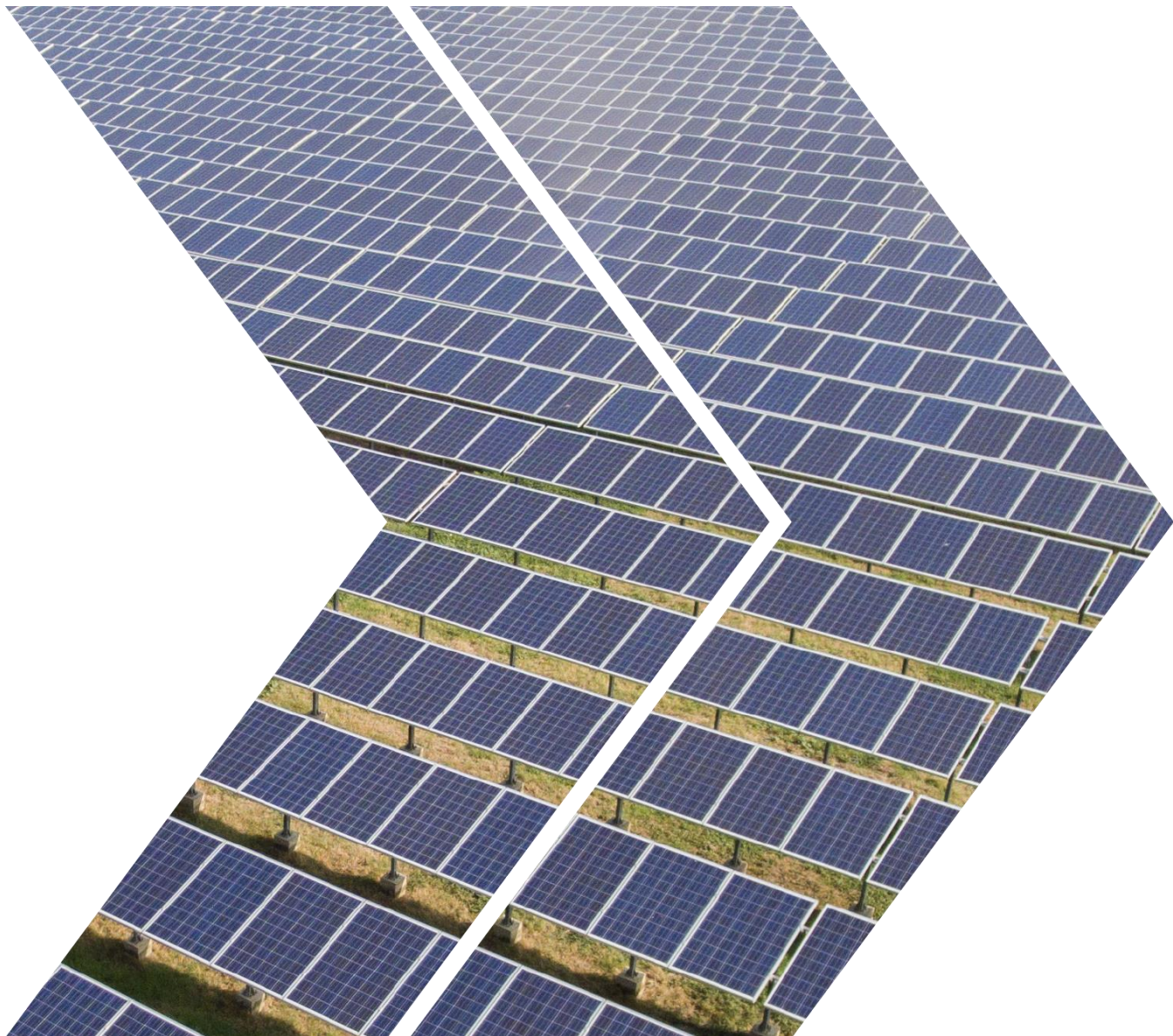


BII's Reporting and Complaints Mechanism Rules

June 2022



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1. INTRODUCTION

- 1.1 British International Investment plc (“BII”) helps to solve the biggest global development challenges by investing patient, flexible capital to support private sector growth and innovation. We invest to create more productive, sustainable, and inclusive economies, enabling people to build better lives for themselves and their communities.
- 1.2 In carrying out this mission, BII sets high standards regarding business integrity (“BI”) issues and environmental and social (“E&S”) issues. BII’s current standards are set out in the Policy on Responsible Investing (formerly, the Code of Responsible Investing) (the “Policy”)¹, which is available [here](#). The Policy is periodically updated to reflect new standards and emerging best practices regarding BI and E&S management.
- 1.3 For any investment agreements entered into since 2012, BII has required businesses that receive BII’s capital to adhere to the Policy or its predecessor, the Code of Responsible Investing. A “BII Investee” is defined as a company or other entity (including a fund or a financial institution) to which BII or one of its investment holding subsidiaries has made available a financial instrument. A company or other entity to which a BII Investee makes available a financial instrument is not a BII Investee.
- 1.4 BII has developed a reporting and complaints mechanism to allow external parties to report alleged breaches of the BI or E&S provisions of the Policy by BII or BII Investees (the “Reporting and Complaints Mechanism”) and, in appropriate cases, to enable access to a remedy. The rules of the Reporting and Complaints Mechanism (the “Reporting and Complaints Mechanism Rules”) are intended to provide a fair and transparent process for reviewing and responding to alleged breaches of the BI or E&S provisions of the Policy by BII or BII Investees.
- 1.5 The Reporting and Complaints Mechanism is operated by the Information and Complaints Office under the direction of the Head of Compliance. Decisions required under the Reporting and Complaints Mechanism Rules are made independently of the departments that are involved in pre-investment due diligence and post-investment monitoring of BI and E&S issues.
- 1.6 BII recognises that not all BII Investees will be in full compliance with the Policy at the date on which an investment is made. Where a BII Investee is not fully compliant, BII works with the BII Investee to develop an action plan to ensure that the BII Investee achieves compliance with the Policy within a reasonable timeframe, taking into account the specific risk profile and resources of the BII Investee. Therefore, while reports can be made with respect to an allegation that a BII Investee is not fully compliant with the Policy, BII’s response may take into account the extent to which the report relates to a matter that is already addressed

¹ Prior to 1 January 2022, the Policy on Responsible Investing was known as the Code of Responsible Investing. The Code of Responsible Investing applies to BII’s post-2012, pre-2022 investments, when BII was known as CDC Group plc.

in an action plan, and the extent to which the BII Investee is implementing the action plan.

2. SCOPE OF THE REPORTING AND COMPLAINTS MECHANISM

- 2.1 Any external party, including individuals, community groups, non-governmental organisations, or other persons or entities (each, an “External Party”), may make a report under the Reporting and Complaints Mechanism that relates to alleged breaches of the BI or E&S provisions of the Policy by BII and/or BII Investees.
- 2.2 BII employees may not submit reports under the Reporting and Complaints Mechanism, as BII employees have access to a separate internal whistleblowing mechanism, which is designed to handle internal reports of alleged BI or E&S issues at BII and/or BII Investees.
- 2.3 Similarly, BII appointees to the boards of directors of a BII Investee may not use the Reporting and Complaints Mechanism, as any concerns regarding alleged BI or E&S issues at the BII Investee should be reported in accordance with internal BII investment management processes.

3. SUBMISSION OF REPORTS TO THE REPORTING AND COMPLAINTS MECHANISM

- 3.1 External reports must be submitted in writing to:

reportsandcomplaints@bii.co.uk

or:

Attn: Information and Complaints Office
British International Investment plc
123 Victoria Street
London
SW1E 6DE
United Kingdom

- 3.2 BII encourages External Parties to submit reports by email, as delivery of hard copies by postal or courier services may be delayed, and the target response times set out in these Reporting and Complaints Mechanism Rules only apply to reports or complaints submitted to the email address above.
- 3.3 BII encourages External Parties to include in any report:
 - 3.3.1 the name and contact details of the person or entity making the report;
 - 3.3.2 the name of the BII Investee to which the report relates (for example, the name of the relevant company, fund, fund manager, project, financial institution or bank);
 - 3.3.3 information regarding the alleged breach of the BI or E&S provisions of the Policy, including relevant supporting documents;
 - 3.3.4 information regarding any adverse impacts caused by the alleged breach;

- 3.3.5 information regarding any steps taken to address the alleged breach prior to submitting the report to the Reporting and Complaints Mechanism, including the outcome of any such steps;
 - 3.3.6 information regarding any redress or resolution sought with respect to the alleged breach; and
 - 3.3.7 any special requests regarding the confidentiality of the person or entity making the report (for example, requests not to disclose the identity of the External Party to the BII Investee to which the report relates).
- 3.4 Although it is not mandatory for every external report to include the information set out above, it may be more difficult for BII to take action in response to external reports that do not contain this information.
- 4. PROTECTION OF CONFIDENTIAL INFORMATION IN EXTERNAL REPORTS AND STEPS TO PREVENT RETALIATION**
- 4.1 Within BII, relevant details of external reports (including the identity of the External Parties making reports) are only shared with BII employees who are involved in reviewing and responding to external reports. Sometimes, BII may engage with professional advisors, such as lawyers, investigators or E&S specialists, to assist with reviewing and responding to external reports. In those circumstances, BII will ensure that any information shared with the relevant professional advisors is subject to appropriate confidentiality protections.
- 4.2 Where an External Party has requested that their identity should be kept confidential, the Information and Complaints Office will seek to comply with that request. However, there may be occasions in which BII has a legal or regulatory obligation to share the details of an external report with third parties, such as law enforcement authorities or regulators. This may make it difficult to protect the anonymity of the External Party that was the source of the report. In those circumstances, and subject to BII's legal and regulatory obligations, the Information and Complaints Office will seek to agree an appropriate way forward with the External Party.
- 4.3 BII does not tolerate retaliation against any External Party that submits a report in good faith. Where an External Party raises a concern about potential retaliation by BII, BII Investees or others, the Information and Complaints Office will engage with the External Party to consider steps to mitigate the risk of retaliation.
- 5. ACKNOWLEDGING EXTERNAL REPORTS**
- 5.1 The Information and Complaints Office will acknowledge receipt within 5 business days of all external reports submitted in writing to the email address or office address above.
- 5.2 The acknowledgment of receipt will briefly explain: (1) the scope of the Reporting and Complaints Mechanism; (2) the process by which the Information and Complaints Office will conduct an initial assessment of the external report to assess its eligibility for the Reporting and Complaints Mechanism; and (3) the

expected timeline on which the Information and Complaints Office will notify the External Party of the outcome of the initial eligibility assessment.

- 5.3 External reports that are not submitted in writing to the email address or office address above will not be reviewed pursuant to the Reporting and Complaints Mechanism, and the Information and Complaints Office will not acknowledge receipt of or respond to such reports.

6. INITIAL ELIGIBILITY ASSESSMENTS FOR EXTERNAL REPORTS

- 6.1 The Information and Complaints Office will conduct an initial assessment of each external report to determine whether it is eligible for the Reporting and Complaints Mechanism. The Information and Complaints Office aims to complete the assessment within 10 business days of receiving an external report and to communicate the outcome of the assessment within 20 business days of receiving an external report, but this process may take longer if the external report contains information and documents in languages other than English.

- 6.2 When conducting the initial eligibility assessment, the Information and Complaints Office will only consider whether the external report relates to alleged breaches of the BI or E&S provisions of the Policy by BII and/or a BII Investee and/or a portfolio company of a fund in which BII is currently invested.

- 6.3 If the external report relates to alleged breaches of the BI or E&S provisions of the Policy by BII and/or a BII Investee and/or a portfolio company of a fund in which BII is currently invested, the external report is eligible for the Reporting and Complaints Mechanism.

- 6.4 If the external report does not relate to alleged breaches of the BI or E&S provisions of the Policy by BII and/or a BII Investee and/or a portfolio company of a fund in which BII is currently invested, the external report is not eligible for the Reporting and Complaints Mechanism. In addition, the following matters are not eligible for the Reporting and Complaints Mechanism:

- 6.4.1 complaints or expressions of dissatisfaction with BII's investment model or investment policies, including but not limited to complaints or expressions of dissatisfaction regarding:

- (a) the 2022-2026 Strategy;
- (b) the Investment Policy;
- (c) the list of eligible countries, states and territories in which BII invests;
- (d) the list of excluded activities in which BII does not invest;
- (e) the list of sectors and industries in which BII invests; or
- (f) the content of the Policy and any other of BII's policies;

- 6.4.2 complaints or expressions of dissatisfaction with commercial or investment decisions by BII and/or BII Investees that do not relate to alleged breaches of the BI or E&S provisions of the Policy;
 - 6.4.3 reports relating to BII's relationships with its employees; and
 - 6.4.4 reports relating to contractual or commercial disputes involving BII and/or BII Investees that do not relate to alleged breaches of the BI or E&S provisions of the Policy.
- 6.5 For purposes of initial eligibility assessments, the Information and Complaints Office will not consider the substantive merits of the allegations set out in external reports, the quality of the information or evidence provided in support of the allegations made in external reports, the identity or credibility of the External Parties, or the purposes for which the external reports were made.
- 7. COMMUNICATING THE OUTCOME OF INITIAL ELIGIBILITY ASSESSMENTS**
- 7.1 The Information and Complaints Office will communicate the outcome of each eligibility assessment to the External Party that made the report. The Information and Complaints Office aims to send an eligibility communication within 20 business days of receiving a report.
- 7.2 When the outcome of the eligibility assessment is that the external report is eligible for the Reporting and Complaints Mechanism, the communication to the External Party will briefly explain how the report will be handled in accordance with the procedures outlined below.
- 7.3 When the outcome of the eligibility assessment is that the external report is not eligible for the Reporting and Complaints Mechanism, the communication to the External Party will state that no further action will be taken by BII.
- 8. PROCEDURES FOR HANDLING ELIGIBLE EXTERNAL REPORTS**
- 8.1 The Information and Complaints Office will handle all eligible external reports in accordance with the following procedures.
- 8.2 The Information and Complaints Office will review the allegations contained in the eligible external report, and decide whether further action is required.
- 8.3 In some cases, the Information and Complaints Office may conclude that no further action is required — for example, where the allegations have already been investigated by BII or a third party or referred to a relevant law enforcement agency or regulator. If further action is required, the Information and Complaints Office will develop a response plan following discussion with relevant personnel, such as the Legal Department, BI Department, E&S Department, and the relevant investment teams.
- 8.4 When developing a response plan or deciding whether any further action is required, the Information and Complaints Office may consider:

- 8.4.1 the extent to which the external report reveals new alleged breaches of the BI or E&S provisions of the Policy that have not previously been addressed by BII or brought to BII's attention;
 - 8.4.2 the extent to which the external report contains supporting evidence, as opposed to unsupported or speculative allegations;
 - 8.4.3 the extent of BII's alleged involvement in the alleged breaches of the Policy;
 - 8.4.4 the seriousness of the alleged breaches of the Policy;
 - 8.4.5 the seriousness of the alleged harms that have been or could be suffered as a consequence of the alleged breaches of the Policy;
 - 8.4.6 the extent to which BII has a right to access relevant information and documentation, including under its contractual agreements with BII Investees;
 - 8.4.7 the ability to compel other relevant parties, such as BII Investees, to cooperate with fact-gathering enquiries;
 - 8.4.8 the extent to which the alleged breaches of the Policy have already been investigated by BII or a third party, addressed through a BII Investee's own grievance mechanism, or referred to a relevant law enforcement agency or regulator;
 - 8.4.9 the existence of active or past litigation or arbitration proceedings, law enforcement actions, or regulatory interventions in relation to the same or similar alleged breaches of the Policy; and
 - 8.4.10 whether the external report is vexatious, in the sense that the external report has only been submitted to cause BII to waste time and/or funds responding to the external report, or repetitive, in the sense that the same external party has submitted the same or similar allegations repeatedly.
- 8.5 When an external report has also been submitted to other bodies in addition to BII, such as co-investors or the Foreign, Commonwealth and Development Office, BII may have discussions with relevant counterparts for the purposes of developing the response plan or deciding whether further action is required.
- 8.6 Where the Information and Complaints Office concludes that further action is required, the response plan may, depending on the specific factual circumstances, include (among other things):
- 8.6.1 investigative steps to ascertain the facts regarding the alleged breaches of the Policy;
 - 8.6.2 BI or E&S programme enhancements;
 - 8.6.3 referrals to relevant law enforcement authorities or regulators;

- 8.6.4 measures to provide redress or remediation to individuals or communities impacted by a proven Policy breach, which may include dispute resolution processes; and/or
- 8.6.5 steps to learn lessons about proven Policy breaches, to mitigate the risk of similar breaches occurring in the future.
- 8.7 As noted above, BII may engage with BII Investees and professional advisors, such as lawyers, investigators or E&S specialists, to assist with reviewing and responding to some external reports. In addition, BII shall have regard to the best practices set out in the Policy.
- 8.8 BII aims to fully implement response plans relating to BI and E&S issues as soon as possible. However, the content and timelines for implementation of each response plan will vary from case-to-case, according to the specific nature of the alleged breaches of the Policy and the surrounding circumstances, such as the availability of witnesses and documentary evidence.
- 8.9 After deciding whether further action is required, the Information and Complaints Office will aim to send a summary of the outcome (the “Summary of Outcome”) to the relevant External Party within 20 business days of the decision. The Information and Complaints Office will prepare each Summary of Outcome in accordance with the transparency principles outlined in Section 9 below.

9. TRANSPARENCY PRINCIPLES

- 9.1 BII is committed to transparency in the Reporting and Complaints Mechanism, but External Parties should be aware that the Information and Complaints Office’s ability to provide detailed information on the steps that BII has taken in response to external reports may be limited by:
 - 9.1.1 the nature of the responsive work;
 - 9.1.2 BII’s legal obligations to BII Investees or other third parties;
 - 9.1.3 BII’s legal and regulatory duties; and
 - 9.1.4 the need to preserve confidentiality with respect to any legal advice from BII’s legal counsel.
- 9.2 The provision of information relating to the Reporting and Complaints Mechanism is subject to the same principles and exceptions set out in the Freedom of Information Act 2000 (“FOIA”), the Environmental Information Regulations 2004 (“EIRs”) and the UK General Data Protection Regulations (“UK GDPR”). Accordingly, BII’s commitment to transparency in the Reporting and Complaints Mechanism shall not require BII to disclose any information that would not be disclosable under FOIA, EIRs or the UK GDPR.

10. BOARD OVERSIGHT OF THE REPORTING AND COMPLAINTS MECHANISM


- 10.1 The BII Board of Directors, acting through the Audit and Compliance Committee, is responsible for overseeing the operation of the Reporting and Complaints Mechanism.
- 10.2 The Head of Compliance is responsible for initial eligibility assessments and decisions relating to the response to eligible reports, and leads the Information and Complaints Office. The Head of Compliance is accountable to the Board of Directors, and has a direct reporting line to the Audit and Compliance Committee. This ensures that decisions required under the Reporting and Complaints Mechanism Rules are made independently of the departments that are involved in pre-investment due diligence and post-investment monitoring of BI and E&S issues. However, the Head of Compliance may have discussions with colleagues or professional advisors before making such decisions.
- 10.3 The Head of Compliance shall regularly (at least annually) report to the Audit and Compliance Committee of the Board of Directors regarding the operation of the Reporting and Complaints Mechanism.



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