

# Cardano Impact Financial Inclusion Fund (I)

## Information Memorandum

Please direct all inquiries to:

**Cardano Asset Management N.V.**  
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The Netherlands

1 December 2023

**INFORMATION MEMORANDUM  
DATED 1 DECEMBER, 2023**

**CARDANO IMPACT FINANCIAL INCLUSION FUND (I)**

**ANY DEFINED TERM CONTAINED HEREIN HAS THE MEANING ATTACHED TO SUCH DEFINED TERM IN THE TERMS AND CONDITIONS OF THE FUND.**

**THE FOLLOWING LEGENDS CONTAIN IMPORTANT INFORMATION AND DISCLAIMERS THAT SHOULD BE CAREFULLY CONSIDERED BY PROSPECTIVE PURCHASERS OF PARTICIPATIONS IN THE FUND.**

**EACH PROSPECTIVE INVESTOR MUST DETERMINE ITS INVESTMENT DECISION BASED ON ITS OWN INDEPENDENT REVIEW OF THE INFORMATION CONTAINED IN THIS ENTIRE MEMORANDUM.**

**THIS MEMORANDUM WAS DRAFTED BY THE FUND'S FUND MANAGER BEING CARDANO ASSET MANAGEMENT N.V. AND SERVES AS AN EVALUATION OF THE CARDANO IMPACT FINANCIAL INCLUSION FUND (I). THE FUND IS ONLY OFFERED TO AND SUITABLE FOR PROFESSIONAL INVESTORS ("PROFESSIONELE BELEGGERS") AS DEFINED IN THE NETHERLANDS FINANCIAL MARKETS SUPERVISION ACT ("WET OP HET FINANCIËEL TOEZICHT"). IT HAS NOT BEEN REVIEWED BY INDEPENDENT PARTIES.**

**THE OFFERING OF THE PARTICIPATIONS AND THE DISTRIBUTION OF THIS INFORMATION MEMORANDUM MAY BE RESTRICTED IN CERTAIN JURISDICTIONS. PERSONS INTO WHOSE POSSESSION THIS INFORMATION MEMORANDUM COMES ARE REQUIRED BY THE FUND MANAGER TO INFORM THEMSELVES ABOUT AND TO OBSERVE ANY SUCH RESTRICTIONS. THIS INFORMATION MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION TO ANYONE IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORISED OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION.**

**EUROPEAN UNION ("EU") / EUROPEAN ECONOMIC AREA ("EEA") - WHEN MARKETING PARTICIPATIONS IN ANY TERRITORY OF THE EEA (OTHER THAN THE NETHERLANDS) TO PROFESSIONAL INVESTOR THAT ARE DOMICILED OR HAVE A REGISTERED OFFICE IN THE EEA, THE FUND MANAGER MAY UTILISE MARKETING PASSPORTS MADE AVAILABLE UNDER THE AIFMD. PARTICIPATIONS IN THE FUND MAY ONLY BE MARKETED PURSUANT TO SUCH PASSPORTS TO PROFESSIONAL INVESTORS IN THOSE TERRITORIES OF THE EEA IN RESPECT OF WHICH A PASSPORT HAS BEEN OBTAINED. THE FUND MANAGER HAS MADE A PASSPORT NOTIFICATION TO THE FUND MANAGER'S HOME REGULATOR IN RESPECT OF THE MARKETING OF PARTICIPATIONS IN SOME MEMBER STATES OF THE EU. FURTHER DETAILS CAN BE OBTAINED FROM THE FUND MANAGER.**

**POTENTIAL INVESTORS MUST BE AWARE OF THE FACT THAT INVESTMENTS MADE BY THE FUND MAY BE ILLIQUID. THERE IS CONSEQUENTLY NO ASSURANCE THAT THE LIQUIDITY OF SUCH INVESTMENTS WILL ALWAYS BE SUFFICIENT TO MEET REDEMPTION REQUESTS AS AND WHEN MADE. THE TREATMENT OF REDEMPTION REQUESTS MAY THUS BE POSTPONED AND THE INVESTORS MAY BE OBLIGED TO STAY WITHIN FOR A LONGER PERIOD THAN EXPECTED. WHEN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EVALUATION OF THE CARDANO IMPACT FINANCIAL INCLUSION FUND (I) AND THE TERMS AND CONDITIONS OF THE PLACEMENT OF THEIR CAPITAL, INCLUDING THE BENEFITS AND RISKS INVOLVED. ANY DECISION TO PURCHASE OFFERED INVESTMENTS SHOULD NOT BE BASED SOLELY ON THIS MEMORANDUM, CONSIDERING THAT ANY SUMMARY OR DESCRIPTION OF LEGAL REGULATIONS, CORPORATE STRUCTURES OR CONTRACTUAL RELATIONSHIPS CONTAINED HEREIN IS FOR INFORMATION ONLY AND SHOULD NOT BE CONSIDERED AS LEGAL OR TAX ADVICE REGARDING THE INTERPRETATION OR ENFORCEABILITY OF ITS PROVISIONS OR RELATIONS. THIS INFORMATION MEMORANDUM IS INTENDED FOR INFORMATION PURPOSES ONLY. THE TERMS OF THE FUND ARE SET OUT IN THE TERMS AND CONDITIONS OF THE FUND.**

THE RECIPIENTS OF THIS MEMORANDUM SHOULD IN ANY CASE BEAR IN MIND THAT ALL OR PART OF THE PRINCIPAL INVESTED IN THE CARDANO IMPACT FINANCIAL INCLUSION FUND (I) MAY BE LOST DESPITE COMPLIANCE WITH ALL REQUIRED DILIGENCE BY THE FUND MANAGER, THE INVESTMENT MANAGER AND PARTICULARLY ITS MANAGEMENT. PROSPECTIVE INVESTORS ARE EXPRESSLY NOTIFIED OF THE FACT THAT THERE ARE NO GUARANTEES THAT THE INVESTMENT OBJECTIVES OF THE FUND WILL BE ACHIEVED AS WELL AS OF THE RISKS DESCRIBED IN THIS MEMORANDUM, PARTICULARLY THE RISK OF LOSING SOME OR ALL OF THE MONEY INVESTED IN THE FUND.

THIS MEMORANDUM CONTAINS FORWARD-LOOKING STATEMENTS, INCLUDING, BUT NOT LIMITED TO, STATEMENTS CONTAINING THE WORDS "BELIEVES", "ASSUMES", "EXPECTS" AND SIMILAR EXPRESSIONS. THESE FORWARD-LOOKING STATEMENTS INCLUDE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS AS A RESULT OF WHICH THE ACTUAL RESULTS, THE FINANCIAL CONDITION, THE PERFORMANCE OF OR THE TARGETS ACHIEVED BY THE FUND MAY BE MATERIALLY DIFFERENT FROM THE FUTURE RESULTS, PERFORMANCE OR OBJECTIVES EXPRESSED OR IMPLIED BY THE MENTIONED FORWARD-LOOKING STATEMENTS IN THIS MEMORANDUM. FACTORS WHICH MAY CAUSE SUCH A DIFFERENCE MAY NOT BE LIMITED TO THOSE REFERRED TO IN "RISK FACTORS". IN VIEW OF THESE UNCERTAINTIES, PROSPECTIVE INVESTORS SHOULD NOT RELY ONLY UPON FORWARD-LOOKING STATEMENTS AS STATED IN THIS MEMORANDUM. NEITHER THE FUND MANAGER NOR ITS OFFICERS ARE LIABLE FOR THE INFORMATION, OPINIONS AND FORECASTS CONTAINED HEREIN OR FOR ANY ERROR, MISINTERPRETATION AND OMISSION. IN THIS RESPECT, THE RECIPIENTS OF THIS MEMORANDUM SHOULD FORM THEIR OWN OPINION ON THE COMPLETENESS AND CORRECTNESS OF THE INFORMATION AND FORECASTS PROVIDED AND RELY UPON THEIR OWN EVALUATIONS, ASSESSMENTS AND EXAMINATIONS WHEN DECIDING ABOUT AN INVESTMENT IN THE FUND.

THE FUND MANAGER RESERVES THE RIGHT TO MODIFY, WITHDRAW OR CANCEL ANY OFFERING MADE PURSUANT TO THIS MEMORANDUM AT ANY TIME PRIOR TO CONSUMMATION OF THE OFFERING AND TO REJECT ANY SUBSCRIPTION IN WHOLE OR IN PART, IN ITS SOLE DISCRETION.

THIS MEMORANDUM MAY NOT BE REPRODUCED IN WHOLE OR IN PART. THE USE OF THIS MEMORANDUM FOR ANY PURPOSE OTHER THAN AN INVESTMENT IN THE FUND DESCRIBED HEREIN IS NOT AUTHORIZED AND IS PROHIBITED.

THE FUND IS GOVERNED BY DUTCH LAW AS SET OUT IN THE TERMS AND CONDITIONS.

*The Fund involves a high degree of risk, and investors should not invest any funds in this offering unless they can afford to lose their entire investment.*

See "RISK FACTORS" BEFORE MAKING AN INVESTMENT IN THE FUND.

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## 1 SUMMARY OF THE OFFERING

The Cardano Financial Inclusion Fund (I) (the “**Fund**”) is an open-end fund for joint account (*Fonds voor Gemene Rekening*) under the laws of the Netherlands initiated by Cardano Asset Management N.V. (“**Cardano**” or the “**Fund Manager**”) in close cooperation with DWM Asset Management, LLC (“**DWM**” or the “**Investment Manager**”). Cardano acts as the Fund Manager (*Beheerder*) for the Fund, while DWM acts as the Investment Manager for the Fund. Cardano, a subsidiary of Cardano Risk Management B.V. (“**Cardano**”), is a fund manager (*beheerder van een beleggingsinstelling*) with a license of the Netherlands Authority for the Financial Markets (“**AFM**”) as referred to in article 2:65 of the Dutch Financial Supervision Act (*Wet op het Financieel Toezicht*). Both the Fund Manager and the Fund are registered with the AFM. The Fund invests in debt and hybrid debt instruments issued by financial institutions, such as microfinance institutions, that improve access to responsible and affordable financial products and services for micro-, small- and medium-sized enterprises (“**MSME**”) and low-income households in developing and emerging countries worldwide (“**Financial Inclusion Institutions**” or “**FIIIs**”). All investments are in accordance with the Fund’s Investment Strategy as set out in the Fund Investment Policy and Fund Responsibility and Impact Framework sections of this Memorandum. The Fund aims to provide investors with a market-based financial return in the range 3-5% on a net annual basis, while at the same time positively contributing to the sustainability objective of the Fund.

The Fund Manager believes that investments in FIIIs that provide financial products and services to MSME in developing and emerging economies have an attractive return risk profile. By combining the strong selection capabilities and track records of the Fund Manager and the Investment Manager, the Fund provides an opportunity to potentially realize above average returns in an inefficient market. In addition to striving for a competitive financial return, the Fund has a sustainable investment objective and an explicit intention to realise measurable non-financial value with the Fund in the form of positive social impact. This is done by promoting (digital) access to responsible and affordable financial products and services for low-income households, micro-entrepreneurs and SMEs in emerging and developing countries. In doing so, the Fund is intended to contribute to growth and development of MSMEs and the financial well-being of low-income households.

The Fund aims to provide access to finance for MSME in developing and emerging economies through its investments and thereby contribute to sustainable development in such economies. Responsibility is a key feature of the business of Cardano. All portfolio Financial Inclusion Institutions shall, at a minimum, comply with the Cardano defined Fundamental Investment Principles (“**Fundamental Investment Principles**”) and should operate in line with applicable international standards.

In summary, the Fund aims to:

- Provide investors with an impact investment opportunity that combines an expected market-based return with substantial social value;
- Provide investors with the diversification value of investing in financial inclusion in developing and emerging economies on a cost-efficient basis; and
- Improve access to finance for MSME in developing and emerging economies and contribute to the UN Sustainable Development Goals (“**SDGs**”).

### **Sustainable investment objective of the Fund**

The Fund's sustainable investment objective is within the meaning of Article 9 of the Sustainable Finance Disclosure Regulation (“SFDR”). The sustainable investment objective of the Fund is to increase (digital) access to responsible and affordable financial products and services MSMEs and low-income households in emerging and developing markets with the intent to stimulate (micro) business growth, access to basic services, and financial wellbeing of low-income households. As acknowledged by the World Bank Financial Inclusion is a key enabler and accelerator to achieve a wide range of development outcomes.<sup>1</sup> Accordingly, the Fund aims to contribute directly to the following SDGs:

- 1. No Poverty

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<sup>1</sup> [Financial Inclusion Overview \(worldbank.org\)](https://www.worldbank.org)

- 5. Gender equality
- 8. Decent Work and Economic Growth
- 10. Reduced inequalities

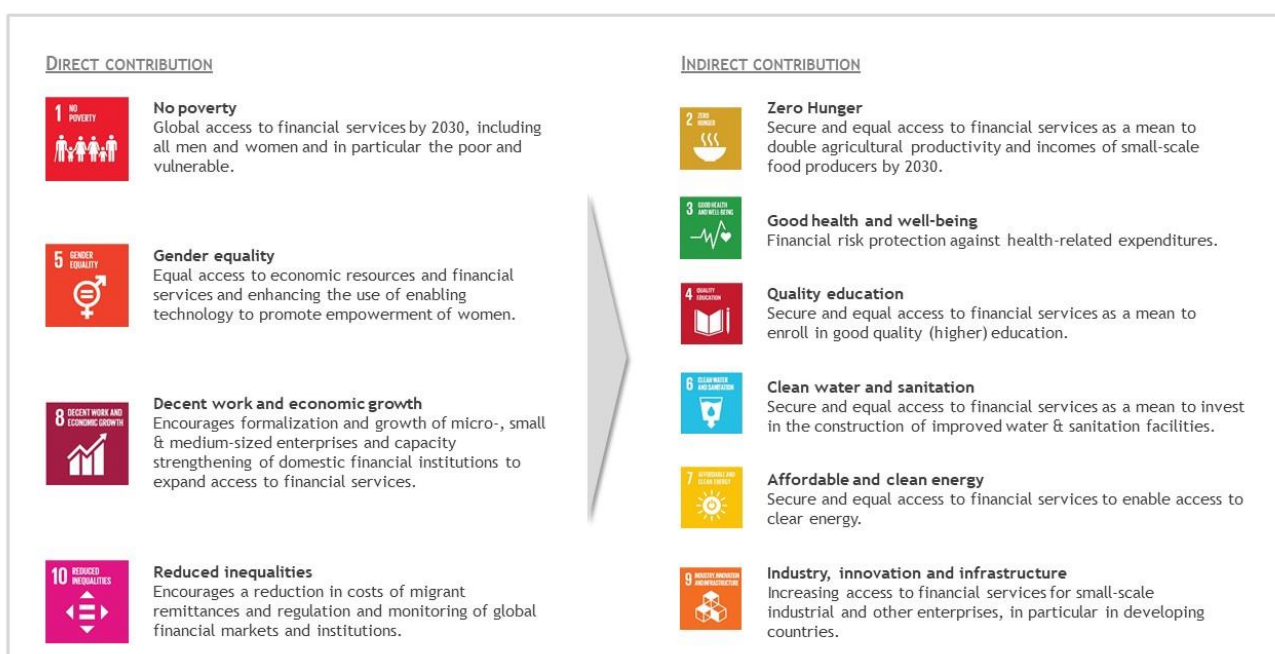
More indirectly, the Fund contributes to:

- 2. Zero Hunger
- 3. Good Health and Wellbeing
- 4. Quality Education
- 6. Good water & Sanitation
- 7. Affordable and Clean Energy
- 9. Industry, Innovation, and Infrastructure

In line with the Fund’s sustainable investment objective, the Fund has set sustainable goals. These goals are aligned with the IRIS+ framework of the Global Impact Investing Network (“GIIN”) which is a widely accepted sector standard for outcome indicators:

- Improving access to and use of affordable and responsible financial services of micro-entrepreneurs and other historically underserved populations;
- Supporting decent jobs and fostering economic development through SME financing;
- Increasing access to basic services through affordable household financing; and
- Increasing women’s economic empowerment and gender equality through financial inclusion of women.

Each Fund investment should positively contribute to at least one of those goals, without significantly doing harm to other sustainable objectives. Based on its Responsibility and Impact Framework, the Fund Manager makes reasonable efforts to make socially responsible investments and to contribute to improved access to finance for MSME in developing and emerging economies. Screening of FII and their portfolios on social performance is an integral part of the investment selection process (see Section 4).



## Fund Investments and Investment Selection Process

The potential investments for the Fund are identified by the Investment Manager in cooperation with the Fund Manager. Potential investments are sourced from developing and emerging economies worldwide and may be debt and hybrid debt investments in Financial Inclusion Institutions. Investments may also be made

through securitization vehicles and holding companies. To a limited extent the Fund may also make investments in institutions financing adjacent spaces, including affordable housing, health, education, insurance, agriculture, water and sanitation. One of the key criteria of in the selection process of the Investment Manager is that Financial Inclusion Institutions consider the provision of microfinance services as an explicit and core business and that microfinance operations have sufficient critical mass. The investment strategy of the Fund is set out in more detail in section 3 (“**Fund Investment Policy**”).

The Investment Manager undertakes a due diligence investigation of each candidate investment, provides Investment Proposals to the Fund Manager, and makes reasonable efforts to assure that each Investment Proposal satisfies applicable investment requirements of the Fund’s Investment Strategy and Responsibility and Impact Framework.

Each Investment Proposal is submitted to and should be approved by the Fund Manager before entering in any Fund Investment. For this purpose, the Fund Manager has established an investment committee (the “**Investment Committee**”) consisting of at least four investment professionals of the Fund Manager. The Investment Manager will advise the Investment Committee with respect to each Investment Proposal.

Fund Investments will be legally owned by Stichting Juridisch Eigenaar ACTIAM Institutional Microfinance Fund III, acting in its capacity as the legal owner (the “**Legal Owner**”) of the Fund.

In the event of a material potential or actual conflict of interest between the interests of the Fund and the interests of the Fund Manager and/ or the Investment Manager with respect to any Investment Proposal, the Fund Manager is required to consult with the Participants Committee. The Participants Committee consists of at least three and up to five Participant representatives nominated by the Principal Participants and approved by the Fund Manager.

### **Social Responsibility and Impact**

The Fund upholds a sustainable investment objective and invests in companies that actively contribute to achieving social goals and sustainable practices in the field of good governance. In this context, the Fund aims to contribute to the well-being of customers and employees of the entities in which it invests and of the communities in which these entities operate, whereby social injustice and inequality are controlled as much as possible.

FIs selected for inclusion in the Fund are required to meet the following minimum standards or demonstrate to the Fund Manager their commitment to meeting such standards within a predetermined period:

- Act in conformity with the 'seven guidelines for investors in inclusive finance' as developed by the United Nations Principles for Responsible Investment (“**UN PRI**”);
- Adhere to and act in accordance with the Client Protection Standards hosted by Cerise+SPTF; and
- Monitor and report on their financial and non-financial performance in line with the requirements as set by the Fund Manager, in order to test compliance with the Responsibility and Impact Framework.

In addition to social screening, the Fund Manager also takes into account the economic and social impact of Fund Investments. The Fund Manager aims for Fund Investments to generate real and measurable social impact by:

- Improving access to finance for MSME and low-income households in developing and emerging economies;
- Enhancing Financial Inclusion Institutions clients’ capacity to manage their financial affairs in a responsible way;
- Prompting Financial Inclusion Institutions to improve the quality of their reporting on financial and non-financial performance according to generally agreed upon standards; and
- Prompting Financial Inclusion Institutions to increase their transparency and optimally protect the interests of their clients.

Every financial institution in which the Cardano Impact Financial Inclusion Fund (I) potentially considers for investment is carefully assessed on the basis of financial and non-financial criteria. By means of an integrated approach, the Fund’s Investment Committee forms a final judgement on the investment proposal based on risk, financial return, sustainability, and positive impact.

### *Impact measurement*

The realized positive social outcomes of the investments of the Cardano Impact Financial Inclusion Fund (I) is monitored at least annually. To this end, the Manager works closely with its specialized partners, in particular Developing World Markets.

In order to implement its impact policy optimally, Cardano is affiliated with GIIN and the Dutch Platform for Inclusive Financing (“**NpM**”), which merged with the Netherlands Advisory Board (NAB) in 2021. Cardano is also actively involved in initiatives such as the UN PRI and the Social Performance Task Force’. The Social Performance Task Force houses ‘The Universal Standards for Social Performance Management (“**the Universal Standards**”). This is a comprehensive best practice guide by and for people in microfinance as a tool to help financial service providers achieve their social goals. This includes the Client Protection Principles that underlie the realization of financial inclusion in a responsible, affordable and customer-oriented way.

### *Benchmark*

The Fund has a strong focus on sustainability and only invests in entities significantly contributing to the sustainability objective of the Fund. A direct comparison of the Fund with available benchmarks is not the case (Article 9 (2) no index designated as its reference benchmark). To assess whether the Fund's long-term sustainability goals are being met, an in-depth analysis of sustainability indicators is done annually. The progress is determined independent of a sustainable benchmark and included in the Annual Responsibility & Impact Report. In order to determine the progress, a Fund-specific 'Theory of Change' has been formulated. This is a model that shows how the Fund's investments contribute to the intended social outcomes in the short, medium and long term. Based on these assumptions, key social performance indicators have been identified. These sustainability indicators are based on the indicators and methodology of 'IRIS+', a system for measuring, managing, reporting and optimizing sustainability results. IRIS+ was developed by the GIIN, of which Cardano has been a member since its inception in 2009. By adhering to this methodology, the Fund contributes to standardization within the sector that should increase comparability between impact funds. The indicators are used to track the Fund's social performance and are measured, analysed and published annually in the Fund's Annual Responsibility & Impact Report. If the Fund's social results do not contribute sufficiently to the objectives, the sustainability criteria are further tightened.

Throughout the investment process, investment risks (including sustainability risks such as described in chapter 6), financial return and impact are considered in an integrated manner.

### **About the Fund Manager and the Investment Manager**

The Fund Manager is an asset and fund manager based in the Netherlands with a particular focus on sustainable investments. With its Impact Investing department, Cardano is dedicated to the development, promotion and distribution of investment funds that, in addition to generating a market-based return for investors, aim to generate positive social and environmental impact in developing and emerging economies.

Investment Manager DWM is the impact investment management entity of the Developing World Markets group which was founded in 1994 and is based in Stamford, Connecticut, USA. DWM is a registered investment adviser with the United States Securities and Exchange Commission (“**SEC**”). SEC registration does not imply any level of skill or training or approval by the SEC.

### **Targeted Investors**

The Fund is offered to professional investors (*professionele beleggers*) as defined in the Dutch Financial Supervision Act (*Wet op het Financieel Toezicht*).

Investors in the Fund should view their investment in the Fund as a long-term investment and should be aware of limitations in relation to the liquidity of the Fund. The Fund Investments have an illiquid character. Consequently, there is no assurance that the liquidity of such investments will always be sufficient to meet redemption requests. Restrictions may be imposed on subscriptions in case of insufficient investment opportunities in order to safeguard the interests of existing Participants.

### **Participation by Cardano investment funds**

Other investment funds managed by the Fund Manager may act as a Participant in the Fund. These may be investment funds in which both professional and/or non-professional investors invest and whose units can be traded daily on a regulated market.



As of the date of publication of this Memorandum, Cardano Impact Financial Inclusion Fund (without the "(I)"-suffix) and Zwitterleven Selectie Fonds are Participants in the Fund. Cardano Impact Financial Inclusion Fund is managed by Fund Manager and is offered to Dutch non-professional investors and is subject to the regulation and supervision of the AFM. Units of this fund can be traded daily on a regulated market. Zwitterleven Selectie Fonds is managed by Fund Manager, is only available for Athora Netherlands N.V. related entities and is subject to the regulation and supervision of the AFM. In case additional investment funds managed by Fund Manager will act as Participant of the Fund, these will be stated here in a subsequent update of the Memorandum.

## 2 THE FUND

The Fund is an open-end fund for joint account (*Fonds voor Gemene Rekening*) under Dutch law and is denominated in Euros.

The Fund itself is not a general partnership, commercial partnership or limited partnership (*Maatschap, Vennootschap onder Firma, or Commanditaire Vennootschap*). The legal relationships between the Fund Manager, the Legal Owner and the Participants are laid down in the Terms and Conditions and the Participation Agreement, which are provided to Participants separately. The Terms and Conditions provide that under certain circumstances the meeting of Participants may by majority vote amend the Fund's Terms and Conditions.

Cardano is responsible for the management of the Fund, while Stichting Juridisch Eigenaar ACTIAM Institutional Microfinance Fund III, holds the assets of the Fund in legal ownership on behalf and for the account and benefit of the Participants in their capacity as beneficial owners.

Each Participant will make Capital Commitments to the Fund in respect of to be acquired Participations, where each Participant's Capital Commitment will be drawn down by way of capital calls by the Fund Manager from time to time. The maximum amount to which a Participant will be exposed is limited to its Capital Commitment to the Fund.

Participants that are admitted to the Fund or increase their Capital Commitments to the Fund will, in respect of Participations acquired, pay to the Fund an amount equal to the Net Asset Value of each of the Participations, determined by the Fund Manager on the date specified in the Draw Down Notice, to be acquired.

The Fund Manager has appointed BNP Securities Services SCA Amsterdam Branch as depositary (the "**Depositary**") and administrator (the "**Administrator**") of the Fund. BNP Securities Services SCA, is the Dutch branch of BNP Paribas Securities Services SCA, having its registered office in Paris, France. It started the Dutch branch on 15 March 2013.

The Depositary performs the following tasks:

- to monitor and to reconcile the Fund's cash flows and accounts;
- to verify the ownership of Fund Investments held by the Legal Owner on behalf of the Fund;
- safekeeping of assets of the Fund, where the Fund will only to a limited extent invest in assets that can be kept in custody;
- to ensure that the sale, issue, repurchase, redemption and cancellation of Participations of the Fund are carried out in accordance with the applicable national law and the Terms and Conditions;
- to ensure that the value of the Interests of the Fund is calculated in accordance with the applicable law, the Terms and Conditions of the Fund and the procedures laid down in Article 19 of the AIFM Directive;
- to carry out the instructions of the Fund Manager, unless they conflict with the applicable national law or the Terms and Conditions of the Fund;
- to ensure that in transactions involving the Fund Investments any consideration is remitted to the Fund within the usual time limits;
- to ensure that the Fund's income is applied in accordance with the applicable national law and the Terms and Conditions of the Fund.

In accordance with article 21 of the AIFMD the depositary shall be liable to the Fund or to the Participants, for the loss by the depositary or a third party to whom the custody of financial instruments held in custody has been delegated. The Fund Manager shall inform investors before they make an investment in the Fund of any arrangement made by the depositary by which it can discharge itself of liability.

In its capacity as Administrator, BNP Securities Services SCA, Amsterdam Branch also performs the administrative and reporting functions for the Fund Manager. The performance of those functions might conflict with its depositary tasks. In order to prevent any conflicts, the performance of its depositary tasks is functionally and hierarchically separated from the tasks it performs for the Fund Manager.

## **Fund Manager**

Cardano Asset Management N.V.  
Weena 690  
3012 CN Rotterdam  
The Netherlands

*Managing Directors - Cardano Asset Management N.V.*  
H.H.J.G. Naus  
M.C. Strijbos  
J. Sunderman  
H.S.R. Veelaert

## **Legal Owner of the assets of the Fund**

Stichting Juridisch Eigenaar ACTIAM Institutional Microfinance Fund III  
Weena 690  
3012 CN Rotterdam  
The Netherlands

## **Depository and Administrator of the Fund**

BNP Securities Services S.C.A., Netherlands Branch  
Herengracht 595  
1017CE Amsterdam  
The Netherlands

## **Investment Manager**

DWM Asset Management, LLC  
100 First Stamford Place, Suite 450  
Stamford, Connecticut 06902 United States of America

Co-Managing Partners - DWM Asset Management, LLC  
Peter Johnson  
Edward Marshall

## **Auditor**

Auditing services for the Fund will be performed by Ernst & Young Accountants LLP or such other internationally operating audit firm that the Fund Manager may select.

## **Bank Accounts**

The Fund's bank accounts will be held at ABN AMRO Bank or such other financial institution that the Fund Manager may select, provided that said financial institution shall have an initial Bloomberg composite financial counterparty rating of at least single A- with a stable outlook.

## **Management Fee**

In accordance with the Terms and Conditions the Fund Manager will receive an annual Management Fee of:

- (i) one hundred and twenty-five (125) basis points or 1,25% over the Net Asset Value of the Fund up to EUR 200 million;
- (ii) one hundred and fifteen (115) basis points or 1,15% over the Net Asset Value of the Fund, exceeding EUR 200 million and up to EUR 500 million;

- (iii) one hundred and five (105) basis points or 1,05% over the Net Asset Value of the Fund exceeding EUR 500 million.

The Management Fee has been determined under the assumption that on a standard basis, the Fund Manager will hold about 10% of the Net Asset Value in Temporary Liquid Investments for collateral and liquidity management purposes. The Management Fee will be paid by the Fund to the Fund Manager monthly in arrears and will be calculated and based on the Net Asset Value of the last Business Day of the preceding month.

To the extent that the Fund Manager enters into Fund Investments that are subject to a third-party placement fee and/ or service fee the Management Fee payable to the Fund Manager will be reduced accordingly in order to avoid a double charge of expenses for the Fund and therefore the Participants in the Fund.

The Fund Manager may, in its absolute discretion, grant an annual rebate on the Management Fee to Participants in case their participation exceeds certain thresholds set by the Fund Manager. Upon request, a description of the rebate arrangement, the type of Participants who obtained such preferential treatment and, where relevant, their legal or economic links with the Fund or the Fund Manager will be made available by the Fund Manager within the limits required by the AIFMD. This rebate is calculated as a weighted average percentage based on the total size of such Participant's Capital Commitment and is calculated as follows:

- (i) zero (0) basis points over the relevant Capital Commitment up to EUR 25,000,000;
- (ii) fifteen (15) basis points over the amount by which the relevant Capital Commitment exceeds EUR 25,000,000 and up to EUR 50,000,000;
- (iii) thirty (30) basis points over the amount by which the relevant Capital Commitment exceeds EUR 50,000,000 and up to EUR 75,000,000; and
- (iv) forty-five (45) basis points over the amount by which the relevant Capital Commitment exceeds EUR 75,000,000.

### **Incentive Fee**

Neither the Fund Manager nor the Investment Manager will receive an incentive or performance-related fee.

### **Investment Management Fee**

In accordance with the Investment Management Agreement by and between the Fund Manager and the Investment Manager, DWM acts as the Investment Manager. DWM selects and proposes to the Fund Manager investments for the Fund to the Fund Manager and is involved in certain affairs of the Fund, as described in more detail in the Investment Management Agreement. The Investment Manager receives an annual Investment Management Fee of approximately 75% of the total Management Fees as received by the Fund Manager minus the rebates paid to Participants as described on page 12, all in relation to the Net Asset Value of the Fund less the value of any Fund Investments sourced by (A) a third-party subject to a third-party placement fee and/or servicing fee or (B) an Additional Investment Manager. The Investment Management Fee is payable by the Fund Manager upon receipt of the Management Fee by the Fund Manager.

For the avoidance of doubt, expenses in relation (i) the Investment Management Fee, (ii) third party placement and/ or servicing fees or an Additional Investment Manager are for the account of the Fund Manager and not for the account of the Fund.

### **Legal Owner Fee and Depositary Fee**

In accordance with the Terms and Conditions the Legal Owner receives an annual Legal Owner Fee of 0.005% on the Net Asset Value of the Fund. The Depositary receives an annual Depositary Fee of EUR 5,000 increased by 0.008% of the Net Asset Value of the Fund, with a maximum of EUR 50,000. Both fees are paid by the Fund.

### **Other Fund Expenses**

In general, the Fund's expenses other than the Management Fee are payable by the Fund when applicable, all to be decided by the Fund Manager. Such Fund Expenses include structuring and maintenance expenses for

the Fund and related fund entities, investment expenses, custody expenses, voting expenses, valuation expenses, auditing expenses, legal expenses, fiscal expenses and other third-party expenses to the extent applicable. The Fund Expenses are deducted from the Fund's assets separately and may be capitalized and amortized over a predefined period. The Fund Expenses are described in more detail in the Terms & Conditions.

## Liquidity

From a liquidity perspective the Fund is an open-end fund for joint account (*Fonds voor Gemene Rekening*) under Dutch law, whereas the Fund does not have daily liquidity and is not exchange traded. The Fund Manager intends to provide liquidity on at least a monthly basis by issuing or redeeming Participations. The Fund Manager may impose restrictions on entrance to and/ or exit from the Fund and shall particularly consider the interests of existing Participants in deciding on the timing and terms at which Participations are issued and/ or repurchased. Aspects considered are the availability of sufficient cash flow and/ or sufficient access to attractive investment opportunities.

## Cash Distributions

The Fund Manager intends to reinvest the annual net return realized by the Fund if it determines that there are sufficient attractive investment opportunities. Cash distributions may only be made to the extent that Distributable Cash is available.

## Financial Year

Each financial year of the Fund will end on December, 31.

## Professional liability risk of the Fund Manager

The Fund Manager covers potential professional liability risks resulting from its activities as Fund Manager pursuant to the AIFMD by having additional own funds. The Fund Manager has a professional indemnity insurance.

## Fiscal Position of the Fund

The Fund is an open-end fund for joint account (*Fonds voor Gemene Rekening*) under Dutch law which is non-taxable within the meaning of the Corporate Income Tax Act 1969 (*Wet op de Vennootschapsbelasting 1969*), meaning the Fund is fiscally transparent. Therefore, under current legislation the Fund is not subject to any form of Dutch corporate income tax.

For Dutch tax purposes all Participants will bear their pro rata portion of any taxes, as if they were investing directly, without regard to the Fund.

### *Foreign withholding tax*

The Fund is not entitled to apply for the benefits of any tax treaty. Therefore, the Fund is not entitled to lower foreign withholding tax to any treaty rate or to a refund of withholding tax. The Participants themselves will have to reclaim or set off applicable withholding tax.

In case withholding taxes are applicable, for example with regard to private loans, the Fund Manager shall endeavour, wherever possible, to make such withholding taxes for the account of the relevant borrower.

### *Dutch Value Added Tax*

The Fund Manager will be responsible for managing the Fund including the Fund Investments, for which it will receive a fee from the Fund. Under the assumption that the management of the Fund qualifies as the management of a collective investment fund, the Management Fee will be exempted from value added tax in the Netherlands.

## Fiscal Position of the Participants

Participants will be taxed individually on their holding in the Fund and therefore on the holdings in the Fund Investments that they implicitly own by way of holding Interests in the Fund. Fiscal consequences for individual

Participants are dependent on their fiscal status. Each prospective Participant is urged to consult with its own tax advisor with respect to the fiscal consequences of an investment in the Fund.

## Valuation

The Net Asset Value of the Fund will be calculated on a daily basis on each Business Day. The Net Asset Value will be calculated in accordance with Dutch GAAP consistently applied to the Fund, such that the values of individual Fund Investments will be based on fair value.

Most of the Fund Investments will be private instruments and highly illiquid. In the absence of a liquid market, the fair value of the individual Fund Investments will be determined in accordance with the Valuation Policy as determined by the Fund Manager. The Valuation Policy is attached to this Information Memorandum as Appendix 1.

As Fund Investments will generally be denominated in US Dollars and other non-EUR currencies, the value of the Fund Investments will be translated into EUR at the relevant applicable exchange rates on the previous Business Day.

## Fund Reporting

On a quarterly basis, within thirty (30) Business Days after each quarter, the Participants will be provided with the unaudited financial statements of the Fund, and each individual Participant will be provided with a valuation report regarding its individual Participations in the Fund. The quarterly financial statements will contain at least an abbreviated management report, a balance sheet, a statement of profit and loss, and a cash flow statement. In addition to the financial statements, the Fund Manager will provide Participants with non-financial information regarding the implementation and achievements of its Responsibility and Impact Framework.

On an annual basis, within five (5) months after the year end, the Participants will be provided with an audited annual report with respect to the Fund.

## Conflicts of Interest Policy

The Fund Manager has implemented a conflicts of interest policy. If the organizational arrangements made by the Fund Manager to identify, prevent, manage and monitor conflicts of interest are not sufficient to ensure, with reasonable confidence, that risks of damage to Participants' interests will be prevented, the Fund Manager shall disclose the general nature or sources of conflicts of interest to the Participants on its website ([Cardano's Conflict of Interest Policy](#)).

## General Data Protection Regulation

The Fund Manager is subject to General Data Protection Regulation (“**GDPR**”), where data within the scope of GDPR (the “**Data**”) specifically relate to prospective investors and the Participants in the Fund and the Fund Investments. For relevant data received, the Fund Manager determine the purpose and means of data processing and shall make sure that nominated service providers that process Data including the Legal Owner, the Investment Manager, the Administrator and the Depositary (all together the “**Processors**”) shall act in conformity with GDPR. Detailed and up-to-date information regarding the processing of data by the Fund Manager and other nominated service provided is contained in a privacy notice (the “**Privacy Notice**”). Participants and any persons contacting, or otherwise dealing directly or indirectly with the Fund Manager or their service providers in relation to the Fund are invited to obtain and take the time to carefully consider and read the Privacy Notice.

Any question, enquiry or solicitation regarding the Privacy Notice and the processing of Data by the Fund Manager in general may be addressed to the Fund Manager by e-mail [compliancenl@cardano.com](mailto:compliancenl@cardano.com).

The Privacy Notice is available and can be accessed or obtained online (<https://www.cardano.nl/legal-compliance/>) or from the Fund Manager's registered office.

The Privacy Notice notably sets out and describes in more detail:

- the legal basis for processing the Data; and where applicable the categories of Data processed, from which source the Data originates, and the existence of automated decision-making, including profiling (if any);
- that Data will be disclosed to several categories of recipients; that some of the Processors are processing the Data on behalf of the Fund Manager; that the Processors include most of the service providers of the Fund Manager; and that the Processors will act as processors on behalf of the Fund Manager and may also process Data for their own purposes;
- that Data will be processed by the Fund Manager and the Processors for several purposes (the "**Purposes**") and that these Purposes include (i) the administration of Participants' Participations in the Fund, (ii) enabling the Fund Manager and Processors to perform their services for the Fund, and (iii) enabling the Fund Manager and Processors to comply with legal, regulatory and/or tax (including FATCA/CRS) obligations;
- that Data may, and where appropriate will, be transferred outside of the European Economic Area (the "EEA"), including to countries whose legislation does not ensure an adequate level of protection as regards the processing of personal data. If Data is transferred outside the EEA, the Fund is required to ensure that the processing of Data is in compliance with article 46 of the Regulation (EU) 2016/679 and, in particular, that appropriate measures are in place such as entering into model contractual clauses (as published by the European Commission) or ensuring that the recipient is "Privacy Shield" certified, if appropriate;
- that any communication (including telephone conversations) (i) may be recorded by the Fund Manager and the Processors and (ii) will be retained for a period of 10 years from the date of the recording;
- that Data will not be retained for longer than necessary with regard to the Purposes, in accordance with applicable laws and regulations, subject always to applicable legal minimum retention periods;
- that failure to provide certain Data may result in the Participant not being able to subscribe for Participations or to continue holding Participations in the Fund;
- that Data Subjects have certain rights in relation to the Data relating to them, including the right to request access to such Data, or have such Data rectified or deleted, the right to ask for the processing of such Data to be restricted or to object thereto, the right to portability, the right to lodge a complaint with the relevant data protection supervisory authority, or the right to withdraw any consent after it was given.

All Participants acknowledge that they have obtained and/or have been provided access to the Privacy Notice; that the Privacy Notice may be amended at the sole discretion of the Fund Manager; that they may be notified of any change to or update of the Privacy Notice by any means that the Fund Manager deems appropriate; that they have authority to provide or cause to provide any Data relating to third-party natural persons to the Fund Manager; that, if necessary and appropriate, they are required to obtain the (explicit) consent of the relevant third-party natural persons whose Data may be processed; that these third-party natural persons have been informed of the processing of the Data by the Fund Manager and the Processors as described herein and their related rights; that these third-party natural persons have been informed of, and provided with, easy access to the Privacy Notice; that when notified of a change or update of the Privacy Notice they will notify this change to these third-party natural persons accordingly; and that they shall indemnify and hold the Fund Manager harmless from and against any and all adverse consequences arising from any breach of the foregoing.

### 3 FUND INVESTMENT POLICY

As part of the industry's strong growth, Financial Inclusion Institutions have over time embraced financial inclusion on a larger scale, broadening their offer beyond traditional loans to include for example savings and payment and insurance products. Financial Inclusion Institutions have increasingly widened their scope of clients targeted, by developing up-market from predominantly servicing micro entrepreneurs towards financing the whole space of MSMEs. MSME financing is a full component of financial inclusion that complements microfinance as a strong employment and entrepreneurship tool helping businesses to grow, and thereby creating important multiplying effects in local economies. Financial Inclusion Institutions offer an important contribution towards financial inclusion and in addressing the phenomenon commonly referred to as the 'missing middle'. Access to finance is frequently identified as a critical barrier to growth for MSMEs and as one of the strongest drivers of economic development, innovation and employment.

The Fund invests in a wide range of debt and hybrid debt instruments of Financial Inclusion Institutions. Financial Inclusion Institutions that provide access to financial products and services for MSME in developing and emerging countries worldwide. Investments of the Fund may include investments in securitization vehicles and Financial Inclusion Institutions holding companies. To a limited extent the Fund may also make investments in institutions financing adjacent spaces including affordable housing, health, education, and insurance, agriculture, water and sanitation. In addition, the Fund may invest in Temporary Liquid Investments. The Fund aims to maintain a well-diversified portfolio with exposure to at least 40 Fund Investments. Fund Investments are made with a buy-and-hold philosophy.

Debt investments originated by the Fund are typically structured as senior, unsecured private loans with maturities between 2 to 5 years. Loans denominated in USD and EUR are generally priced with fixed interest rates, while local currency denominated loans are priced with fixed spreads over floating local money market rates.

Through the historical default analysis, the Fund Manager assesses the average credit risk profile of the fund's Financial Inclusion Institutions portfolio companies at around BB-BBB. This implied rating incorporates the credit risk of the institution along with the local country risk. In comparison to comparably rated credit investments in high yield bonds, emerging market corporate debt and emerging markets government debt, the return characteristics tend to be competitive.

With the exception of Temporary Liquid Investments, each Fund Investment invested in is chosen for inclusion in the Fund only after substantial due diligence has been performed by the Investment Manager, and after review and approval by the Fund Manager.

The net annualized return of the Fund is expected to be in a range of 3-5% on a net basis. To put return ambitions into perspective, the Fund uses a net annualized targeted return of 4.0%.

While a portion of the Fund's assets may be in Euro denominated investments, Fund investments are primarily denominated in US Dollar (US\$) and other non-Euro currencies. The Fund Manager enters into forward foreign exchange transactions on the US\$ to minimize US\$ currency risk and, to the extent possible and appropriate, will enter into other currency derivative transactions to mitigate currency risk of investments denominated in other non-Euro currencies. Currency derivative transactions shall only be engaged in with financial counterparties with a Bloomberg composite financial counterparty rating of at least A-, with a stable outlook, while at the same time adequate collateral management has been put in place.

Next to striving for a solid financial return, it is important that Fund Investments add social value. The Fund aims to make socially responsible impact investments and to contribute to improved access to finance for MSME in developing and emerging economies.

Financial Inclusion Institutions should generally (a) maintain a microfinance loan portfolio that comprises at least 50% of their total loan portfolio and (b) limit consumer loans to not more than 20% of their total loan portfolio. Portfolio institutions invested in should in this respect use the proceeds of Fund Investments for the provision of loans to local enterprises. The Fund does not invest in Financial Inclusion Institutions that do not satisfy the above criteria without a documented and sufficient rationale acceptable to the Fund Manager. In order to monitor compliance with above mentioned requirements, the Fund Manager requires Financial Inclusion Institutions to report on their loan portfolios, including detail on microfinance, SME, corporate and consumer lending, on at least



an annual basis.

### **Fund Investment Guidelines**

The following Investment Guidelines applies to Fund Investments, excluding Temporary Liquid Investments. The acquisition value of Fund Investments will be used in measuring compliance with the relevant guidelines. The value of the Fund's portfolio will be based on the most recent available Net Asset Value of the Fund.

- The minimum percentage of the Fund's portfolio allocated to debt instruments issued by Financial Inclusion Institutions shall be 70%. Debt instruments shall include deposits and senior secured and unsecured loans.
- The maximum percentage of the Fund's portfolio allocated to hybrid debt instruments issued by Financial Inclusion Institutions other than senior loans shall be 30%. Hybrid debt instruments shall include convertible loans, profit sharing loans and subordinated loans.
- The maximum percentage of the Fund's portfolio allocated to debt and hybrid debt instruments in microfinance securitization vehicles and microfinance holding companies shall be 15%.
- The maximum percentage of the Fund's portfolio to debt and hybrid debt instruments in institutions financing adjacent spaces such as affordable housing, agriculture, education, insurance, water and sanitation shall be 20%.
- The maximum percentage of the Fund's portfolio allocated to Fund Investments related to a single Financial Inclusion Institution or related entity shall be 5%.
- The total amount allocated to Fund Investments related to a single Financial Inclusion Institution shall not exceed 10% of the total assets of such Financial Inclusion Institution.
- The maximum percentage of the Fund's portfolio allocated to Fund Investments in a single country shall be 12.5%.
- The maximum percentage of the Fund's portfolio allocated to Financial Inclusion Institutions underlying Fund Investments in a specific geographic region shall be 50%. The geographic regions follow the AIFMD definitions for reporting to national competent authorities as determined by ESMA (ESMA/2013/1339 (revised)) and are defined as 1) Central, South and North America 2) Asia Pacific 3) Near and Middle East 4) Africa and 5) Europe.
- The maximum percentage of the Fund's portfolio allocated to Fund Investments denominated in a specific, unhedged, currency not being the Euro or US\$ shall be 10%.
- The combined maximum percentage of the Fund's portfolio allocated to Fund Investments categorized as debt investments denominated in currencies other than the Euro or US\$ shall be 50%, after giving effect to all hedging transactions in respect of such debt investments.

The following Investment Guidelines shall apply to Temporary Liquid Investments of the Fund.

- The maximum percentage of the Fund's portfolio held in Temporary Liquid Investments shall be 15%, while Temporary Liquid Investments may also be used for collateral and liquidity management purposes.
- Cash shall be held in bank accounts at reputable financial institutions with a Bloomberg composite rating of at least BBB+ with a stable outlook.
- For collateral and liquidity management purposes borrowings by way of a credit facility for short term (i.e., three months) purposes are authorized, provided that the amount of Debt pursuant to such facility shall not exceed an amount of 10% of the Fund's portfolio.
- The Fund is not allowed to engage in securities lending transactions.

### **Fund Return Expectations as of December 2023**

In order to provide an indication of the expected annual return for the Fund, the Fund Manager and the Investment Manager have analysed historical spreads, default probabilities and recovery rates on debt and hybrid debt investments issued by Financial Inclusion Institutions and annualized currency movements. Based on these historical data and expectations of future developments, the Fund is expected the return to be in the range of 3-5%. There is no guarantee that the Fund will be able to achieve these expected returns. Please see Section 6 "Risk Factors", in particular the risk factor under the heading "Financial Return Risk."

## 4 FUND RESPONSIBILITY AND IMPACT FRAMEWORK

The Fund aims to invest responsibly and invests primarily in financial institutions that actively contribute to achieving the social sustainability objective of the Fund and follow good governance practices. In this context, the Fund aims to contribute to the well-being of clients and employees of the entities in which it invests and of the communities in which these entities operate, mitigating social injustice and inequality as much as possible. The Fund does not invest in entities that significantly harm the achievement of environmental or social objectives.

The sustainability and impact policy of the Cardano Impact Financial Inclusion Fund (I) is largely based on applying the 'seven guidelines for investors in inclusive finance', as contained by the Principles for Responsible Investment (PRI). PRI is an investor initiative in cooperation with the United Nations Global Compact initiative, among others, aimed at embedding sustainability principles in corporate policy and behaviour. Since 2011, these principles have provided a framework for investments in Financial Inclusion to promote and further professionalize sustainability. To this end, the following policy principles have been formulated for investors in Financial Inclusion to which these investors should contribute through their investments:

- Expanding and innovating the provision of financial services for low-income households;
- Integrating customer protection into policies and practices of financial institutions;
- Fair treatment of clients of financial institutions with appropriate financing that meets demand, with clear and balanced contracts and with fair processes for resolving disputes;
- Integrating Environmental, Social and Governance (“**ESG**”) factors into policies and reporting on activities of financial institutions;
- Promoting transparency regarding financing activities by financial institutions;
- Pursuing balanced long-term returns that balance the interests of (customers of) financial institutions and investors; and
- Working together with the goal of developing common standards for investors in Financial Inclusion.

### *Responsible investments*

To ensure the Fund makes socially responsible investments, each Fund Investment is assessed on the basis of the Responsibility and Impact Framework as developed by the Fund Manager. The assessment focuses on the social policies, practices, and performance of individual FIIs, including the social characteristics of the product and services offered by FIIs to their clients. The applicable social criteria contained within the Responsibility and Impact Framework are based on international standards and include adhering to:

- Respecting human rights;
- Respecting international labour standards, including prohibitions on child labour and forced labour;
- Taking care of good governance, including the prevention of corruption;
- Payment of applicable taxes;
- Taking care of client protection to particularly over-indebtedness;
- Being transparent in communication; and
- Providing accountability to relevant stakeholders.

The Fund aims to invest only in FIIs that make a positive contribution to the sustainability objective, without significantly compromising other sustainability objectives. To this end, Cardano has developed a rigorous assessment process, briefly outlined below:

First, the Fund excludes entities that do not comply with Cardano's Fundamental Investment Principles to limit the exposure of the Fund's investments to controversial business activities. These Fundamental Investment Principles are based on international standards, including the Organization for Economic Co-operation and Development (“**OECD**”) Guidelines for Multinational Enterprises and the United Nations (“**UN**”) Guiding Principles on Business and Human Rights, including the principles and rights enshrined in the eight fundamental conventions of the International Labour Organization's (“**ILO**”) Declaration on Fundamental Principles and Rights at Work, and the principles contained in the Universal Declaration of Human Rights. If FIIs are found to have a negative impact, by

structurally violating one or more of these factors or having a significant negative impact on any other sustainability objective, the Fund will not invest in these entities.

Second, a Fund specific ESG & Impact Questionnaire & Scorecard is used as part of our ESG due diligence. This tool helps to assess all potential investments and to identify any significant harm or principal adverse sustainability impacts. Each investment in the Fund is carefully selected based on the investee's ability to provide both a reasonable financial return for investors and a positive contribution to social outcomes on the communities in which they conduct business. This tool includes an assessment of an extensive set of ESG indicators, including the mandatory and voluntary Principle Adverse Indicators (“**PAI's**”) and a set of Fund specific adverse indicators (as stated in Annex I and II of the Regulatory Technical Standards (“**RTS**”) to the SFDR such as greenhouse gas emissions, human rights controversies, exposure to weapons, implementation of ILO conventions and board diversity. In addition, the Fund specific adverse indicators are assessed and monitored throughout the investment lifecycle. These indicators are related to client protection, including, responsible pricing, transparency, prevention of over-indebtedness, collection practices, fair treatment of clients, data policy, complaints mechanism, etc. All relevant indicators for adverse impacts on sustainability factors will be assessed at the time of investment and are monitored throughout the investment period.

The notion of ‘*do not significant harm*’ is at the core of the Fund's purpose and Cardano closely and actively monitors developments in emerging markets and specific sectors to identify negative industry trends where they arise and to reassess the investment strategy where necessary in that context. In addition, regularly, the Fund monitors the environmental and social performance of all portfolio entities. The monitoring is supported by ESG & Impact Questionnaire & Scorecard and the process includes an assessment of the responses provided by each investment entity. As part of the ongoing monitoring of its investments, the Fund reassess any investment against any significant harm to any goal during the holding period.

Cardano publishes the main adverse effects on sustainability (Principal Adverse Indicators) as required by the SFDR on its website to show how its investment choices contribute to the reduction of these adverse effects. See [principle-adverse-impact-effects-statement.pdf](#) (actiam.com). The pre-contractual disclosure on sustainability for this Fund as required by the SFDR can be found as an appendix to this information memorandum.

### *Encouraging positive social outcomes*

In addition to ensure the social responsibility of Fund Investments, the Fund explicitly considers the positive economic and social outcomes a Fund Investment generates. In order to ensure that the Fund creates real and measurable outcomes, the Fund Manager has identified a number of key focus areas on which it distinguishes itself as a committed and responsible impact investor:

- Improving access to finance for MSME and low-income households in developing and emerging economies and contributing to achieving the SDGs;
- Enhancing Financial Inclusion Institutions' clients' capacity to manage their financial affairs in a responsible way;
- Prompting Financial Inclusion Institutions to improve the quality of their reporting on financial and nonfinancial performance according to generally agreed upon standards; and
- Prompting Financial Inclusion Institutions to increase their transparency and optimally protect the interests of their clients.

### **Implementation of the Fund Responsibility and Impact Framework**

Cardano integrates information on ESG performance, including adverse impacts on sustainability factors into its investment decisions made by the investment committee. The scoring on sustainability factors is explicitly included in the investment proposals. It also describes a qualitative assessment of the positive and negative impacts on sustainability factors. The data for this assessment is collected using the ESG & Impact Questionnaire and Scorecard in addition to company visits and interviews with stakeholders during due diligence.

A Sustainability & Impact Analyst is permanent member of the IC and has a veto right. The IC, and in particular the Sustainability & Impact Analyst, assesses the investment proposals from an impact and sustainability perspective. The results of the ESG due diligence are integral part of the investment proposal. The ESG

classification, the assessment of potential negative impacts and the potential contribution to the sustainability objective and the degree of additionality of the investment are analysed and assessed by the IC.

In addition to sustainability risks related to individual FIIs or sectors, Cardano considers risks relevant to countries or regions, such as exposure to natural disasters or social unrest. Including sustainability-related risks and information provides a broader picture of the FII in which the Fund invests. At the portfolio level, risk-return-impact must be balanced.

### **Monitoring and reporting on social performance**

After Fund Investments have been made, the Fund Manager conducts annual monitoring of impact and responsibility related requirements based on input provided by the FIIs by way of the Investment Manager. This monitoring includes the composition of FIIs' loan portfolios, compliance with the Fund's social criteria, measurement of positive and negative social and economic outputs, and whether or not social performance recommendations have been implemented by the FIIs.

There is no sustainable benchmark available for a direct comparison of the progress of the Fund's sustainable objective and impact goals. Hence, no index is designated as its reference benchmark. To assess whether the Fund's long-term sustainability goals are being met, an in-depth analysis of sustainability indicators is done annually. The progress is determined independent of a sustainable benchmark and included in the Annual Responsibility & Impact Report. In order to determine the progress, a Fund-specific 'Theory of Change' has been formulated. This is a model that shows how the Fund's investments contribute to the intended social outcomes in the short, medium and long term. Based on these assumptions, key social performance indicators have been identified. These sustainability indicators are based on the indicators and methodology of the "Impact Reporting and Investment Standards" (IRIS), a system for measuring, managing, reporting and optimizing sustainability results. IRIS+ was developed by the GIIN, of which Cardano has been a member since its inception in 2009. By adhering to this methodology, the Fund contributes to standardization within the sector that should increase comparability between impact funds. The indicators are used to track the Fund's social performance and are measured, analysed and published annually in the Fund's Annual Responsibility & Impact Report. If the Fund's social results do not contribute sufficiently to the objectives, the sustainability criteria are further tightened.

## 5 FUND INVESTMENT SELECTION PROCEDURES

The Fund Manager and the Investment Manager evaluate the financial and social viability of Fund Investments through a formalized investment process. The Fund Manager and the Investment Manager analyse each transaction in collaboration to determine whether the risk-return profile is appropriate within the Investment Strategy framework. The process involves several stages of analysis beginning with deal origination and concluding with the Fund's Investment Committee.

### Portfolio Construction

The Investment Manager's origination of investments begins with a top-down selection process in collaboration with the Fund Manager, analysing country risk, currency outlook, and interest rate dynamics to formulate a comprehensive view on potential investment opportunities and portfolio construction.

### Origination

Based on this portfolio construction guidance, the Investment Manager's debt team examines a broad selection of Financial Inclusion Institutions from the Investment Manager's global relationship network and identifies a list of prospective investment opportunities. The Investment Manager provides quarterly updates to the Fund Manager about the projected deal pipeline. The Fund Manager may in this respect support the Investment Manager in identifying attractive investment opportunities.

### Due Diligence and Review

The Investment Manager assesses each investment opportunity against the Investment Strategy and the Fund's Responsibility and Impact Framework to assess its eligibility for inclusion in the Fund. The Fund typically makes an investment in a Financial Inclusion Institution only after the Investment Manager has performed substantial due diligence. The Investment Manager performs both desktop and on-the-ground due diligence on the target Financial Inclusion Institution. The due diligence aims to identify the central risks and mitigating factors thereto of an investment in the target Financial Inclusion Institution. The Fund Manager may in this respect support the Investment Manager in performing due diligence on target Financial Inclusion Institutions, where it may engage third parties in order to assess investment opportunities.

#### *Desktop Due Diligence*

Based on an analysis of the prospective Financial Inclusion Institutions historical financial statements and other relevant data, a preliminary decision on creditworthiness and transaction feasibility is made and key risk areas for on-the-ground due diligence are identified. In addition, further analysis of country, currency, interest rate and other macroeconomic risks are performed in relation to the investment.

#### *On-the-Ground Due Diligence*

During on-the-ground due diligence, over one or more days, meetings are organized to evaluate and assess senior and middle management; meet board members, owners, regulators and other stakeholders; visit branches or local offices as well as borrowers or clients; evaluate internal risk controls, management information systems, loan quality and social impact; conduct market environment analyses; and meet with competitors and regulators where needed.

### DWM Investment Committee – Initial Judgment

Upon completion of the due diligence, an investment memorandum is prepared, which is presented to the internal DWM Investment Committee. The investment memorandum typically includes transaction details, company and management background, financial ratios, risks and risk mitigating factors, country and currency analyses, and a social scorecard covering responsibility and impact aspects.

The DWM Investment Committee is comprised of at least four persons, including at least two partners and the Head of Risk. Their respective biographies appear in the Investment Manager section. Three members of the DWM Investment Committee are required to establish a quorum and to approve an investment.

If the DWM Investment Committee approves the proposed investment, the proposal is then submitted as an Investment Proposal to the Fund Manager's Investment Committee.

On a case-by-case basis, the Fund Manager may be able to source Fund Investments by way of third parties that offer placement and/ or monitoring services, thereby alleviating investment management service requirements to be offered by the Investment Manager. In such situations the DWM Investment Committee acts versus the Fund Manager in a consulting role.

### **Investment Committee of the Fund Manager**

Potential fund investments are subject to approval by the Fund Manager's Investment Committee. Each potential investment for the Fund is submitted to the Investment Committee as an Investment Proposal for review and discussion, and such Investment Proposal shall describe in detail the proposed fund investment, including the outcomes of the due diligence. The Investment Committee evaluates deal proposals on both their social and financial merits. The Fund Manager reviews each Investment Proposal both on an individual basis and within the context of the portfolio allocation strategy.

The Investment Committee consists of investment professionals of the Fund Manager and includes at least three members. Biographies of the current members appear under the section that focuses on the Cardano Impact Investing team.

Conflicts of interest may arise during the investment process, which requires consultation with the Participants Committee before approving an Investment Proposal. The Participants Committee consists of at least three and up to five Participant representatives nominated by Principal Participants and approved by the Fund Manager.

### **Drafting of Contracts and Closing**

The Investment Manager's in-house legal team or a third-party drafts and negotiates legal documentation based on legal templates developed in cooperation with and approved by the Fund Manager. This includes reviewing and approving a legal opinion from a domestic law firm of the relevant Financial Inclusion Institution to ensure the loan terms are valid and enforceable in the relevant jurisdiction. After the loan documentation has been executed, it is coordinated with the Fund Manager to process the documentation and disburse funds. Prior to loan disbursement, the chairman of the Fund Manager's Investment Committee gives final approval upon confirmation that all conditions precedent have been fulfilled and all documents have been received and duly executed. Only thereafter the Fund Manager will disburse the investment.

### **Administration**

The Fund Manager has delegated the administration of the Fund to BNP Securities Services SCA, Netherlands Branch.

### **Monitoring and Reporting**

After disbursement, the Fund Manager in cooperation with the Investment Manager monitors the financial and non-financial performance of Fund Investments. The Fund Manager and the Investment Manager analyse Financial Inclusion Institution's financials and performance on at least a quarterly basis. An ongoing dialogue with the senior management of portfolio Financial Inclusion Institutions is maintained in regard to financial and operational developments. The Fund Manager is provided with relevant financial and non-financial reporting data and an annual due diligence visit of all Fund Investments is conducted.

In addition, social performance data are collected on an annual basis from Financial Inclusion Institutions underlying the Fund Investments. The Fund Manager monitors the social performance of each Financial Inclusion Institution invested in by way of a social performance database, based on social performance data provided by the Investment Manager and/ or third parties.

## 6 RISK FACTORS AND RISK MANAGEMENT

*Before making an investment in the Fund each prospective investor in the Fund should carefully read the entire Memorandum and should consider, among other things, the factors described below. An investment in the Fund involves substantial risks. It may result in the loss of the entire amount invested. Participants should be aware that the risk factors set forth below include some, but not all, of the risks that may affect the investments described herein. Accordingly, each prospective investor should realize that factors other than those set forth below may ultimately affect the investments offered pursuant to this Memorandum in a manner and to a degree that cannot be foreseen at this time.*

### Risk Management

Cardano's risk management is based on the "three lines of defence model". Within this model different business departments have their own tasks and responsibilities.

The first line of defence is the business. The Cardano Impact Investing team is responsible for the asset management tasks and as such responsible for risk management in its (daily) processes. The second line of defence are staff departments of Cardano. These departments are responsible for monitoring the performance of the internal control mechanisms and advise Cardano's management regarding internal control mechanisms. Amongst others, the risk management department has an important control function. Cardano's risk management department operates independently from the first line of defence. This department reports to Cardano's risk management committee.

Main activities of Cardano's risk management department are the following:

- Portfolio Compliance
- Operational Risk Management
- Financial Risk Management

The third line of defence is the internal audit department of Cardano. It monitors the internal control mechanisms independent from Cardano's management mechanisms and has a direct reporting line to the management of Cardano, in its capacity as sole shareholder of Cardano.

The Fund is exposed to different kinds of financial and non-financial risks. The Fund Manager and the Investment Manager have internally generated the financial return projections and target annualized return set forth in this Memorandum. The financial return projections provided herein are based on various assumptions relating to future developments. To the extent that financial or non-financial risks materialize and/ or future developments differ from the assumptions, the Fund's actual financial return may differ from its return projections. Any such differences may be material. Potential investors should not only rely on the accuracy of financial return projections contained herein in making an investment in the Fund, due to the various financial and non-financial risks that might materialize. The relevant risks and controls used by the Fund Manager to mitigate risks are stated below. Cardano has implemented a framework of procedures and internal controls for mitigating operational and financial risks. Key controls within Cardano are designed, tested and documented, while risk self-assessments are performed throughout the year. An ISAE 3402 report type II report is issued annually and is certified by an independent auditor. This report describes the outcome of the test of the effectiveness of the internal control framework and its key controls.

### FINANCIAL RISKS RELATED TO THE FUND

The Fund is exposed to different kinds of financial risks. These risks particularly consist of various forms of market risk, credit risk, liquidity risk and leverage and derivative risk. The risks are related to the characteristics of the investments made by the Fund.

#### Market Risk

The Fund is exposed to different kinds of market risks. The value of the Fund can also fluctuate because of political and monetary events. Market risk depends partly on the extent of diversification of Fund Investments across regions and sectors and/or the choice of individual Fund Investments. Fund Investments can decline in value across the entire market or in specific regions or countries.

### *Risk Control*

In general market risk is mitigated by maintaining portfolio of Fund Investments that is appropriately diversified over various regions, countries, investees, maturities, currencies and risk segments.

### **Interest Rate Risk**

A specific form of market risk is interest rate risk. This is the risk that the Fund's value will fall or fluctuate due to interest rate movements. The value of the Fund and its Fund Investments in can go up or down in response to changes in market rates. The Fund Investments are valued in line with the Valuation Policy, where applicable interest rates and developments thereof are key determinants for the valuations. The interest rate risk in the Fund is inherent given that the loans have mainly been provided with fixed interest rates.

### *Risk Control*

Interest rate risk is mitigated by way of diversification of Fund Investments over various maturities and maturity segments.

### **Concentration Risk**

Concentration risk is influenced by market risk. This is the risk of the Fund's value falling or fluctuating due to a concentration of investments in specific market segments or individual investees. The Fund can concentrate its investments in Financial Inclusion Institutions that operate in the same country or region or in specific individual Financial Inclusion Institutions. Concentration risk implies that specific events have a greater impact on the value of a highly concentrated portfolio than on the value of a less concentrated portfolio. Portfolio concentration can result from market developments, from the pursued investment policy and applied investment guidelines, or from the size and composition of the available investment universe. A smaller investment universe provides more limited diversification opportunities than a larger universe. By way of its Investment Strategy, the Funds concentrates on investing in Financial Inclusion Institutions in developing and emerging countries, which can be considered a sub sector of the financial services industry. Therefore, concentration risk may by definition be considered a key risk of the Fund.

### *Risk Control*

Concentration risk is mitigated by way of limiting concentrated exposure of Fund Investments in specific Financial Inclusion Institutions s, countries and regions, while at the same time Financial Inclusion Institutions in general operate diversified loan portfolios over their clients.

### **Currency Risk**

Another specific form of market risk is currency risk or exchange rate risk. The value of Fund Investments is influenced by movements in the currency of denomination, unless this is the euro. The Participations in the Fund are denominated in euros. The Fund Investments are denominated in a mix of local currencies and hard currencies such as US dollars and euros. In most cases, the Financial Inclusion Institution will principally provide MSME loans that are denominated in their local currencies. Therefore, in case of a hard currency loan provided to a Financial Inclusion Institution the value of the local currency falls, the Financial Inclusion Institution may have difficulty repaying such a loan.

In addition, loans denominated in local currencies will drop in value when transferred into Euros to the extent the local currencies in the aggregate depreciate against the euro. Such adverse effects are likely to be material and may not be fully compensated for in the higher interest rates normally charged by the Fund for loans denominated in local currencies. Furthermore, local governments may impose foreign exchange controls on, or block entirely, transactions to convert local currency to foreign currency. Such restrictions could impede the ability of Financial Inclusion Institutions to repay loans denominated in international currencies. Overall, a decline in value and/ or repayment difficulties caused by depreciation of local currencies may have a material adverse effect on the value of the Fund.

### *Risk Control*

Currency risk is mitigated by way of limiting concentrated exposure of Fund Investments to specific currencies. In addition, the Fund uses hedges to limit the effect of the changes in the US dollar-euro exchange rate on the Fund. With respect to Fund Investments in local currencies the associated currency risk will, to the extent possible and appropriate, be hedged as well, where it is considered that the increased risk should be sufficiently compensated by the higher interest rate on the local currency loan.



**Credit Risk**

Credit risk is defined as the risk of fluctuations in the Fund's size and performance due to a borrower or counterparty failing to meet a financial or other contractual obligation. This also includes the probability of restrictions or barriers impeding money transfers from abroad, generally called transfer risk. Credit risk is increased by country risk. Economic problems and political instability, combined with strong monetary devaluation, may make it impossible for Financial Inclusion Institutions underlying Fund Investments to meet their obligations. Financial Inclusion Institutions bear the credit risk for their clients and make provisions for this contingency. The Fund Investments are debt and hybrid debt instruments issued by predominantly Financial Inclusion Institutions in developing and emerging countries. Relatively young Financial Inclusion Institutions may not previously have received external financing from traditional commercial sources, may not have qualified for such financing under traditional bases of evaluation and may not have been rated by traditional rating agencies or similar commercial institutions. Financial Inclusion Institutions typically do not require collateral security from their clients. As a result, there is a high degree of risk in the underlying business of the Financial Inclusion Institutions. In addition, Financial Inclusion Institutions typically do not grant collateral security for the repayment of loans. As a result, repayment of or returns on the Fund Investments are subject to a high degree of risk.

*Risk Control*

In general credit risk is mitigated by maintaining a portfolio of Fund Investments that is appropriately diversified over various regions, countries, investees, maturities, currencies and risk segments.

**Credit Spread Risk**

Credit spread risk is a specific form of credit risk. This is the risk of valuations of loans fluctuating due to movements in relevant credit risk spreads. The Fund Investments are valued in line with the Valuation Policy, where applicable credit spreads and developments thereof are key determinants for the valuations. The value of debt and hybrid debt instruments is influenced by the creditworthiness of the Financial Inclusion Institution. Positive or negative changes in a Financial Inclusion Institution's creditworthiness may cause a narrowing or widening of the credit risk spreads of loans. A negative movement increases the probability of a Financial Inclusion Institutions being unable to meet all or some of its debt obligations. The credit risk spreads on loans provided to such Financial Inclusion Institutions will then widen and the prices of these instruments will fall.

*Risk Control*

The assumption of credit spread risk can be considered inherent to the Investment Strategy of the Fund and should be reflected in a market-based credit spread. Risk mitigation takes place by way of risk classification and diversification over countries and over different Financial Inclusion Institutions, including risk assessments and monitoring on each individual Fund Investment. Financial and non-financial covenants are inserted in the contract documentation. The Fund Manager in cooperation with the Investment Manager proactively engages with Financial Inclusion Institutions invested in to limit the negative effects of any risks that are increasing or expected to increase as early as possible.

**Default Risk**

Bankruptcy risk or default risk is a specific form of credit risk. Alongside credit spread risk, where movements in credit risk spreads influence the market value of Fund Investments. A Financial Inclusion Institution may, due to specific circumstances, no longer be able to meet its debt obligations, without this risk being sufficiently reflected in the assigned value. This is referred to as bankruptcy risk. This risk can result in the loss of a large part of or the entire value of the Fund Investment.

*Risk Control*

The assumption of default risk can be considered inherent to the investment strategy of the Fund and should be reflected in a market-based credit spread. Risk mitigation takes place by way of risk classification and diversification over countries and Financial Inclusion Institution's, including risk assessments and monitoring on each individual Fund Investment. Financial and non-financial covenants are inserted in the contract documentation. The Fund Manager in cooperation with the Investment Manager proactively engages with Financial Inclusion Institution invested in to limit the negative effects of any risks that are increasing or expected to increase as early as possible.

### **Counterparty Risk**

Another specific form of credit risk is counterparty risk or settlement risk, which is specifically applicable in relation to currency derivative transactions entered in by the Fund or cash temporary held in bank accounts for the Fund. This is the risk that an issuing institution or counterparty may default on obligations arising from such derivative transactions. The Fund enters into derivative transactions with reputable local and international financial counterparties. There can be no assurance that financial counterparties, despite meeting certain rating requirements, would not fail to perform their obligations, causing a potential loss to the Fund, in which case Participants may be adversely affected.

#### *Risk Control*

Credit assessment takes place on eligible counterparties for derivative transactions, which should at least have an investment grade rating, where subsequently active monitoring of credit risk of chosen financial counterparties is performed. Next to credit assessment of counterparties, stringent collateral arrangements in relation to derivative exposures are put in place. In relation to Temporary Liquid Investments cash held in bank accounts may be invested in short term highly liquid government bonds.

### **Transfer Risk**

Transfer risk is a specific form of credit risk. This is the risk of the value of the Fund decreasing or fluctuating due to restrictions or barriers impeding money transfers from abroad. Adverse political developments may impair the ability of the Financial Inclusion Institutions to function successfully and to fulfil their financial obligations. Potential government actions that would have a material adverse effect on the value of Fund Investments for the Fund include the imposition of foreign investment controls, exchange controls, expropriation, nationalization, confiscatory taxation and adverse modifications to regulatory structures. In addition, the value of the Fund Investments could be adversely affected by social or political instability in the home or neighbouring countries or adverse relationships with neighbouring countries.

#### *Risk Control*

For each Fund Investment, a legal opinion from a local lawyer is obtained to ensure that at the time the contractual agreement is signed there are no restrictions to repatriate the cash. Next to that, country risks on countries invested in continuously monitored to enable the Fund to act quickly in case the country specific risk deteriorates.

### **Liquidity Risk**

The Fund's Fund Investments are highly illiquid private investments for which no regular market exists, implying that Fund Investments are typically made with a buy-and-hold approach. The liquidity risk is the risk stemming from the Fund being unable to access sufficient liquid funds on time to meet its short-term financial obligations or facilitate redemption requests by Participants from the Fund without incurring unacceptable costs or losses. This risk can occur both in normal conditions and in the event of a combination of adverse market circumstances. There is no guarantee that there are sufficient funds to pay for the redemption of Participations and there is no guarantee that the redemption can take place at the requested Redemption date.

#### *Risk Control*

In order to mitigate liquidity risk in relation to Fund Investments in principle standardized and generally accepted contract templates are used that allow for transferability of Fund Investments to third parties. At the same time, in order to ascertain regular cash flows to be received by the Fund, active liquidity management takes place by diversifying Fund Investments over various maturity segments in order to make sure that on a regular basis interest payments and redemptions are received. Next to that, in order to facilitate collateral arrangements with derivatives counterparties a minimum amount of Temporary Liquid Investments is held by the Fund, based on the volatility of the underlying instrument being hedged.

In relation to managing the liquidity of Participations in the Fund, the Fund Manager may actively impose restrictions on entrance to and/ or exit from the Fund and shall particularly consider the interests of existing Participants in deciding on the timing and terms at which Participations are issued and/ or redeemed. Aspects considered are the availability of sufficient cash flow and/ or sufficient access to attractive investment opportunities.

### **Derivative and Leverage Risk**

Derivatives can be used to hedge risks and facilitate efficient portfolio management. Derivatives are often complex instruments. Various factors affect the value of derivatives.

### *Risk Control*

The Fund predominantly uses derivatives to hedge currency risks. The value of these derivatives fluctuates, and it is compensated by the corresponding change in value of the underlying Fund Investments moving in the opposite direction.

## **NON-FINANCIAL RISKS RELATED TO THE FUND**

The Fund is exposed to different kinds of non-financial risks. These risks consist of risk such as fiscal and legal risk, compliance risk, operational risk and outsourcing risk. The risks may be related to either the management of the Fund or the Fund Investments.

### **Legal and Fiscal Risk**

The Fund Investments are investments in debt and hybrid debt instruments predominantly issued by Financial Inclusions that operate in developing and emerging economies with legal, fiscal and regulatory regimes that may differ in material respects from such regimes in the developed world. In particular, the Fund may have more difficulty in establishing and securing legal rights in respect of the Fund Investments in the countries in which the Financial Inclusion Institutions operate than it would in establishing and securing the same rights in OECD countries. Accordingly, the Fund's recourse to legal and regulatory proceedings in such foreign countries, to establish or secure the Fund's rights in respect of one or more Fund Investments, may be limited or non-existent. In addition, in connection with the investment in Fund Investments, the Fund may be subject to the jurisdiction of authorities in foreign countries and is subject to fiscal legislation in such countries. Any determination by such authorities of the Fund's rights in respect any of the Fund Investments may be irregular in procedure or may otherwise be materially prejudicial to the Fund.

The legal and tax treatment of the Fund and Fund Investments can change outside of the manager's control, leading to adverse consequences for the Fund and its Participants. Changes in the regulatory and/or tax status of the participants or the Fund or relevant changes in local laws and their interpretation can have a significant impact on the legal and/ or fiscal position of the Fund and/ or the Participants.

### *Risk Control*

An assessment of the legal and fiscal treatment and consequences makes part of the due diligence of each individual potential fund investment, whereas the relative value of potential fund investments is evaluated on an after-tax basis. To the extent appropriate, contract documentation underlying Fund Investments includes language such as gross up clauses to mitigate the impact of changing fiscal legislation. In addition, risks are mitigated by limiting concentrated exposure of Fund investments to specific geographic regions and countries.

### **Compliance Risk**

Compliance risk is the risk that consequences of (changing) laws or regulations are not recognized or not early enough, resulting in compliance breaches. Alongside the external aspect, compliance risk also exists in relation to non-compliance or overdue compliance with internal regulations and policies.

### *Risk Control*

Monitoring procedures are in place to assure policy compliance with laws and regulations.

### **Integrity Risk**

Integrity risk is a specific form of compliance risk. This concerns the impairment of the reputation, capital or result of Cardano due to non-compliance with internal and external rules and regulations. The culture and conduct of employees, clients and business associates of Cardano are particularly important in this context. Actions that violate the core values of Cardano, relevant codes of conduct or legal provisions are not tolerated. Financial institutions in developing and emerging economies, among which Financial Inclusion Institutions, tend to be particularly susceptible to underdeveloped governance structures, among others due to less developed legal infrastructures and financial supervision. Therefore, there is a chance that Fund Investments become exposed to governance risks such as fraud and corruption. The assessment of the governance structure of the Financial Inclusion Institution is a structural part of the due diligence of each individual Fund Investment. The Fund Manager strives to work with investees whose operations and results are being audited by internationally respected audit firms. In addition, national requirements for governance are being assessed and markets where regulations provide an effective framework regarding governance structures of legal entities provide comfort. Evaluation of governance structures of investees is also incorporated into the non-financial scorecard, enabling a systematic assessment of governance in Investment Proposals.

#### *Risk Control*

Integrity risk is mitigated by the use and application of integrity policies, customer due diligence and know your customer (KYC) procedures and regular monitoring that they are in compliance is met with relevant laws and regulations and applicable minimum standards at Cardano.

#### **Operational Risk**

Operational risk is the risk of undesired changes in the size and performance of the fund due to inadequacies or failures in the internal control of processes and systems.

#### *Risk Control*

Risk controls include regular internal audits of processes, risk self-assessments facilitated by the risk management department. These activities result in enhancements of the internal control framework of which the greater part is part of the ISAE3402 type II report certified by an external audit. Next to that, appropriate business continuity management policies and a liability insurance are in place.

#### **Valuation Risk**

Valuation risk is a specific form of operational risk. This is the risk that the value allocated to investments of the Fund cannot be objectively verified and therefore inaccurate given the nature of the investments, being not listed on a regulated stock exchange. Causes may include inadequate or insufficient information and/ or imperfections in valuation processes. The valuations are assigned on the basis of the Valuation Policy as developed by the Fund Manager. This policy is consistently applied to all Fund Investments. In principle, valuation of Fund Investments is based on fair value, by application of generally accepted valuation principles for inactively traded assets.

#### *Risk Control*

A Valuation Policy is implemented, and periodically validated by the Fund Manager's valuation committee.

#### **System Risk and Risk of Cybercrime**

System risk is a specific form of operational risk. This is the risk of direct or indirect losses arising from weaknesses in or unavailability of the information technology systems that are providing essential information accurately, completely and in a timely manner. System Risk includes the risk of cybercrime. This is the risk of criminals, hacking into the information technology systems and disrupting processes and services for the Funds. The presence of effective information technology systems is crucial to assure the continuity and controllability of the processes and services for the fund.

#### *Risk Control*

Formal business continuity management policies are implemented with periodical testing procedures. Next to that emergency protocols are in place.

#### **Outsourcing Risk**

Outsourcing of activities gives rise to the risk that the other party is unable to meet its obligations, despite detailed arrangements being laid down in contracts with the providers of outsourced services. In this respect investment management services are provided by DWM Asset Management, LLC, while certain back and mid office services are provided by BNP Securities Services SCA, Amsterdam Branch in its capacity as Administrator. Contracts have been concluded with these parties, including service levels agreements (“**SLAs**”) that are periodically reviewed.

#### *Risk Control*

Cardano has implemented outsourcing procedures for the monitoring and assurance of outsourced activities. On an annual basis, Cardano performs extensive due diligence on the Investment Manager operations and procedures. Under certain conditions, Cardano is authorized to terminate its partnership with the Investment Manager and to outsource investment management activities to other authorized institutions, or to keep these activities in-house. Exit plans are designed to execute this in a controlled manner.

#### **Depository and Custody Risk**

Depository and custody risk is the risk that Fund Investments are lost due to failing ownership verification or, for instance, insolvency or fraud at a custodian where financial instruments are held in custody.

### *Risk Control*

Cardano has implemented procedures for the monitoring of the Depositary and the custodian. It is ascertained that the Depositary and the custodian have put in place internal controls to minimize any depositary and custody risk.

### **Sustainability Risk**

In addition to the application of minimum criteria in the field of sustainable investments, the Fund pursues a specific sustainability and impact policy, whereby the objective is to contribute to the realization of at least seven of the seventeen SDGs as established by the United Nations. There is a risk that the Manager will be less successful than intended.

Sustainability risks are in this respect considered those arising from the poor management of sustainability or ESG-related issues by companies, governments or institutions in which investments are made. These risks can have a negative effect on the intended investment returns of the Fund. Because of these potential risks, Cardano integrates information about sustainability issues into its investment decisions. In addition to sustainability risks associated with individual companies or sectors, Cardano also takes into account those that are relevant for countries or regions, such as exposure to natural disasters or social unrest. By considering sustainability related risks and information, a broader view is gained on the companies, governments and institutions in which Cardano invests. In this regard, it leads to better informed decision making, which can ultimately lead to improvements in returns.

Businesses, governments and institutions can also be exposed to sustainability risk as a result of their involvement in controversial events or practices. Generally, companies that are less or not involved in significant controversies are more resilient to systematic market risks and have lower costs of capital. A lower cost of capital is generally associated with a higher valuation. Specific sustainability risks and the way in which Cardano manages these are further described below.

#### *Sustainability risk associated with fossil fuels and Risk Control*

A specific sustainability risk is the risk associated with the production, distribution or use of fossil fuels. Depending on the degree of involvement, the exposure to this risk varies greatly per company, government or institution. The risks associated with fossil fuels can manifest themselves in various ways, and in Cardano's view should be actively mitigated. Companies, governments and institutions that better manage their risks related to fossil fuels are expected to be less exposed to systematic risks including stranded asset risk, and thus the need for premature write-off of fossil fuel assets. This lower risk is expected to lead to a lower cost of capital due to gaining access to a larger investor base. This can lead to a higher valuation for the entity. Entities that implement carbon risk mitigation efforts are expected to face less regulatory litigation and fewer liability issues, leading to lower costs. Entities that reduce their fossil fuel exposure and diversify their business and divisions are expected to safeguard long term revenue generation.

#### *Sustainability risk associated with chemicals and waste management and Risk Control*

A specific sustainability risk is the risk associated with the production, distribution or use of chemicals and waste. Depending on the degree of involvement in the use of chemicals or waste, exposure to the risk can vary widely by company, government or institution. Entities that use natural resources efficiently and produce less waste are expected to have a higher productivity and be more competitive than their peers. This could lead to a higher profitability and therefore higher dividends. Also, companies that implement stronger waste management practices are less frequently involved in related incidents and therefore exhibit lower company specific tail risk which could impact the company's value. Governments and institutions can similarly benefit from responsible policies related to chemicals and waste management.

#### *Sustainability risk associated with land use and Risk Control*

A specific sustainability risk is the risk associated with the poor management of land or land-related natural resources. Depending on the degree of involvement in land use, exposure to this risk can vary widely by company, government or institution. Entities that use natural resources more efficiently are expected to have higher productivity and be more competitive than their peers. This can lead to higher profitability and therefore higher dividends. These entities are also expected to run lower risks of productivity declines. Another example is companies who source products with deforestation in their supply chains. These companies expose themselves to higher levels of regulatory action, loss of market share and potential loss of customers. Companies who manage these risks well are expected to face less disruptions in their supply chains and lower costs of production.

#### *Sustainability risk associated with water use and Risk Control*

A specific sustainability risk is the risk associated with the poor management of water. Depending on the degree of involvement in water use, exposure to this risk can significantly differ per company, government or institution. Effective water management by entities that operate in water-scare areas leads to improved maintenance of physical assets and vital inputs needed for production processes. Systemic social risks associated with water scarcity are material investment risks, as community disputes related to water quality and access are frequent and often significant in nature. Better management of these issues is expected to lower operational disruptions and costs. Entities that minimize their water pollutant emissions are less exposed to regulatory action and fines and can therefore reduce their costs. Companies demonstrating capacity for community engagement regarding water scarcity and quality issues typically face less delays in output and production, thereby allowing revenues and profitability to remain more stable.

#### *Sustainability risk associated with organizational behaviour and Risk Control*

A specific sustainability risk is the risk associated with irresponsible behaviour and inadequate organizational integrity. Depending on the degree of involvement, exposure to this risk can significantly differ per company, government or institution. Cardano evaluates how entities deal with sustainability issues such as corruption, governance structures, human rights and controversial arms trade. Criteria that define minimum level expectations are implemented based on Cardano's sustainable investment policy. This evaluation is also important from the perspective of sustainability risks. Governments and institutions that violate human rights or those with weak governance structures are at greater risk of social unrest, which in turn creates economic uncertainty and adversely affect economic stability. This can lead to credit downgrades on securities or potentially defaults. Increasingly, ESG and sustainability-related topics are being integrated into credit rating analysis. Therefore, Cardano is of the view that integrating sustainability topics into investment decisions can lower volatility and lead to long-term outperformance.

Companies with strong corporate governance structures and procedures typically exhibit robust business plans and better innovation management, which are expected to lead to higher profitability. Companies with stronger oversight of business ethics related issues are less frequently involved in serious controversies related to corruption, fraud or bribery. This is expected to lead to less downside risk on the company's share value. Companies operating in emerging markets may be more prone to corruption and bribery risks, which can lead to controversies and thereby increase the cost of capital. This could in turn affect the cash flow and enterprise value, impacting risk-adjusted returns. Investing in companies that manage these risks better is expected to then lead to improve risk-adjusted returns.

#### *Sustainability risk associated with human capital management and Risk Control*

A specific sustainability risk is the risk associated with the poor management of human capital, in other words the workforce of a company, government or institution. Strong oversight of employee satisfaction and employee health (both for an entity's own operations and its suppliers) often leads to an increase in sales and productivity. It can also improve access to a larger talent pool, thereby increasing revenues and profitability. With stronger human capital risk management and implementation of social standards, entities may limit their exposure to, and involvement in controversies related to labour standards. This is expected to reduce operational disruption (as a result of strikes) and reduce reputational risk, therefore leading to more stable revenues.

#### *Sustainability risk associated with social capital management and Risk Control*

A specific sustainability risk is the risk associated with the poor management of social capital, that is, the various stakeholders of a company, government or institution, apart from the workforce. Typical examples of this for companies are its customers, local authorities and the local population in the region where a company has operations. Companies that engage effectively with the communities in which they operate maintain their social license to operate, face less operational disruptions and reduced costs related to resettlements. For relevant sectors, those that provide stronger access to finance and access to health programs also maintain their license to operate. Better management of data privacy helps companies to avoid regulatory and reputational risk resulting from potential data breaches. Reduced regulatory and reputational risk can reduce costs and maintain customer trust.

#### *Sustainability risk in relation to the Fund's sustainability and impact policy*

In addition to the application of minimum criteria in the field of sustainable investment, the Fund has pursued a specific sustainability and impact policy, whereby the objective is to work with the Cardano Impact Financial

Inclusion Fund (I) to contribute to the realization of at least seven of the seventeen SDGs as established by the United Nations. There is a risk that the Manager will be less successful in this than intended.

### **Governance Risk**

Financial Inclusion Institutions in developing and emerging economies tend to be particularly susceptible to underdeveloped governance structures, among others due to less developed legal infrastructures and financial supervision. Therefore, there is an increased risk that Fund Investments become exposed to governance risks such as fraud and corruption, with a potential negative impact on the financial performance of the Fund and the reputation of the Fund including its Participants.

Subsequently, the financial and non-financial information of the Financial Inclusion Institutions underlying the Fund Investments, upon which the Fund Manager will rely in part in selecting and monitoring these Financial Inclusion Institutions, may not have been audited or prepared in accordance with International Financial Reporting Standards (IFRS). As a result, such information may be inaccurate or incomplete, potentially resulting in negative impact on the financial performance of the Fund.

#### *Risk Control*

The Fund Manager and the Investment Manager will exercise commercially reasonable due diligence in assessing appropriate governance and accuracy and completeness of information provided on Fund Investments but cannot and do not make any explicit or implied representation or warranty in respect of such information.

### **Conflicts of Interest Risk**

The interests of the Fund Manager and the Investment Manager may conflict in various ways with the interests of the Participants. The Fund Manager and the Investment Manager and each of their related entities, management teams, agents and affiliates may engage in fund management, financing, advisory, lending, financing, or other businesses affecting the Fund and/ or the Fund investments. In particular, the Investment Manager manages other funds which invest in assets similar to the assets in which the Fund will invest. The Fund may make an investment in a Financial Inclusion Institution in which another fund managed by the Investment Manager has previously invested or may invest in the future, and there is the possibility that the investments by such other funds may have forms of potential conflict with investments made by the Fund.

Another specific conflict of interest could arise as a result of investment funds managed by the Fund Manager act as Participant in the Fund, where in relation to redemption or subscription requests the Fund Manager could have an incentive to preferentially treat the investment funds managed by the Fund Manager over other Participants.

#### *Risk Control*

The Fund Manager has implemented a conflicts of interest policy. If the organizational arrangements made by the Fund Manager to identify, prevent, manage and monitor conflicts of interest are not sufficient to ensure, with reasonable confidence, that risks of damage to Participants' interests will be prevented, the Fund Manager shall disclose the general nature or sources of conflicts of interest to the Participants.

Conflicts of interest risk is further mitigated by the fact that each Investment Proposal contains information on any conflicts of interest that might be applicable in relation to potential fund investments, where in case of material potential conflicts of interest the Participants Committee is consulted.

In order to prevent any conflicts of interest between the Fund Manager and its Participants, including those related to investment funds managed by the Fund Manager investing in the Fund, rights and obligations assigned to participating investment funds managed by the Fund Manager are similar to those assigned to other Participants. A liquidity management policy has been put in place that ascertains fair and balanced treatment of all Participants in the Fund.

## 7 HOW TO INVEST

Investors must express their interest to participate in the Fund to the Fund Manager. The Fund Manager may in its sole discretion decide who will be admitted to the Fund and may in its sole discretion decide to temporarily discontinue or indefinitely stop the admittance of new Participants. Acceptance of new Participants will only take place after the performance of a customer due diligence satisfactory to the Fund Manager and after a Participation Agreement has been duly signed by the Participant.

### Capital Commitments, Drawdowns and Assignment of Participations

Participants that are admitted to the Fund should subscribe for a Capital Commitment of at least EUR 1,000,000, unless otherwise agreed by the Fund Manager. Subject to the availability of appropriate and attractive investment opportunities, the Fund Manager will make Drawdowns on Undrawn Capital Commitments in exchange for the assignment of Participations. The Fund Manager will make drawdowns for the purpose of funding the investments for the Fund and/ or funding the payment of tax and fund expenses or other payments required to be made and related to the Fund.

For each Drawdown the Fund Manager will give not less than ten (10) business days' prior written notice.

Drawdowns take place on a pro rata basis from each of the Participants that have Undrawn Capital Commitments, where subsequently the Participants' Undrawn Capital Commitments will be reduced by the amount of the relevant Drawdown.

#### *Participation by investment funds managed by the Fund Manager*

Capital Commitments made by a Participant, where such Participant is an investment fund managed by the Fund Manager, are as base premise fully drawn down when making Capital Commitments. In addition, whereas a base premise Capital Commitments by or redemptions to Participants take place on a monthly basis, Capital Commitments and/ or redemptions may for practical considerations also take place on a more frequent basis. In accepting requests for Capital Commitments and/ or redemptions, the Fund Manager will ascertain that accepting such requests will not be detrimental for other Participants in the Fund, where it has the discretion whether or not to accept such requests.

### Cancellation Undrawn Capital Commitments

The Fund Manager may cancel any Undrawn Capital Commitment if the Fund Manager believes that such cancellation is necessary or desirable in the interest of the Fund and the Participants.

### Issuance and Redemption of Participations

At its sole discretion, the Fund Manager may issue or redeem Participations at the existing Net Asset Value. The Fund Manager intends to provide liquidity on at least a monthly basis by issuing or redeeming Participations. The Fund Manager may impose restrictions on entrance to and/ or exit from the Fund and shall particularly consider the interests of existing Participants in deciding on the timing and terms at which Participations are issued and/ or redeemed. Aspects considered are the availability of sufficient cash flow and/ or sufficient access to appropriate and attractive investment opportunities.

### Restrictions on Transferability

The Participations in the Fund are not transferable.

### No Listing of the Fund

The Fund is not listed on any exchange. Participations are registered in the participants register held at the Fund Manager.



## 8 THE FUND MANAGER

The legal predecessor of Cardano was established in 1997 following a merger between Hollandse Koopmansbank and SNS Bank. As the manager of trade union funds Hollandse Koopmansbank had a long history in the field of responsible investment. It is partly due to this accumulated experience that Cardano plays a leading role in the field of responsible institutional asset management. As of July 1<sup>st</sup>, 2014, SNS Asset Management N.V. and SNS Beleggingsfondsen Beheer B.V. – the SNS REAAL asset management and investment fund management companies - merged into ACTIAM. In January 2022, ACTIAM was acquired by the Cardano Group, a well-known Netherlands based provider of risk management and pension solutions. Starting from June 1<sup>st</sup>, 2023, ACTIAM continues under the name Cardano.

Cardano is a leading sustainable fund and asset manager in The Netherlands, with almost € 20 billion in assets under management as of 1 December, 2023. Cardano employs over 80 people and has many years' experience of providing professional asset and fund management services for third parties and the Dutch insurance labels Reaal, Zwitserleven and Allianz. Cardano offers a wide range investment funds marketed under either the Zwitserleven, Allianz or Cardano brand.

Corporate responsibility has always been one of the unique selling points of Cardano. The continuing importance of corporate responsibility is currently reflected in the development of sustainable investment products, specialised social investment research efforts and support for volunteer projects and sponsorship at various levels.

Cardano considers itself a pioneer in the Netherlands with regard to responsible, sustainable and impact investments. After years of experience in this field Cardano believes, it is well equipped to design investment strategies based on the desired level of social or environmental involvement. In a European context Cardano is also among the leading asset managers with regard to responsible, sustainable and/ or impact investments.

Cardano Impact Investing is a department within Cardano which is responsible for and entirely dedicated to development investments with substantial experience in the impact investing market. It creates value for its clients, for its investees and for society as a whole through the development, advancement and/or distribution of impact investment solutions. The solutions offered intend to deliver market-based returns on investment while making a tangible contribution to a better world. In relation to impact investing solutions Cardano Impact Investing operated assets under management at about € 200 million as of December 1, 2023, with multiple initiatives undertaken to expand the private markets platform of Cardano.

Development investments, including the existing investments in financial inclusion, are part of the core business of Cardano. In the field of microfinance Cardano was one of the first commercial asset managers worldwide to successfully invest in microfinance products on behalf of professional clients. Cardano has a solid infrastructure to analyse both the fundamental and relative value of investments in the developmental arena. In 2007 Cardano introduced the first commercial microfinance investment fund for institutional investors, followed by a second fund in 2008. In 2013 the Cardano-FMO SME Finance Fund I (under the name 'ACTIAM-FMO SME Finance Fund I) was launched with a capital commitment of over € 100 million, which is currently fully invested and realized an annualized average return of 2,3%.

Since its inception in 2014 the Cardano Impact Financial Inclusion Fund (I), has realized an annualized average return of 4,1%.

### Cardano Impact Investing Team

#### **Rik Klerkx, CFA**

*General Manager Impact Investing – CIO Private Markets & LDI*

Rik joined Cardano in 2015 to help build Cardano's portfolio management team. As CIO Private Markets & LDI NL, he is currently responsible for the development and implementation of investment strategies for institutional clients and manages ca. EUR 15bln of assets, mainly in fixed income, impact, private markets and derivatives. He started his career in 2005 at J.P. Morgan's Fixed Income division in London where he left as Vice President. Before Cardano he was a portfolio manager of the reserve assets at the Dutch central bank and worked at Nationale Nederlanden Group's treasury. Rik holds a Master's degree in Quantitative Finance from Erasmus University Rotterdam, is a PhD-candidate at VU Amsterdam and is CFA charter holder.

**Alexander Lubeck,**  
*Impact Investment Manager*

Alexander Lubeck works for the Cardano Impact Investing team as an investment manager and participates in the investment committees of the various funds under management. Alexander joined Cardano in 2003 as a portfolio manager to add substantial expertise in portfolio management for various credit disciplines, varying from high grade credit bonds to asset backed securities and leveraged loans. In addition, he was involved in implementing ALM derivative overlays for institutional clients. During his career, Alexander has built a deep knowledge and experience of international debt and capital markets and of macroeconomic and currency developments in various jobs in the fixed income space. Before joining Cardano, Alexander worked at NIB Capital Asset Management / ABP Vermogensbeheer, where he was responsible for the syndicated loans and project finance funds since 2000. Prior to working for ABP he worked at Philips Pension Fund as a senior portfolio manager, responsible for setting up the high-grade investment activities for the Philips Pension Fund since 1997. Alexander started his career with AEGON Investment Management in 1991 as a junior portfolio manager fixed Income, involved in duration management and introducing the use of fixed income derivatives in active fixed income portfolio management. Alexander holds a degree in Quantitative Business Economics from the Erasmus University, Rotterdam.

**Sinisa Vukic**  
*Impact Investment Manager*

Sinisa Vukic joined Cardano in 2007, working for the SNS REAAL Water Fund and performing research on water finance and microfinance. In 2008 he joined the Cardano Impact Investing team as an investment manager. Sinisa has a strong educational background in both development economics and sustainability issues. In addition to being a member of the Investment Committee for the funds under management, Sinisa is particularly responsible for a daily management support and tracking macroeconomic developments in the countries targeted by the Cardano managed Institutional Microfinance Funds. Previously Sinisa worked at the international finance department of Swisslion-Takovo, a confectionary company in Serbia. Sinisa has a degree in International Economics and Foreign Trade, from the University of Belgrade, Serbia and a master's degree in environmental management from the Wageningen University, The Netherlands.

**Sylvia Giezeman, CFA**  
*Impact Investment Manager*

Sylvie Giezeman joined Cardano in 2011 as Responsible Investment Officer working for the ESG team where she was responsible for company and regulatory engagements with a focus on social issues. In 2018 she joined the Cardano Impact Investing team as an investment manager. Sylvia has a strong educational background in both development economics and social issues. Sylvia is member of the Investment Committee for the funds under management, Sylvia is particularly responsible for a day-to-day management support and tracking of macroeconomic developments in the countries targeted by the SME-FMO Finance Fund (SMEFF) and the Cardano managed Institutional Microfinance Funds. Previously Sylvia worked at the Dutch NGO, NCDO. Sylvia has a master's degree in development economics, from the University of Amsterdam, a master's degree in Cultural Anthropology from the VU, Amsterdam, and is a CFA charter holder.

**Hendrik Jan Davids, CFA, Senior Client Portfolio Manager**

Hendrik Jan Davids joined Cardano in March 2018 as a Senior Product Manager overseeing the Cardano range of investment funds, including the Impact Investing funds. He joined the Impact Investing team in 2023 and is responsible for the interaction between portfolio management, the commercial department and clients. In his capacity he translates the insights of the investment strategy and its performance to audiences such as Cardano's commercial department, clients and other stakeholders, such as impact investing network organisations. Having spent his career in both private wealth and institutional asset management, his strong multi-disciplinary background makes him a linking pin to multiple internal and external stakeholders. Hendrik Jan is a CFA charter holder.

**Sytske Groenewald***Impact Analyst*

Sytske Groenewald joined Cardano in September 2021 as Senior Sustainability & Impact Analyst. She is particularly responsible for designing the impact measurement and management policies for the funds operated. In addition, she is participating in the investment committees and lead the publication of the impact reportages. Prior to joining Cardano Impact Investing, she worked as Director Impact & Operations at Inclusive Impact Investments B.V. She is seasoned and experienced in ESG aspects of businesses and managing the social returns of impact investments. Further, she has a strong background and experience in socio-economic research (Ph.D.), impact measurement, and the usage of innovative data solutions for social problems. Sytske holds a master's degree in Cultural Anthropology and a bachelor's degree in economics from the University of Utrecht. She completed her Ph.D. study at Wageningen University and Research Centre.

**Sebastiaan Masselink,***Senior Portfolio Manager*

Sebastiaan joined Cardano in 2017 as senior portfolio manager Impact Investing. He also is part time new sustainable business accelerator / incubator at the Van Hall Larenstein University of Applied Sciences. Sebastiaan is a specialist in Sustainable Energy and Clean-Tech investments with a deal-driven focus. Seasoned negotiator, deal-originator, and veteran investment analyst (equity & debt) in areas such as smart-buildings (LED, sensor technology), renewable energy (wind-energy, solar PV, biogas), bio-based solutions (enzymes, bioplastics, recycling), electrification (electrical vehicles, batteries). Accumulatively acquired, financed and IPO-ed over 5 GW of cleantech and energy transition transactions across Europe, with an essential network to access new deals.

Before joining Cardano, in 2016 he independently managed the buy-out of high-tech solar business listed in the US. Until 2016 Sebastiaan was at Kempen & Co for over 10 years. From 2010 he was Global Head of Cleantech Equity Research & capital markets. The first 5 years he was hands-on Managing Director of Kempen & Co USA Inc. He operated as VP at ABN AMRO 1999-2004, where he held several institutional investment and deal-making roles in the field of equities & treasury, in Moscow, Paris, Milan, London and Amsterdam. Sebastiaan graduated from the University of Groningen as a MSc in Management & (International) Organizations and is a volunteer at WWF.

**Jos Kalb, CAIA***Portfolio Manager*

Jos joined Cardano's Impact Investing Team in 2023 as Senior Portfolio Manager. He has more than 17 years of experience in public and private markets. Prior to joining Cardano he worked for eight years at NNIP/GSAM in the Structured Private Debt department with a strong focus on export and trade finance. In this role he worked amongst others on renewable energy projects and electric (high speed) railway projects in both developed and emerging markets.

From 2009 – 2015 Jos worked at APG Asset Management as Senior Portfolio Manager Commodities and as portfolio manager Asset Allocation and Overlay. Jos started his career in 2006 at ABN Amro Bank as investment banking trainee and had various roles at different sales & trading departments.

Jos holds a master's degree in Computer Science from Eindhoven University and a master's degree in Econometrics from Tilburg University. He is a CFA and CAIA charter holder.

## 9 THE INVESTMENT MANAGER

Cardano has appointed Developing World Markets (DWM) as investment manager for the Fund. Founded in 1994, DWM seeks investible solutions that sustainably address the social, environmental, and economic needs of the developing world. DWM began impact investing in 1999 and shifted exclusively to impact in 2007. DWM has over two decades of experience in emerging and frontier markets. Through DWM Asset Management, LLC, the firm's SEC-registered investment adviser, DWM has originated and managed over \$2.5 billion of private debt and private equity in impact-oriented enterprises, including over 1000 loan disbursements and 25 private equity stakes in more than 70 emerging and frontier countries. DWM maintains staff across 16 global locations on 5 continents.

### **DWM Investment Management**

#### **DWM Credit Committee**

##### **Peter Johnson**

*Co-Founder and Co-Managing Partner*

Peter helped create the model for making sustained, institutional-quality, market-return impact investments in emerging and frontier markets starting with DWM's first impact investment in 1999. At DWM today, Peter oversees fund management and key investor relationships, all within DWM's investment focus of inclusive finance, agriculture and rural communities, off-grid solar and climate action, water and sanitation, education, housing and women's economic opportunity.

Before co-founding DWM, Peter specialized in emerging and frontier markets as an investment banker at Bankers Trust (now Deutsche Bank), working out of London, New York and Cairo. From London, he structured direct investments in Asia, Latin America, and Eastern Europe. From New York, he created multiple bond issues to restructure \$14 billion of debt to the U.S. government by sovereigns in Asia and Africa. In Cairo, Peter opened and managed the firm's Egypt office and negotiated the company's first debt-for-equity swap (Sudan) and first financing backed by workers' remittances (Saudi Arabia to Egypt).

Peter has served on numerous impact investing-related boards, including as chairman of the pioneering women-focused microfinance & health institution Pro Mujer International.

Peter received a BS from the School of Foreign Service at Georgetown University and an MA from the Fletcher School of Law and Diplomacy at Tufts University. He is a native English speaker, competent in French and conversant in Spanish.

##### **Chris Mehan**

*Chief Risk Officer*

Christopher oversees all aspects of risk management at DWM including governance and policies, new deal review, and ongoing portfolio monitoring. He is a member of the DWM Credit Committee.

Before joining DWM in 2015, Christopher held global market risk coverage roles for emerging markets, credit, and counterparty risk at Barclays and Merrill Lynch. His responsibilities included creating emerging markets and counterparty risk frameworks, defining controls, risk appetite, portfolio management, new transaction reviews, and other aspects of the businesses. Before his career in risk management, Christopher was a trader focusing on interest rate, foreign exchange, and commodity derivatives and options.

Christopher received a BS in economics from the University of Wisconsin, Madison and completed an executive program in market and credit risk at Stanford University.

Christopher holds a Series 7 license from the US Financial Industry Regulatory Authority.

**Marie-Paule Claes***External Member*

Marie-Paule has more than 25 years of financial-sector experience including two decades in impact finance in emerging markets and developing countries. As an independent consultant, she provides advice to private and public clients in the areas of MSME finance, institutional and market diagnostics, risk management, business, and impact strategies.

Her earlier experience includes work on staff at the International Finance Corporation (IFC) as a principal investment officer in the Financial Institutions Group and pioneering work as a senior investment officer of the Belgian Investment Company for Developing Countries (BIO), where she built a partner network and investment pipeline and created operational tools and procedures. Marie-Paule started her professional career at ABN AMRO Bank, holding multiple positions. She has served and serves on multiple boards of directors and other governance bodies in the impact field.

Marie-Paule holds a master's degree in commercial business engineering from Katholieke Universiteit Leuven and a master's degree in management, with honors, from University of Barcelona and Katholieke Universiteit Leuven.

**Barbara Wasmus***External Member*

Barbara is a member of the DWM Credit Committee and, since 2010, has served as an independent member of the investment committees of several DWM funds.

Barbara has more than 15 years of experience as an SME/microfinance banker in developing and emerging markets. At Wasmus Consulting, an MSME finance consultancy, she has implemented a wide range of assignments for financial institutions, funds and donors in Africa, the Middle East and Asia.

Barbara's previous positions include founding CEO of ProCredit Bank Angola, deputy CEO of ProCredit Bank Kosovo, senior investment officer at Triple Jump, and a variety of other senior executive positions with financial institutions. In addition to her consulting work, Barbara is a non-executive director and chair of the Risk Committee of Finca Microfinance Bank Tanzania.

Barbara holds an MA in international relations from the University of Groningen, the Netherlands.

## Appendix 1: Valuation Policy

### General

The values of the individual investments in loans to Financial Inclusion Institutions (“FIIs”) should be determined daily for the Fund to allow for correct valuation of the Fund. The Valuation Policy described below, as may be amended from time to time, sets out how the value of individual loan investments in FIIs is determined.

### Considerations

The following considerations are relevant in determining the valuation policy:

- The Fund provides FIIs in developing countries with debt funding, normally through investment in private loans with a fixed maturity, on the basis of a variable interest rate plus a risk premium or on the basis of a fixed rate.
- Foreign exchange and interest rate risks can be hedged using derivatives, normally FX forwards, interest rate swaps and cross-currency interest rate swaps.
- As the investments are made through private placements of loans in illiquid and non-transparent markets in countries with underdeveloped markets for financial instruments, determining an objective market value for individual investments is a complex matter.
- As hedges can be applied to currencies of countries with underdeveloped markets for financial instruments, determining an objective market value for some derivatives is a complex matter.
- A time gap may arise between the entry into a contractual commitment to provide a loan and the actual provision/disbursement of the loan. Such commitments will be valued when they may have a material impact on the Fund’s NAV.
- The Fund, and hence the individual investments, are measured at fair value in accordance with Dutch GAAP. This means that the valuation of the investments and the Fund should provide an adequate reflection of the actual fair market value.
- In so far as additional investors join the Fund during its term, the valuation should adequately reflect the Fund’s actual value in order to protect as effectively as possible the interests of all investors joining the fund.
- The value of the loan positions in the Fund is determined by the Cardano Valuation Department, under the responsibility of the Chief Financial and Risk Officer. The Valuation Committee is the accountable body for the Valuation Department and is consulted whenever the need arises for price adjustments that fall outside the standard procedures of the Valuation Department.

## Requirements

The valuation procedure must at least meet the following requirements:

- The procedure must lead to sound valuations;
- The procedure must be transparent;
- The procedure must be workable;
- The procedure must be capable of consistent application;
- The procedure must have been coordinated with and approved by the Fund's auditor;
- The procedure must comply with existing laws and regulations.

## Loan valuation policy

Taking account of the considerations and requirements described above, the valuation policy for loans is outlined and explained below.

A distinction is made between valuations in:

- (i) a situation in which the credit risk profile of the underlying FII has not undergone a material change;
- (ii) a situation in which the credit risk profile of the underlying FII has undergone a material change;
- (iii) a situation in which the credit risk profile of the underlying FII has undergone a material deterioration.

An in-house rating method is used to assess whether there has been a material change in the credit risk profile<sup>2</sup>.

In addition, an assessment is made of various relevant financial key ratios as well as the payment ethics of the FII concerned in order to determine whether its rating has deteriorated to a significant degree.

## Valuation where there has been no material change in credit risk profile

If there is no material change in the credit risk profile of an underlying FII, the value of the investments is determined by calculating the present value of all expected contractual cash flows from the loan at each NAV at the yield curve applicable to the relevant currency, plus the additional idiosyncratic spread of the loan on this curve at the time of purchase.

### *Input required for valuing individual loans*

- 1) The yield curve for the relevant currency;
- 2) A spread which takes into account asset-specific risk for a specific credit rating (see also Appendix 1);
- 3) An additional idiosyncratic spread of the loan in relation to the relevant yield curve at the time of acquisition;

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<sup>2</sup> The in-house rating method can be either that of the Investment Manager responsible for monitoring the exposure or, if available, that of Cardano. A rating is determined when a transaction is conducted. A review of the MFI is made and a formal rating determined at least once a year. The investment managers are expected to give a rating that is a fair reflection of the standard credit ratings as issued by Moody's/Fitch/S&P.

#### 4) The expected contractual cash flows from the loans.

The yield curve applied is in the currency in which the loan was provided. The EUR or USD yield curve is used for currencies for which no such curve exists. This is dependent on which of them is normally most linked to the market of the foreign currency concerned.

The asset-specific risk spread is based on the credit rating of the specific loan and the region in which the specific loan has been issued, and may vary in time. It is important for the original idiosyncratic spread at the time of acquisition to be specifically determined and kept fixed for each loan and that it is taken into account in the valuation during the full term of the loan. If there is no yield curve available for the currency concerned, the additional spread in relation to the EUR or the USD curve contains a component for reimbursement of the exchange rate exposure based on the premises of “interest rate parity”, where this reimbursement is also always assumed to be made.

#### **Valuation where there has been a material change in credit risk profile**

A comparable method is used for measuring loans to financial institutions whose credit risk profile has changed materially. Where a change in the profile is reflected in an upward or downward adjustment of the loan rating, the asset-specific risk spread is corrected accordingly. This is done by applying the asset-specific risk spread which corresponds to the changed credit rating of the specific loan. The idiosyncratic spread will in this respect remain similar.

The method applied does justice to both differences in the other characteristics of investments and changes in the credit risk profile.

#### **Valuation where there has been a material deterioration in credit rating**

For prudential reasons, Cardano Valuation believes that, in certain circumstances, it is advisable not to wait for a downgrade of the rating to CCC+ since experience shows that rating changes are often made in practice only after some delay. This applies above all when there is a material deterioration in the credit rating of an FII. In such cases, the asset-specific risk spread for a loan with a credit rating of CCC+ is applied, regardless of whether a CCC+ rating has actually already been assigned to the specific loan.

The criteria for determining whether a credit risk profile has materially deteriorated are the point at which an FII no longer meets three critical financial ratios and/or fails to meet certain current financial obligations on the loan. The criteria for the relevant financial key ratios are as follows:

- solvency, as calculated by dividing equity by total assets, is lower than [10]%;
- the level of arrears on the loan portfolio, as reflected in the percentage of loans more than 30 days in arrears, is higher than [10]%;
- the financial institution starts incurring a loss, as reflected in an annualised return on assets of less than -[25]%.

The measurement of these financial ratios is carried out by reference to the latest known monthly figures, as supplied by the financial institutions concerned. Year-end figures must have been checked by an auditor.

Application of a spread increase after a material deterioration of the credit risk profile of an FII:



The asset-specific risk spread, which corresponds to a credit rating of CCC+, will normally only be applied after all three financial ratios have passed the critical levels and/or once a payment obligation has not been met. Where the valuation takes place on this basis, Cardano Valuation, if necessary, in appropriate consultation with the Cardano Valuation Committee, has the mandate to approve on this. Cardano Valuation, if necessary, in appropriate consultation with the Cardano Valuation Committee, has the power to adjust a valuation if there is a specific reason for doing so. This power applies only to downward adjustments of the valuation.

The following exceptions apply in each case:

- Where relevant, the value of a subordinated loan is measured at a maximum of 50%;
- As soon as there is proof from external sources that the value of a loan should be lower, this alternative value is applied. The investment manager of the Fund is treated as an important reference for this purpose as he knows most about the current situation of the financial institution.

If the credit risk profile of the debt positions concerned recovers, a normal valuation could at some point be reinstated subject to the following conditions:

- Only when all three relevant ratios have recovered to above the critical levels can the loans be remeasured on the basis of the original method;
- Only when the payment arrears have been paid off or formal agreements have been made about any adjustment to the loan's cash flow, the debt positions can again be valued on the basis of the original method, albeit subject to the strict proviso that all three relevant ratios have recovered to above the critical levels.

### **Derivatives valuation policy**

Derivatives are used to manage exchange rate and interest rate risks at transaction or portfolio level. Among the derivatives that can be used for this purpose are FX forwards, (amortising) interest rate swaps and/or cross currency swaps.

Derivatives transactions are entered into under an ISDA master agreement including Credit Support Annex (CSA) in order to limit the credit risk on the counterparty to the transaction. This means that the valuation of derivatives is frequently agreed with counterparties and that the market value is received or transferred in the form of collateral.

Taking account of the considerations and requirements described above, the valuation policy for derivatives is outlined and explained below.

A distinction is made between valuations of:

- (i) derivatives in currencies for which market-based yield curves are available; and
- (ii) derivatives in currencies for which no market-based yield curves are available.

### **Derivatives in currencies for which market-based yield curves are available**

To determine the value of a derivative, the present value of all expected contractual cash flows of the derivative is determined at every NAV for the yield curve applicable to the relevant currency.

*Input required for valuing a derivative:*

- 1) the yield curve(s) for the relevant currency;
- 2) The contractual cash flows expected to be generated by the derivatives.

### **Derivatives in currencies for which no market-based yield curves are available**

As mentioned previously, the Fund invests in loans to financial institutions throughout the world. Such loans are also provided in currencies for which market-based yield curves are not available. The Fund may choose to cover the exchange rate and/or interest rate risk of such loans by means of derivatives.

As is also true of valuation of the loans, the yield curve applied in such a case is equated with the EUR or USD yield curve. This is dependent on which of them is normally linked by the market to the foreign currency concerned.

*Input required for valuing a derivative:*

- 1) the yield curve(s) for the EUR or USD;
- 2) The contractual cash flows expected to be generated by the derivatives.

### **Check on valuation of derivatives**

Various checks are performed to ensure that valuations are market-based. A check of the market value in relation to the counterparty is performed by reference to the collateral reconciliation. This comparison is also assessed periodically by Cardano Valuation. In addition, the yield curves used for the valuation are checked at least once a year.

## **Appendix 2: Precontractual disclosure on sustainability**

## Sustainable investment objective

This document provides you with sustainability information regarding this fund. It is not marketing material. The information provided is required by law and is intended to provide you with more insight into the nature of the sustainable investments in this fund. We recommend that you read this information so that you can make an informed decision about whether or not to invest in this fund. This pre-contractual information about sustainability describes the situation per 1 December 2023.

## Cardano Impact Financial Inclusion Fund (I)

LEI-code: 5493007S4XWPL6GJB276

This fund is managed by Cardano Asset Management N.V., part of the Cardano Group.

### 1. Does this financial product have a sustainable investment objective?

<p><input checked="" type="checkbox"/> <b>Yes</b></p> <p><input checked="" type="checkbox"/> It will make a minimum of <b>sustainable investments with an environmental objective: 0%</b></p> <p><input type="checkbox"/> in economic activities that qualify as environmentally sustainable under the EU Taxonomy.</p> <p><input type="checkbox"/> in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy.</p> <p><input checked="" type="checkbox"/> It will make a minimum of <b>sustainable investments with a social objective: 100%</b></p>	<p><input type="checkbox"/> <b>No</b></p> <p><input type="checkbox"/> It <b>promotes environmental and/or social characteristics</b> and while it does not have as its objective a sustainable investment, it will have a minimum proportion of ..% of sustainable investments</p> <p><input type="checkbox"/> with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy.</p> <p><input type="checkbox"/> with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy.</p> <p><input type="checkbox"/> with a social objective.</p> <p><input type="checkbox"/> It promotes environmental and/or social characteristics, but <b>will not make any sustainable investments.</b></p>
<p><b>Sustainable investment</b> means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.</p> <p>The <b>EU Taxonomy</b> is a classification system laid down in Regulation (EU) 2020/852, establishing a list of <b>environmentally sustainable economic activities</b>. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.</p>	

### 2. What is the sustainable investment objective of this financial product?



The Fund aims to provide investors with a market-based financial return in the range 3-5% on a net annual basis, while at the same time creating measurable social outcomes that are contributing to the global agenda set out by the UN Sustainable Development Goals. In addition to pursuing a market-based financial return, the Fund's objective is sustainable investment within the meaning of Article 9 of the Sustainable Finance Disclosure Regulation ("SFDR").

The sustainable investment objective of the Fund is to increase (digital) access to responsible and affordable financial products and services for micro-entrepreneurs, Small- and Medium-sized Enterprises (SMEs) and low-income households in emerging and developing markets with the intent to stimulate (micro) business growth, access to basic services, and financial wellbeing of low-income households. Financial Inclusion is a key enabler and accelerator to achieve a wide range of development outcomes.

Accordingly, the Fund aims to contribute towards the following UN Sustainable Development Goals (SDGs):

- 1. No Poverty
- 5. Decent Work and Economic Growth
- 8. Gender equality
- 10. Reduced inequalities

More indirectly, the Fund contributes to additional UN SDGs:

- 2. Zero Hunger
- 3. Good Health and Wellbeing
- 4. Quality Education
- 6. Good water & Sanitation

- 7. Affordable and Clean Energy
- 11. Industry, Innovation and Infrastructure

In line with the Fund Objective, the Fund has defined sustainable goals. These goals are aligned with the IRIS+ framework of the Global Impact Investing Network ('GIIN') which is a widely accepted sector standard for outcome indicator:

- Improving access to and use of affordable and responsible financial services of micro-entrepreneurs and other historically underserved populations;
- Supporting decent jobs and fostering economic development through SME financing;
- Increasing access to basic services through affordable household financing; and
- Increasing women's economic empowerment and gender equality through financial inclusion of women.

Each Fund investment should positively contribute to at least one of those goals, without significantly harming any other sustainable objectives.

There is no external reference benchmark designated for the purpose of attaining the sustainable investment objective.

## 2.1. What sustainability indicators are used to measure the attainment of the sustainable investment objective of this financial product?

**Sustainability indicators** measure how the sustainable objectives of this financial product are attained.

The Fund has a strong focus on sustainability and only invests in entities significantly contributing to the sustainable objective of the Fund. A direct comparison of the Fund with available benchmarks is not the case (Article 9 (2) no index designated as its reference benchmark). The Fund maps its attainment to the sustainability goals and the SDGs via a dedicated ESG & Impact Questionnaire and Scorecard. This methodology allows for SDG mapping at fund and investment level.

Examples of indicators used to assess the alignment with our sustainable goals are:

- Number of micro-entrepreneurs provided with access to finance
- Number of poor and low-income households
- Number of first-time borrowers
- Number of end-clients\* living in rural areas
- Number of SMEs provided with access to finance
- Number of employees benefitting (estimated jobs created/sustained)
- Number of households with access to loans provided to access basic services (housing, clean energy, sanitation, drinking water, education, healthcare)
- Number of women-led SMEs
- Number of female end-clients
- Number of products and services tailored to needs female clients

\* end-clients are defined as people reached through responsible financial services in emerging market economies.

To assess whether the Fund's long-term sustainability goals are being met, an in-depth analysis of sustainability indicators is done annually. The progress is determined independent of a sustainable benchmark and included in the Annual Responsibility & Impact Report. In order to determine the progress, a Fund-specific 'Theory of Change' has been formulated. This is a model that shows how the Fund's investments contribute to the intended social outcomes in the short, medium and long term. Based on these assumptions, key social performance indicators have been identified. These sustainability indicators are based on the indicators and methodology of 'IRIS+', a system for measuring, managing, reporting and optimizing sustainability results. IRIS+ was developed by the GIIN, of which Cardano has been a member since its inception in 2009. By adhering to this methodology, the Fund contributes to standardization within the sector that should increase comparability between impact funds. The indicators are used to track the Fund's social performance and are measured, analysed and published annually in the Fund's Annual Responsibility & Impact Report. If the Fund's social results do not contribute sufficiently to the objectives, the sustainability criteria are further tightened.

## 2.2. How do sustainable investments not cause significant harm to any environmental or social sustainable investment objective?

The Fund invests in financial institutions that focus explicitly on providing affordable and responsible financial services and products to micro-entrepreneurs, small- and medium-sized businesses and low-income households ('Financial Inclusion Institutions' or 'FIIs'). The Fund aims to invest only in FIIs that make a positive contribution to the sustainability objective, without compromising other sustainability objectives. To this end, Cardano has developed a rigorous assessment process, briefly outlined below:

The Fund aims to only invest in FIIs that make a positive contribution to the sustainability objectives, without negatively impacting any sustainable objective. To this aim the Cardano has developed a rigorous assessment process.

First, the Fund excludes entities that do not comply with Cardano's Fundamental Investment Principles to limit the exposure of the Fund's investments to controversial business activities. These Fundamental Investment Principles are based on international standards, including the Organization for Economic Co-operation and Development ("OECD") Guidelines for Multinational Enterprises and the United Nations ("UN") Guiding Principles on Business and Human Rights, including the principles and rights enshrined in the eight fundamental conventions of the International Labor Organization's (ILO) Declaration on Fundamental Principles and Rights at Work, and the principles contained in the Universal Declaration of Human Rights. If financial institutions are found to have a negative impact, by structurally violating one or more of these factors or having a significant negative impact on any other sustainability objective, the Fund will not invest in these entities.

Second, a Fund specific ESG & Impact Questionnaire & Scorecard is used as part of our Environmental, Social and Governance (ESG) due diligence. This tool helps to assess all potential investments and to identify any significant harm or principal adverse sustainability impacts towards the sustainable investment objective of the Fund. Each investment in the Fund is carefully selected based on the investee's ability to provide both a reasonable financial return for investors and a positive contribution to social outcomes on the communities in which they conduct business. This tool includes an assessment of an extensive set of ESG indicators, including the mandatory and voluntary Principle Adverse Indicators (PAI's) and a set of Fund specific adverse indicators (as stated in Annex I and II of the draft Regulatory Technical Standards (RTS) to the SFDR) such as greenhouse gas emissions, human rights controversies, exposure to weapons, implementation of ILO conventions and board diversity. In addition, Fund specific adverse indicators are assessed and monitored throughout the investment process. These indicators include customer protection through responsible pricing, transparency, prevention of over-indebtedness, fair treatment of customers and collection practices, protection of personal data, and the complaints procedure. These indicators are related to client protection, including, responsible pricing, transparency, prevention of over-indebtedness, collection practices, fair treatment of clients, data policy, complaints mechanism, etc. All relevant indicators for adverse impacts on sustainability factors will be assessed at the time of investment and further on are monitored.

The notion of "do not significant harm" is at the core of the Fund's purpose and Cardano closely and very actively monitors developments in emerging markets and specific sectors to identify negative industry trends where they arise and to reassess investment strategy where necessary in that context. In addition, regularly, the Fund monitors the environmental and social performance of all portfolio entities. The monitoring is supported by ESG & Impact Questionnaire & Scorecard and the process includes an assessment of the responses provided by each investment entity. As part of the ongoing monitoring of its investments, the Fund reassess any investment against any significant harm to any goal during the holding period.

### **2.2.1. How have the indicators for adverse impacts on sustainability factors been taken into account?**

Cardano integrates information on adverse impacts on sustainability factors into its investment decisions made by the investment committee. The investment proposal includes a separate chapter "Impact Performance - Discussion and Analysis" that shows the scoring. It also describes a qualitative assessment of the positive and negative impacts on sustainability factors. The data for this assessment is collected using the ESG & Impact Questionnaire and Scorecard in addition to company visits and interviews with stakeholders during due diligence.

A Sustainability & Impact Analyst from Cardano is a member of this investment committee and assesses the investment proposals from an impact and sustainability perspective. The results of the ESG due diligence are an important part of the investment proposal. The ESG classification, the assessment of potential negative impacts and the potential contribution to the sustainability objective and the degree of additionality of the investment are analyzed and assessed by the Sustainability & Impact Analyst.

In addition to sustainability risks related to individual FIIs or sectors, Cardano considers risks relevant to countries or regions, such as exposure to natural disasters or social unrest. Including sustainability-related risks and information provides a broader picture of the FII in which the Fund invests. At the portfolio level, risk-return-impact must be balanced. For this reason, the Senior Sustainability & Impact Analyst is also a member of the investment committee and has a veto right.

### **2.2.2. How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights?**

The process to ensure the Fund investments not cause significant harm to any environmental or social sustainable investment the Fund conducts an ESG due diligence which includes an assessment of alignment with the OECD Guidelines for Multi-national Enterprises and UN Guiding Principles on Business and Human Rights via the ESG & Impact Questionnaire & Scorecard analysis. Any opportunity found not to be aligned with these guidelines will not be eligible for investment.

### 3. Does this financial product consider principal adverse impacts on sustainability factors?

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti- corruption and anti- bribery matters.



**Yes**, as explained in the answers to the previous questions, investments must comply with the Cardano Fundamental Investment Principles. Cardano also takes into account the principal adverse impacts on sustainability factors. Cardano's [Principal Adverse Impact Statement](#) can be found on the website [www.actiam.nl](http://www.actiam.nl)

No

### 4. What investment strategy does this financial product follow?

**The investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.



All investments of the Fund should contribute to at least one of the impact goals and so to the long-term sustainability objectives of the fund. Financial Institutions that do not meaningfully contribute to at least one of these strategies are typically not considered eligible.

The core of the Fund are investments in financial inclusion institutions (FIIs) providing responsible and affordable financial products and services to underserved client segments, such as micro-entrepreneurs, SMEs, and low-income households in emerging and developing markets. These financial institutions on-lend our capital to increase access to (digital) financial service for micro-entrepreneurs or on-lend capital to stimulate local SME development and job creation. To a limited extent, the Fund investments in FIIs with the specific objective to provide special loans that enable low-income households to access basic services.

Most portfolio entities are FIIs regulated and supervised by the national bank. Hereto the Fund invests in a wide range of debt instruments of FIIs in emerging and developing countries. The portfolio is broadly diversified across regions, countries as well as investees. It consists primarily of high quality, in terms of financial health and real impact, investees. The vast majority of the fund's capital should be allocated to the sustainable objective of the Fund. The Investments are made with a buy-and-hold philosophy to support (growing) financial institutions for a longer period.

The Fund aims to provide positive financial returns alongside a demonstrable sustainable impact return. It will do so by integrating both financial and impact criteria across the full investment cycle. From selecting investments that can positively contribute to the sustainable objectives of the Fund and with sound responsibility and impact management practices, to regular monitoring of positive and adverse impact indicators and reporting.

#### 4.1. What are the binding elements of the investment strategy used to select the investments to attain the sustainable investment objective?

To ensure the investments are attaining to the sustainable investment objective of the Fund, they have to meet the following social selection criteria:

- The Fund will not intentionally invest in any activity that is involved in activities on the Exclusion List.
- The Fund invests only in FIIs in emerging and developing markets which, as a prerequisite, have a demonstrable potential and/or track record to contribute meaningfully to the sustainable objective of the Fund.
- The Fund does not invest in entities that have a low score on the ESG & impact rating, including the principal adverse indicators.

#### 4.2. What is the policy to assess good governance practices of the investee companies?

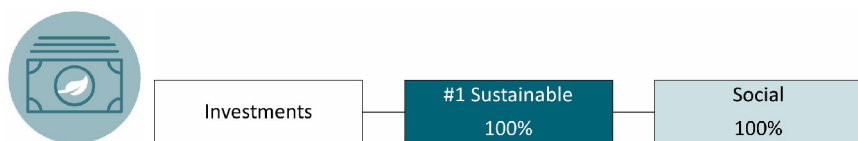
**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

For investment, an assessment of good governance ("good governance") is an integral part of the Due diligence process. The assessment focuses on:

- Corporate governance: board composition, compensation practices, ownership, voting rights & shareholder structure and accounting practices & corporate transparency.
- Corporate ethics: the extent to which a company is involved in ethical issues such as fraud, executive misconduct, money laundering or insider trading.
- Anti-competitive practices: not applicable.
- Corruption and instability: the extent to which a company is involved in bribery and corruption scandals or at risk from political or social instability.
- Tax transparency: the extent to which a company provides clarity on the corporate taxes it pays.

The Fund assesses for each FII how it deals with these issues and the investment proposal articulates the most significant findings. Most of the indicators used for this assessment are qualitative indicators, based on interpretation of self-collected information. This assessment is an important element taken into account in Cardano's investment decision. Changes in these factors are monitored, assessed, and addressed, if necessary, after the investment. Any material changes in management, business strategy, ownership and so on must be contractually reported to Cardano.

## 5. What is the asset allocation and the minimum share of sustainable investments?



**Asset allocation** describes the share of investments in specific assets.

**#1 Sustainable** covers sustainable investments with environmental or social objectives.

**#2 Not sustainable** includes investments which do not qualify as sustainable investments.

In line with the answer to question 9, "#2 Not sustainable" has been left out of abovementioned depiction of the asset allocation.

In line with the answers to questions 6 and 7, "#2 Environmental" and its subcategories have been left out of abovementioned depiction of the asset allocation.

All investments in this Fund should contribute to the long-term sustainability objective of the Fund and should meet the responsibility and impact requirements of the Fund.

The Fund is exclusively allocated to investment in fully vetted (for impact and ESG purposes as well as economic purposes) FIIs in emerging and developing markets which, as a prerequisite, have a demonstrable potential and/or track record to contribute meaningfully to the sustainable objective of the Fund.

The Fund has defined that 100% of the capital should be allocated to the sustainable objective of the Fund. A maximum of 15% (the target is 6-7%) is held in cash only for collateral purposes and/or needed to meet obligations. With the exception of the cash/liquidity management portion of the portfolio, all investments are considered and required to be "sustainable" and meet the criteria established in the Fund Terms and Investment Guidelines.

### 5.1. How does the use of derivatives attain the sustainable investment objective?

Derivatives do not contribute directly to the sustainable investment objective. However, more indirectly, derivatives are an important element of our investment strategy:

1. Local currency loans diminish the (USD) risk for FII's as most EM currencies are pegged to USD. The local currency hedges are used for the fund to hedge investor risks.
2. Other loans are mostly in USD. The fund uses derivative to hedge the USD exposure for EUR based investors: This allows these investors to invest on EUR basis in FIIs in Emerging Markets.

## 6. To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?



**Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy#?**

Yes

In fossil gas

In nuclear energy

No

# Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.



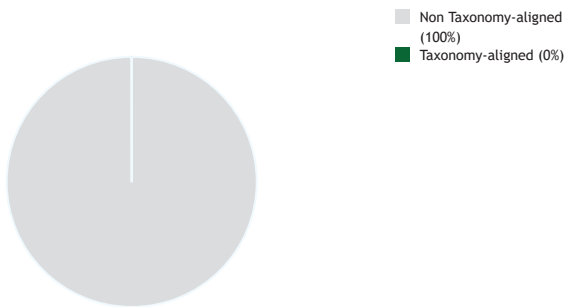
Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies.
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

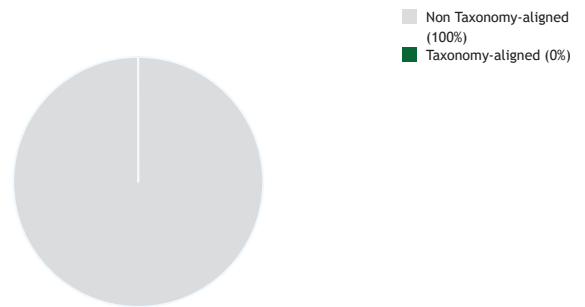
To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.

Taxonomy-alignment of investments **including sovereign bonds\***



Taxonomy-alignment of investments **excluding sovereign bonds\***



\* For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.

For this fund there is no minimum extent that sustainable investments with an environmental objective are aligned with the EU Taxonomy.

## 6.1. What is the minimum share of investments in transitional and enabling activities?

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

Not applicable because the Fund has a social objective, hence the minimum share of investments in transitional and enabling activities is set at 0%.

## 7. What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

This applies to sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.



Not applicable because the Fund has a social objective, hence the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy is set at 0%.

## 8. What is the minimum share of sustainable investments with a social objective?



100%

## 9. What investments are included under “#2 Not sustainable”, what is their purpose and are there any minimum environmental or social safeguards?



None of the investments made fall under the definition of “#2 Not sustainable”. As noted above, only highly liquid instruments such as traded money market funds and cash fall within the #2 category. These investments will also be assessed against our minimum standards described in the Cardano Fundamental Investment Principles.

## 10. Is a specific index designated as a reference benchmark to meet the sustainable investment objective?

**Reference benchmarks** are indexes to measure whether the financial product attains the sustainable investment objective.



The Fund does not follow any specific sustainability benchmark simply because this does not exist.

### 10.1. How does the reference benchmark take into account sustainability factors in a way that is continuously aligned with the sustainable investment objective?

Not applicable because the Fund does not follow any specific sustainability benchmark.

### 10.2. How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?

Not applicable because the Fund does not follow any specific sustainability benchmark.

### 10.3. How does the designated index differ from a relevant broad market index?

Not applicable because the Fund does not follow any specific sustainability benchmark.

### 10.4. Where can the methodology used for the calculation of the designated index be found?

Not applicable because the Fund does not follow any specific sustainability benchmark.

## 11. Where can I find more product specific information online?



More product-specific information can be found on the website:

<https://www.actiam.com/en/fondsoverzicht/actiam-financial-inclusion-fund/>

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