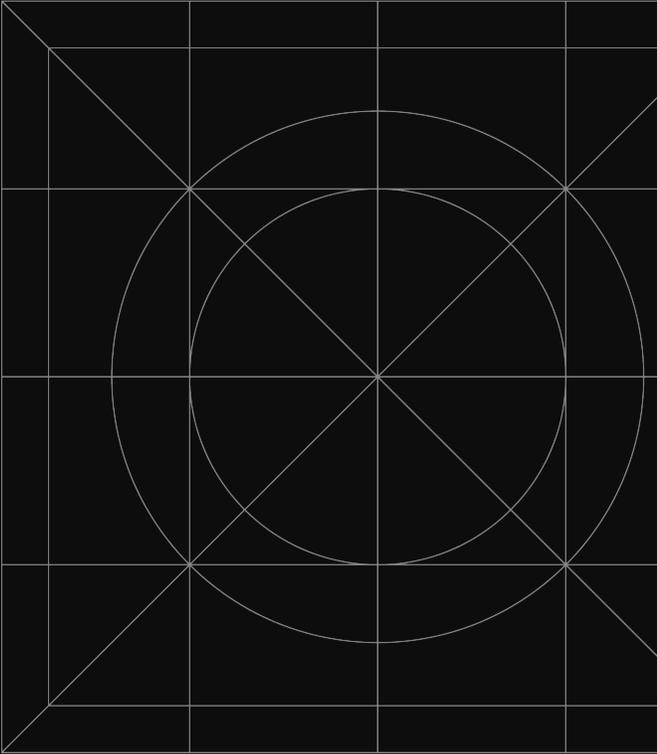


MOTIVE PARTNERS

Motive Partners ESG Policy



MARCH 2021

Table of contents

1.	Background and purpose	3
2.	ESG integration in action	4
	Investment and portfolio company management	4
	Firm-wide ESG management	4
	Issues considered in ESG diligence and ownership	5

1. Background and purpose

Motive Partners (“we” or “the Firm”) is a specialist private equity firm that focuses on control-oriented growth equity and buyout investments in software and information services companies that serve the financial services industry (“financial technology”) and are primarily focused on five core subsectors: banking and payments, capital markets, data and analytics, investment management, and insurance. Motive represents a tightly-knit team across New York and London with extensive **investment, operating and innovating** experience in financial technology. The holistic combination of these three capabilities provides the Firm with a differentiated competitive advantage across the investment life cycle, positioning Motive as the partner-of-choice to founders, management teams and vendors of target portfolio companies and their customers alike.

Motive approaches each investment opportunity by ensuring close collaboration between these three core capabilities that underpin the Motive platform: Investing (Motive Investment Team), Operating (Motive Industry Partners) and Innovating (Motive Labs Team). The Firm’s integrated platform promotes innovation and transformation that creates value rapidly and sustainably and supports the long-term growth of our portfolio companies. Managing businesses responsibly is key to remaining a partner-of-choice and generating long-term value.

As part of these beliefs, the Firm and our investors actively consider operational environmental, social, and governance (ESG) factors to mitigate risk and create value. We believe this is in line with our fiduciary duties to provide risk-adjusted returns.

To operationalize these beliefs, we will conduct rigorous ESG due diligence on all platform investments, and transformational add-ons, prior to close. ESG due diligence will be bespoke to the target and will consider its operating model and unique position within an industry. Our ESG program considers elements of industry frameworks, including the United Nations Principles for Responsible Investment, but is focused on being the best-in-class solution and has been adapted to our unique model.

2. ESG integration in action

Investment and portfolio company management

We will conduct formal ESG due diligence on all platform and transformational investments with the goal of identifying material ESG risks and opportunities. We, as appropriate and necessary, will rely on the advice and expertise of a third-party ESG advisor. ESG findings and recommendations will be included as part of investment committee materials and discussed prior to close. If an investment is successful, the same ESG diligence will be included in post-closing value creation plans. We will progress against these initiatives annually within each portfolio company for Motive Capital Fund 2 ("MCF2") going forward.

Each of the Firm's employees is responsible for implementing the principles and practices laid out in this policy. Programmatically, Head of Business Development at is responsible for overseeing the implementation of this policy and will be responsible for the current and future state of ESG at Motive. Motive's Investing, Operating, and Innovating platform allows the Firm to consider and address ESG risks and opportunities throughout the investing lifecycle. Our investment professionals will review ESG recommendations created during formal ESG diligence and during annual ESG monitoring. Motive Industry Partners will address ESG recommendations as part of operating investments and the Motive Labs team will innovate to implement ESG recommendations. Motive will also engage third-party consultants, as necessary, to assist with implementation of ESG recommendations.

Firm-wide ESG management

The Firm's internal operations are subject to many of the same ESG risks and opportunities as our potential investments, including data privacy and security, ethics and compliance, social and labor conditions, and diversity and equal employment opportunity. Just as we work with our portfolio companies to manage ESG risks and opportunities, we incorporate ESG considerations into our daily operations.

Data Privacy and Security: As part of the investment evaluation and portfolio company management process, we collect sensitive portfolio company and Limited Partner data. To protect this data, we maintain a data privacy and security program, which we communicate to stakeholders, including Limited Partners.

Ethics and Compliance: Motive's compliance is governed by a Chief Compliance Officer and Conflicts Committee, who ensure we maintain high standards of conduct and prevent or mitigate conflicts of interest with our employees, our investment teams, our Motive Industry Partners, and our Motive Labs team. In addition, the compliance function supports the internal and external compliance teams including ACA and Gibson Dunn. We maintain a standalone Compliance Manual and Code of Ethics, which sets standards for employee behavior and processes for overseeing the Firm's activities.

Diversity, Equity, and Inclusion: We work to foster a diverse and inclusive workplace internally, as research has shown that greater diversity lead to a positive impact on financial performance.

Issues considered in ESG diligence and ownership

The formal ESG due diligence we conduct will consider material ESG risks and opportunities based on potential investments' unique operations. Risks identified during investing are then managed and mitigated by the Portfolio Companies and supported by Motive's operating and innovating workstreams driven by Motive Industry Partners and Motive Labs. Below is a non-exhaustive list of material ESG risks for the information services industry, which are subject to evolution based on emerging best practices.

- **Data Privacy and Security:** Fulfilling the duties of a trusted data custodian by safeguarding sensitive data to prevent the exploitation of consumer personal information and proprietary portfolio company/customer information by malicious actors; supporting the privacy of all data stakeholders' information and communicating the portfolio company's data stewardship commitments to these stakeholders on an ongoing and evolving basis
- **Diversity and Equal Employment Opportunity:** Promoting diverse perspectives to sustain an innovation-based competitive advantage; protecting employees from discrimination and harassment in the workforce to maintain a reputation as a top employer. Actively promoting representation in typically male-dominated roles and encouraging creating an inclusive company culture
- **Social and Labor Conditions:** Supporting fair working conditions and refining the employee value proposition to attract top talent, engaging a workforce of in-demand technology roles, improve employee retention capacity, and bolstering skillsets among the existing workforce as a matter of promoting employee well-being
- **Ethics and Compliance:** Conducting business ethically and in compliance with local laws and regulations. Setting standards and providing guidance to employees and affiliated third parties to prevent conflicts of interest and encourage ethical behavior
- **Anti-Bribery and Corruption:** Maintaining visibility into international operations to prevent bribery and corruption. Conducting appropriate due diligence on customers and third parties internationally, preventing money laundering, and investigating complaints or concerns of bribery and corruption.

