

Responsible Investment Guidelines

September 2014

PROVIDENCE EQUITY

Responsible Investment Guidelines

Providence's comprehensive responsible investment guidelines cover a range of environmental, health, safety, labor, governance and social issues. These guidelines grew out of a dialogue between Private Equity Council (PEC) members and a group of the world's major institutional investors under the auspices of the United Nations-backed Principles for Responsible Investment (PRI).

The guidelines call for us to:

- 1) Consider environmental, public health, safety and social issues associated with target companies when evaluating whether to invest in a particular company or entity, as well as during our period of ownership
- 2) Seek to be accessible to, and engage with, relevant stakeholders either directly or through representatives of portfolio companies, as appropriate
- 3) Seek to grow and improve the companies in which we invest for long-term sustainability and to benefit multiple stakeholders, including on environmental, social and governance issues. To that end, we will work through appropriate governance structures (e.g. board of directors) with portfolio companies with respect to environmental, public health, safety, and social issues, with the goal of improving performance and minimizing adverse impacts in these areas
- 4) Seek to use governance structures that provide appropriate levels of oversight in the areas of audit, risk management and potential conflicts of interest and to implement compensation and other policies that align the interests of owners and management
- 5) Remain committed to compliance with applicable national, state, and local labor laws in the countries in which we invest; support the payment of competitive wages and benefits to employees; provide a safe and healthy workplace in conformance with national and local law; and, consistent with applicable law, respect the rights of employees to decide whether or not to join a union and engage in collective bargaining
- 6) Maintain strict policies that prohibit bribery and other improper payments to public officials consistent with the U.S. Foreign Corrupt Practices Act, similar laws in other countries, and the OECD Anti-Bribery Convention
- 7) Respect the human rights of those affected by our investment activities and seek to confirm that our investments do not flow to companies that utilize child or forced labor or maintain discriminatory policies
- 8) Provide timely information to our limited partners on the matters addressed herein, and work to foster transparency about our activities
- 9) Encourage our portfolio companies to advance these same principles in a way that is consistent with our fiduciary duties

These guidelines serve to affirm Providence's long-standing commitment to and practice of these principles, so we do not believe that the adoption of these principles will have any significant effect on how we conduct our business. These guidelines are important and consistent with investing for growth and maximizing returns to our investors.