TR Capital

Responsible Investment Policy

2026

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01. Introduction

Background

TR Capital is a leading secondary private equity investor in the Asia Pacific region. The firm provides liquidity solutions to owners of private equity assets through both single asset and portfolio transactions. TR Capital focuses on secondary direct investments and portfolio solutions, with a particular emphasis on high-quality opportunities in sectors such as Technology, Next-Generation Consumer, and Healthcare. With deep regional expertise and an active investment approach, the firm seeks to generate long-term value by identifying and supporting innovative companies across Asia.

As a signatory of the United Nations-supported Principles for Responsible Investment (PRI), TR Capital is committed to incorporating the six Principles into its investment policy, governance, and practices. These Principles guide the firm's approach to sustainability integration, active ownership, and transparency throughout the investment process.

Scope

This Responsible Investment Policy (the “Policy”) outlines TR Capital’s approach to integrating sustainability considerations across its investment processes and internal operations. The Policy applies to all assets under management and is designed to ensure that sustainability factors are systematically incorporated throughout the firm’s investment activities.

The Policy applies to all investment strategies and fund vehicles managed by TR Capital, including:

- **Secondary Directs Investments:** direct investments in companies acquired from PE or other sponsor owners. These are typically significant minority investments for which TR Capital has information rights and board (or board observer) seats. Occasionally, TR Capital may hold a direct minority shareholding in an Investee Company for which it has limited or restricted information rights and/or no board or observer seats.
- **Portfolio Solutions Investments:** typically structured either as: (a) an investment in a new or existing fund vehicle, the underlying investments of which comprise minority shareholdings in Investee Companies; or (b) acquisitions of minority shareholdings in multiple Investee Companies from a single seller.
- **Secondary LP Interests Investments** (only on an opportunistic and occasional basis): acquisition of an interest in a fund from an existing LP of the relevant fund.

Policy Oversight

TR Capital’s senior leadership is accountable for the oversight and execution of this Responsible Investment Policy. The Policy is integrated into the firm’s investment and operational governance framework to support consistent application across all strategies.

- Governance and Accountability: Define internal responsibilities to support consistent execution and continuous improvement of sustainability practices.
- Implementation and Monitoring: Oversee integration of sustainability considerations across investment and operational activities.
- Review and Update: Conduct regular reviews to maintain alignment with regulatory developments, market standards, and stakeholder expectations.

Governance

TR Capital's sustainability governance is overseen by a Sustainability Committee composed of cross-functional representatives, including professionals from investment, legal, finance, investor relations teams, and the Chief Operating Officer (COO). Chaired by Managing Partner, Frederic Azemard, the committee is responsible for guiding the firm's responsible investment agenda and supporting the integration of sustainability considerations across the full investment lifecycle.

The Sustainability Committee ensures that sustainability policies and practices are consistently applied across all investment strategies and operational activities. It plays a key role in aligning the firm's sustainability approach with evolving regulatory developments, investor expectations, and industry standards. The committee also acts as a central platform for coordination across teams, enabling a consistent and structured approach to sustainability risk management, opportunity identification, and stewardship.

Key responsibilities of the Sustainability Committee include:

- **Strategic Oversight:** Leading the development and periodic review of the firm's sustainability strategy to ensure alignment with regulatory requirements, market best practices, and the priorities of TR Capital's stakeholders.
- **Policy Implementation:** Overseeing the execution of the Responsible Investment Policy and related sustainability procedures across all asset types and transaction structures.
- **Internal Coordination:** Supporting cross-team collaboration to embed sustainability considerations into sourcing, due diligence, ownership, and exit processes.
- **Monitoring and Accountability:** Reviewing sustainability findings, post-investment monitoring outcomes, and relevant performance indicators to track progress and identify areas for improvement.
- **Capacity Building:** Promoting sustainability awareness and knowledge across the firm through training, internal communications, and the dissemination of tools and guidance.
- **Stakeholder and Policy Engagement:** Monitoring relevant engagement with policy makers, regulators, standard setters, and industry associations on sustainability matters, in alignment with TR Capital's responsible investment commitments.

02. Responsible Investment Principles

TR Capital's approach to responsible investment is based on the identification and management of material sustainability factors that may affect investment performance.

The firm integrates sustainability considerations across its investment activities, applying a consistent and proportionate approach that reflects the type of secondary transaction and the characteristics of the underlying assets. sustainability factors are assessed for their potential to influence financial, operational, and reputational outcomes, with a view toward managing risk and supporting long-term value creation.

Environmental

The firm evaluates climate and environmental indicators across its investment activities, with a focus on greenhouse gas emissions, energy consumption, and exposure to fossil fuels and other non-renewable sources. Particular attention is given to high-impact sectors and assets with elevated transition risk. Where relevant, due diligence also considers risks related to biodiversity, emissions to water, hazardous waste, and the use of agrochemicals. The depth of assessment is calibrated based on the nature of the transaction and data availability.

Social

TR Capital considers social factors that may influence business continuity, stakeholder trust, and reputational risk. Focus areas include human rights, labour practices, health and safety, and diversity and inclusion. The firm also assesses access and affordability of essential products and services, particularly in its core sectors of Technology, Next-Generation Consumer, and Healthcare. In higher-risk markets, additional scrutiny is applied to ensure alignment with international standards and responsible business conduct.

Governance

We focus on governance practices that uphold ethical conduct and safeguard against misconduct. This includes the implementation of anti-bribery and corruption policies, clear procedures for managing conflicts of interest, and mechanisms for whistleblowing and incident reporting. Attention is also given to cybersecurity and data protection, particularly in businesses that handle commercially sensitive or personal information.

03. Responsible Investment Process

TR Capital integrates sustainability considerations throughout the investment lifecycle as part of its core investment and risk management approach. sustainability factors are evaluated alongside commercial, legal, and operational matters to inform decision-making and portfolio oversight.

The process is designed to identify material sustainability risks, evaluate sustainability performance, and support improvements where appropriate. A consistent framework guides integration across pre-investment, investment, ownership, and exit. While the level of influence may vary, TR Capital aims to promote responsible business conduct and protect investment value across all strategies. The following chart outlines how sustainability is embedded at each stage of the investment lifecycle.

Sustainability Integration Across the Investment Lifecycle

Pre-Investment

- **Exclusions:** Screen out investments that breach TR Capital's sustainability exclusion list.
- **Materiality Assessment:** Identify key sustainability risks and issues relevant to the asset's sector, geography, and structure.
- **Due Diligence:** Apply tailored sustainability due diligence based on transaction type; reference sustainability guidelines and engage external expertise as needed.

Investment

- **Investment Memorandum:** Present material sustainability findings and recommended mitigation actions.
- **Investment Committee Review:** Evaluate sustainability risks and considerations as part of the investment decision; escalate unresolved issues.

Ownership

- **Onboarding:** Communicate sustainability expectations and incorporate sustainability into governance and reporting structures.
- **Engagement:** Engage with portfolio companies through board of directors and LP advisory committees/boards participation where we have been appointed; support sustainability improvement plans, monitor progress on material sustainability matters, and promote data transparency.
- **Monitoring:** Collect sustainability data using standardized tools; track progress through regular reviews and engagement touchpoints.

Exit

- **Positioning:** Identify sustainability factors that may affect valuation or buyer interest; address any material risks.
- **Performance Review:** Highlight sustainability progress and initiatives during exit preparation and investor communications.

Given TR Capital's strategy to focus on secondary investments, there are limitations on our ability to engage and/or control our investee companies and funds on sustainability-related information and considerations. Further, TR Capital is currently a mid-scale manager with limited resources. As such, TR Capital's overall approach to integrating sustainability factors in its investment process, and subsequent monitoring of its investments, necessarily recognizes and reflects the constraints stemming from our chosen investment strategy and limited resources.

Our approach to implementing sustainability considerations will therefore vary depending on the actual level of engagement and control possible on the relevant transaction.

Secondary Direct Investments

In secondary direct investments, TR Capital acquires minority stakes in individual companies, often with varying degrees of influence over company management. sustainability considerations are integrated throughout the investment lifecycle. TR Capital seeks to build constructive relationships with portfolio companies and, where feasible, support sustainability improvements and value creation over the investment period.

Portfolio Solutions Investments

In portfolio solutions investments, TR Capital acquires portfolios of selective assets from funds of GPs in need of liquidity, typically with limited influence over underlying holdings. sustainability integration in this strategy focuses on safeguarding against material sustainability risks and reputational exposure, while promoting transparency and oversight throughout the holding period. TR Capital works constructively with GPs (fund managers) to support responsible investment practices and maintain alignment with the firm's investment standards.

04. Systematic Sustainability Issues

Systematic sustainability issues can influence investment performance and contribute to both positive and negative sustainability outcomes. For TR Capital, these issues are particularly relevant where their implications are concentrated within the firm's investment universe. As part of its responsible investment approach, TR Capital considers these factors across the investment lifecycle to identify potential exposures, address material impacts, and support alignment with long-term sustainable outcomes.

Climate Change

Climate change presents both physical and transition risks that can affect the operations, competitiveness, and ability to create sustainable business value of portfolio companies. In the Asia Pacific region, where TR Capital primarily invests, these risks are particularly significant.

Companies may face acute physical threats such as extreme weather events, as well as structural challenges associated with high carbon dependency and increasing regulatory and market pressure related to decarbonization.

TR Capital integrates climate-related considerations into its investment analysis and ownership practices. The firm evaluates exposure to climate risks, assesses the adaptive capacity of portfolio companies, and considers potential implications for long-term financial and sustainability outcomes. This approach supports both risk mitigation and value creation in the context of the global transition to a low-carbon economy.

- Evaluate how physical and transition climate risks may affect target companies' operations, cost structures, and financial performance during due diligence.
- Identify opportunities to strengthen resilience and reduce environmental impact.
- Reference global climate frameworks such as the Task Force on Climate-related Financial Disclosures (TCFD) to guide analysis and integration.
- Engage with portfolio companies on material climate exposures and support efforts to manage risks and capture transition-related opportunities.

Human Rights

Human rights risks such as poor labor conditions, unsafe workplaces, and adverse community impacts can have significant implications for the reputation, operational stability, and performance of portfolio companies. Inconsistent legal protections across jurisdictions and limited supply chain visibility further complicate the identification and management of these risks.

TR Capital integrates human rights considerations into sustainability due diligence and post-investment monitoring, focusing on material exposures and alignment with global standards.

- Assess human rights risks based on sector, geographic exposure, and available information during sustainability due diligence.
- Evaluate potential impacts on supply chain integrity, workforce conditions, and reputational standing.
- Support portfolio companies in addressing material human rights risks and enhancing their human rights governance, including alignment with the UN Guiding Principles on Business and Human Rights ("UNGPs").

Nature

Nature-related risks, including resource use, waste management challenges, and biodiversity impacts, may create operational, regulatory, and supply chain exposures for portfolio companies, particularly in sectors reliant on natural resources or ecosystem services. TR Capital recognizes the increasing relevance of nature-related dependencies, impacts, risks, and opportunities, and considers these factors where material within its investment process.

- Assess relevant nature-related risks based on sector and geographic exposure during due diligence.
- Consider resource efficiency, waste management, and biodiversity-related factors in portfolio monitoring where applicable.
- Encourage portfolio companies to consider recognized frameworks, such as TNFD, where relevant.

Access & Affordability

Access and affordability refer to the availability and pricing of essential products and services that enable basic well-being and economic participation. TR Capital considers this a material sustainability issue where barriers to access may constrain long-term market development or limit the reach of critical innovations. In regions where underserved populations face systemic challenges related to income, geography, or infrastructure, the firm sees opportunities to support inclusive growth and commercial scalability through its investments.

- Encourage portfolio companies to incorporate access and affordability into their strategic and operational planning, particularly where these factors influence long-term market penetration and customer reach.
- Identify opportunities to improve the delivery and pricing of essential products and services to underserved or excluded groups.
- Promote business models that align financial sustainability with broader social utility by expanding availability without compromising commercial outcomes.

05. Transparency and Reporting

TR Capital recognizes that transparency is essential to building trust with stakeholders and demonstrating accountability for responsible investment commitments. The firm maintains a structured approach to sustainability reporting and communication, providing relevant updates on sustainability considerations, portfolio developments, and responsible investment activities, with a focus on clarity and responsiveness to investor expectations.

- Disclose sustainability integration practices, material sustainability issues identified across investments, and progress through regular LP communications, fund reporting, and engagement touchpoints.
- Provide updates on stewardship activities, including engagement with portfolio companies, sustainability improvement initiatives, and progress made during the ownership period.
- Provide climate-related disclosures informed by internationally recognized frameworks such as the Task Force on Climate-related Financial Disclosures (TCFD), where appropriate.
- Respond to investor sustainability information requests in a timely and consistent manner, ensuring disclosures reflect material developments, portfolio-level progress, and relevant performance indicators.
- Participate in relevant industry initiatives and benchmarking exercises, including the PRI Reporting & Assessment process, to assess performance and identify areas for improvement.

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