jurisdictions where governments and utilities' may not have the access to capital and technical expertise required to develop this infrastructure on their own. Due to the Fund's experience and risk appetite, SIF I may operate in areas where a number of similar funds would not. The involvement of the Fund's team with their portfolio companies and the associated environmental and social management enables access to debt and political risk insurance, especially from multi-lateral development banks (MDBs) which brings a number of associated benefits.
- SIF I contributes non-financial channels by working closely with management teams, for example by driving analysis of potential deals and providing regular training to meet international environmental and social standards. They also provide access to a team of professionals with in-depth knowledge of their respective disciplines to drive additional value to each investment. The involvement of SIF I with the management teams helps "internationalise" many of the key contractual arrangements, with a view towards ensuring bankability of an investment and by adopting SIF I risk mitigation approach to maximize probability that projects are built on time and within budget. The presence of SIF I means there is joint responsibility in monitoring potential exit opportunities as well as driving exit readiness.

[3] For example, this may include: improving the cost of capital, active shareholder engagement, specific financial structuring, offering innovative financing instruments, assisting with further resource mobilization, creating long-term trusted partnerships, providing technical/ market advice or capacity building to the investee, and/or helping the investee to meet higher operational standards.

Principle 4:

Assess the expected impact of each investment, based on a systematic approach

For each investment the Manager shall assess, in advance and, where possible, quantify the concrete, positive impact[4] potential deriving from the investment. The assessment should use a suitable results measurement framework that aims to answer these fundamental questions: (1) What is the intended impact? (2) Who experiences the intended impact? (3) How significant is the intended impact?[5] The Manager shall also seek to assess the likelihood of achieving the investment's expected impact. In assessing the likelihood, the Manager shall identify the significant risk factors that could result in the impact varying from ex-ante expectations.

In assessing the impact potential, the Manager shall seek evidence to assess the relative size of the challenge addressed within the targeted geographical context. The Manager shall also consider opportunities to increase the impact of the investment. Where possible and relevant for the Manager's strategic intent, the Manager may also consider indirect and systematic impacts. Indicators shall, to the extent possible, be aligned with industry standards and follow best practice[6].

- SIF I has created their own impact assessment tool based on the five dimensions of impact. The dimensions include: (1) what the outcome is and its importance, (2) who experiences the outcome, (3) how much outcome occurs and its scale and depth, (4) SIF I Contribution and (5) the risk that the impact does not occur as expected.
- The SIF I Impact Score allows Denham to assess the impact of investments against each other in a quantitative way at the time of Financial Close. The SIF I Impact Score is made up of core and ancillary impacts. Core impacts include power installation and generation impact based on a country need, as well as expected CO_2 savings. Ancillary impacts include employment generation and impacts related to community related projects. The Impact Score considers country context in terms of power needs, clean energy policies, power sector structure and regulation and rating for global rights.
- While the impact assessment is based on the IMP, KPIs are taken from the Joint Impact Indicators (JII) launched by HIPSO and IRIS+ in 2021. These are considered industry standard and best practice impact management frameworks and tools. Where JII does not cover the impact objectives, bespoke internal metrics are set.
- For each project, the risks of not achieving the desired impact objective is outlined along with risk mitigation measures. The impact risks considered include evidence of risk, external risk, stakeholder participation risk, drop off risk, efficiency risk, execution risk, alignment risk, endurance risk and unexpected impact risk. SIF I have also referenced the IMP Risk Approach which ensures continuous monitoring of the risks is undertaken, including at financial close and on an annual basis.
- SIF I looks at ways to increase the positive impact of the fund and its portfolio companies. The impact objective area where additional positive impacts can generally be made relate to improving living standards through community related projects. This is achieved via stakeholder engagement process which helps identify community needs and the implementation of community development programs which subsequently drives impact.

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[4] Focus shall be on the material social and environment impacts resulting from the investment. Impacts assessed under Principle 4 may also include positive ESG benefits derived from the investment.

[5] Adapted from the Impact Frontiers: [Impact Frontiers]

[6] International best practice indicators include SMART (Specific, Measurable, Attainable, Relevant and Timely) and SPICED (Subjective, Participatory, Interpreted & communicable, Cross-checked, Empowering, and Diverse & disaggregated), among others.

Principle 5:

Assess, address, monitor, and manage potential negative impacts of each investment.

For each investment the Manager shall seek, as part of a systematic and documented process, to identify and avoid, and if avoidance is not possible, mitigate and manage Environmental, Social and Governance (ESG)[7] risks. Where appropriate, the Manager shall engage with the investee to seek its commitment to take action to address potential gaps in current investee systems, processes and standards, using an approach aligned with good international industry practice[8]. As part of portfolio management, the Manager shall monitor investees' ESG risk and performance, and where appropriate, engage with the investee to address gaps and unexpected events.

- The Fund has an Environmental and Social Management System (ESMS) which details the way each portfolio company is expected to identify, mitigate and manage environmental and social risks as well as communicates SIF I commitment to develop projects to the highest standards. The management method is aligned with international standards (including the IFC Performance Standards). SIF I also has an environmental and social policy, with an exclusion list identifying the type of investments avoided.
- SIF I believes it has a strong method to avoid and mange negative ESG impacts for the fund investments. This includes obtaining senior management buy in and ensuring where applicable that the shareholders and investment agreements include E&S provisions. Each portfolio company appoints an ESG Manager or Team and implements an ESMS which reflects SIF Is requirements. As part of the on-boarding process, ESG training is provided to the management team.
- SIF I and the management teams use a categorisation tool to categorise projects as Category A or Category B projects. Category A projects are those which generate potentially significant adverse environmental and social risks. Category B projects are those which have potential limited adverse environmental and social risks and/or impacts. The categorisation provides guidance as to the resources and assessments required for an individual project.
- For all projects, screening reports, Environmental and Social Due Diligences (ESDD) reports and Environmental and Social Impact Assessments (ESIAs) are undertaken to identify any environmental and social risks. These are aligned with either the country standards or SIF I standards, whichever is the most stringent. Environmental and Social Action Plans (ESAPs) are developed to manage any identified risks and gaps.
- ESIAs and ESDD reports are reviewed by Denham's Head of ESG and are submitted to an ESG Sub-Committee made up of Limited Partners. Denham's Head of ESG also reports to Denham's senior management. Investment Committee (IC) papers and Board Meetings include ESG updates, where appropriate.
- The Fund has established a governance process to ensure clear communication between the management team for the portfolio company and SIF I. This enables the portfolio company's ESG manager to communicate up to portfolio level through weekly calls and via a quarterly reporting framework. Roles and responsibilities for each step of the ESG process are detailed in the strategy document. Furthermore, this details how environmental and social reports are monitored by relevant stakeholders.

[7] The application of good ESG management will potentially have positive impacts that may or may not be the principal targeted impacts of the Manager. Positive impacts resulting from ESG matters shall be measured and managed alongside with, or directly embedded in, the impact management system referenced in Principles 4 and 6.

[8] Examples of good international industry practice include: IFC's Performance Standards (www.ifcperfromancestandards.com; IFC's Corporate Governance Methodology (www.ifc.org/cgmethodology); the United Nations Guiding Principles for Business and Human Rights (www.unglobalcompact.org/library/1); and the OECD Guidelines for Multinational Enterprises (http://mneguidelines.oecd.org/)

Principle 6:

Monitor the progress of each investment in achieving impact against expectations and respond appropriately.

The Manager shall use the results framework (referenced in Principle 4) to monitor progress toward the achievement of positive impacts in comparison to the expected impact for each investment. Progress shall be monitored using a predefined process for sharing performance data with the investee. To the best extent possible, this shall outline how often data will be collected; the method for data collection; data sources; responsibilities for data collection; and how, and to whom, data will be reported. When monitoring indicates that the investment is no longer expected to achieve its intended impacts, the Manager shall seek to pursue appropriate action[9]. The Manager shall also seek to use the results framework to capture investment outcomes[10].

- SIF I has developed an impact tracker to monitor progress towards achieving the positive impacts. The tracker records both the Impact Score for the investment as well as key performance indicators (KPIs) for the investment. The tracker is updated at an investment's financial close and updated in January of each year. The tracker is a dynamic mechanism and captures information from investment management teams in collaboration with appropriate and relevant third-party reports, as available. Data is reported in company board presentations, as well as in the Annual Impact or ESG Report, which provides additional information on calculations and metrics to further review, monitor and measure each investment. SIF I will annually review its methodology, including tracking the HIPSO to ensure ongoing effectiveness.
- Several predefined processes are followed to share performance with investees, including communicating KPIs for the investment in company board presentations. In addition, SIF I prepares an annual ESG Report (available on our website) which includes information on the portfolio and KPIs.
- SIF I has developed an action plan for each investment in the event that they will not meet the expected results. This includes Investment management team's follow-up with investments to initiate corrective and preventive actions, if necessary.

[9] Actions could include active engagement with the investee, early divestment; adjusting indicators/ expectations due to significant, unforeseen, and changing circumstances; or other appropriate measures to improve the portfolio's expected impact performance.
[10] Outcomes are the short-term and medium-term effects of an investment's outputs, while the outputs are the products, capital goods, and services resulting from the investment. Adopted from OECD-DAC (http://www.oecd.org/dac/).

Principle 7:

Conduct exits considering the effect on sustained impact.

When conducting an exit[11], the Manager shall, in good faith and consistency with its fiduciary concerns, consider the effect which the timing, structure, and process of its exit will have on the sustainability of the impact.

- SIF I closed in 2017 and supports portfolio companies in their development of a renewables and gas pipeline. Most of the projects are at development stage, and thus have not been through the whole lifecycle. To develop impact exit strategies, SIF I have drawn on experience and lessons learnt from prior exits managed by the SIF I team.
- The applied strategy assesses the effect on sustained impacts from an exit, firstly, by assessing the buyer's commitment to impact and shared values and, secondly, by Denham in negotiating the sale agreements seeking to ensure that community commitments continue. SIF I works with the portfolio company to clearly lay out the ESG systems and documents for the buyer of an asset.
- The investment strategy of SIF I is intrinsically impactful; therefore, buyers of an operating investment will be procuring an 'impactful' investment. In addition, all impact and ESG documentation produced for the project is clearly laid out to the buyer of the asset to enable the impact objectives of the project to be continued.
- Denham shared a case-study on impact at exits which is available on the Impact Principles website: Principle 7.

[11] This may include debt, equity, or bond sales, and excludes self-liquidating or maturing investments.

Principle 8:

Review, document, and improve decisions and processes based on the achievement of impact and lessons learned.

The Manager shall review and document the impact performance of each investment, compare the expected and actual impact, and other positive and negative impacts, and use these findings to improve operational and strategic investment decisions, as well as management processes.

- SIF I invests in development and construction projects. Most of the projects are at development stage, and thus have not been through the whole lifecycle. SIF I draws on the experience and knowledge they have gained from other assets within other similar funds.
- SIF I has developed a process which will be followed to review, document and improve decisions and processes based on the objective of positive impact and lessons learned. Once operational, these will include the development of case studies which will include expected versus actual impacts and lessons learned. Regular discussions with our portfolio companies also allow a review of the achievement of impact, and some of the challenges.
- An annual review of the impact management system will be undertaken to determine what improvements can be made to future operational and strategic investment decisions.

Principle 9:

Publicly disclose alignment with the Operating Principles for Impact Management and provide regular independent verification of the alignment.

The Manager shall publicly disclose, on an annual basis, the alignment of its impact management systems with the Impact Principles and, at regular intervals, arrange for independent verification of this alignment. The conclusions of this verification report shall also be publicly disclosed. These disclosures are subject to fiduciary and regulatory concerns.

- This Disclosure Statement re-affirms the alignment of SIF I procedures with the Impact Principles and will be updated annually (next reporting will be July 2022).
- In 2022, ITP Energised verified that the document was alignment with the ISAE 3000 [12]standard, the standard for assurance over non-financial information[13].
- The independent assurance report on the alignment of SIF I with the Operating Principles for Impact Management was completed in 2022 and is available here.
- Denham intends to repeat the verification process every three years, with the next verification due in July 2025.

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[12] https://isae3000.com/isae-3000

[13] To confirm, ITPEnergised have completed third-party verification of DIPF's implementation of the Operating Principles for Impact Management and are not providing assurance.

Disclaimer

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