

3. Restricted Jurisdictions

The Investors support increased transparency and the international initiatives that are implemented at OECD and European level towards increased transparency. In line with these principles, the Investors expect the Manager to also support these initiatives by using caution when investing in portfolio companies and not investing in intermediary holding companies incorporated or tax resident in:

- (a) Jurisdictions that are deemed "not compliant" according to the OECD's Global Forum on Transparency and Exchange of Information for Tax Purposes peer review process at the time of the investment¹, or
- (b) Jurisdictions listed on the EU's list of non-cooperative tax jurisdictions at the time of the investment.²

4. Investments in Developing Countries

The Investors encourage the Manager to use caution in relation to tax structuring when investing into developing countries.

The Investor recognizes the right of governments to design their tax policies so that specific industries or areas become developed and for the Manager to make use of such generally available incentive schemes, e.g. in the form of depreciation and/or tax credits. However, the Investors encourage the Manager to use caution in the use thereof in developing countries.

Similarly, the Investors encourage the Manager to display caution when using shareholder loans as financing in developing countries and avoid the use of highly leveraged acquisition structures in jurisdictions without general interest limitation rules in line with OECD/US principles with the aim of reducing taxable income not in line with international market standards.

5. Transparency and Dialogue

The Investors expect the Manager to be transparent on its approach to tax and further expect the Manager to engage cooperatively in dialogue with the Investors.

The Investors will carry out spot checks on the Manager's general tax practises and expect the Manager to co-operatively enter into a dialogue if the Investors find that the Manager do not act in accordance with this Tax Code of Conduct. The Investors expect the Manager to cooperate and use best efforts to provide relevant information reasonably requested by the Investors.

The Investors expect the Manager to use best efforts to comply with the requirements under the mandatory automatic exchange of information rules contained in European Council Directive (EU) 2018/822.

6. Future Developments

Tax matters are dynamic and complex and social norms evolve over time. The Investors continuously monitor the development of international tax practice.

The Investors engage into an active dialogue with other institutional investors and fund managers in order to discuss initiatives to responsibly reduce tax risks associated with investments.

This Code of Conduct will be updated as needed.

¹ Reference is made to the OECD's website: <http://www.oecd.org/tax/transparency/documents/exchange-of-information-on-request-ratings.htm>

² Reference is made to the European Commission's website: https://ec.europa.eu/taxation_customs/tax-common-eu-list_en