

Solving Complexity Unlocking Potential

Annual ESG Report 2021

ANNUAL ESG REPORT 2021

The logo for Epiris, featuring the word "epiris" in a white, lowercase, sans-serif font. The letters are set against a dark blue background that is part of a larger graphic element consisting of a white triangle pointing upwards and to the right, with a blue-to-orange gradient.

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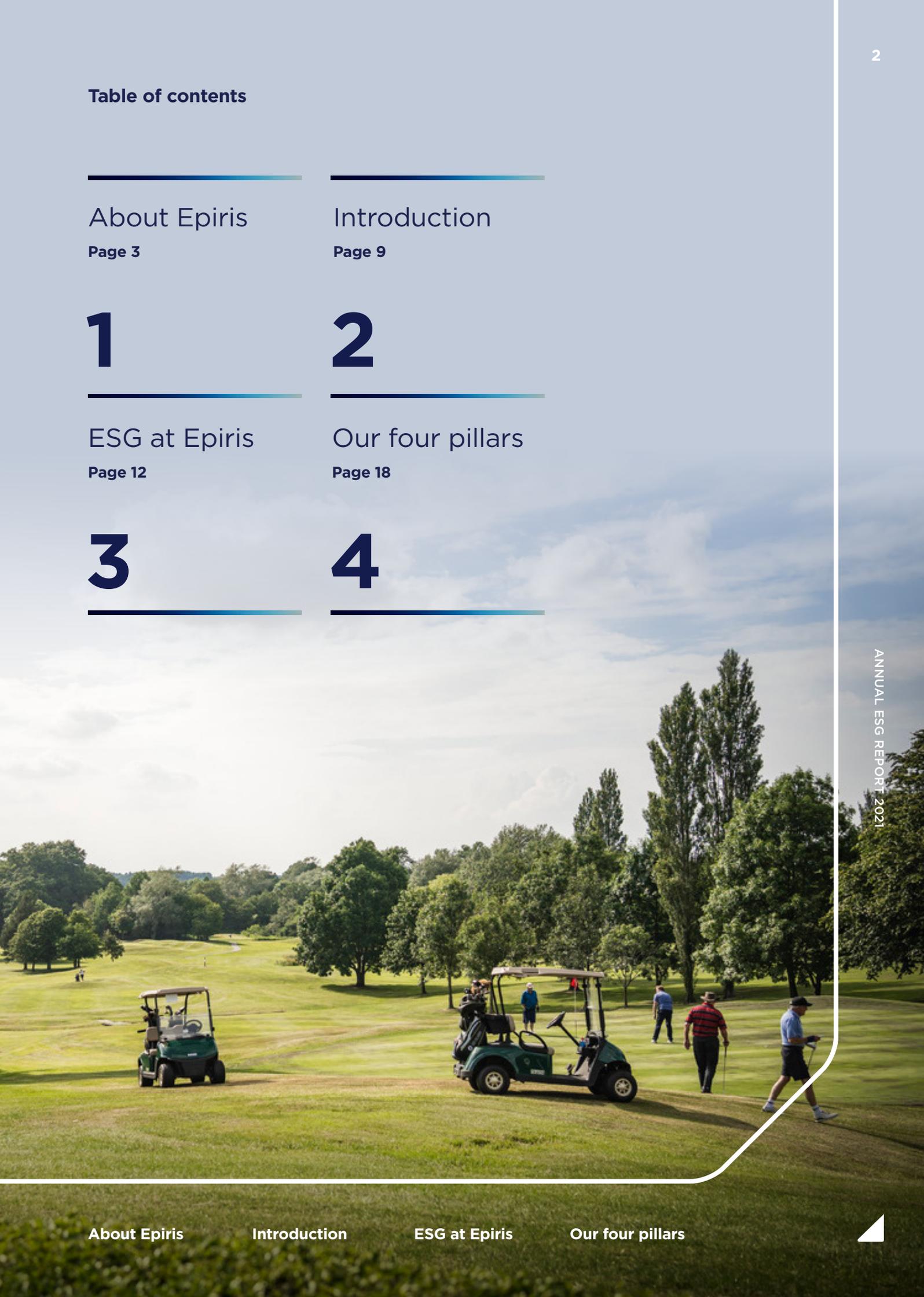
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About Epiris

Epiris is an independent private equity firm which invests in opportunities to transform businesses in partnership with exceptional management teams.





We are currently seeking investment opportunities for Epiris Fund II, an institutional private equity fund which held its final close in 2018 with total commitments of £821 million from some of the world's leading private equity investors.

Our primary goal is to build great companies to deliver outstanding returns for our investors. We are generalists who look across business sectors, including in unfashionable or cyclical sectors, for high-quality businesses with transformation potential.

Our approach to transformation is to focus on strategic clarity, operational excellence, growth acceleration and M&A. On average, businesses we invest in more than double earnings under our ownership. This has delivered a top-decile investment performance record.

The organisational culture we have created to support this goal is built on the four Epiris Values, which we share as a team and which govern the way we work internally and externally.

Our primary goal is to build great companies to deliver outstanding returns for our investors.





Our values



A strong moral compass

We are guided by a strong moral compass within both our own business and the companies in which we invest.

We work by the highest standards of integrity and professionalism. More than that, we want to be proud of our businesses, of what they do and of how they treat their people, their customers and suppliers and the world around them.



Straightforward, open and collaborative

We work together as a group, with everyone encouraged to contribute.

We share problems and issues early. We are straightforward. We take collective responsibility for our successes and failures and seek to learn from them.



Energetic, enquiring and creative

We thrive on complex situations and on our mission to transform businesses.

This calls for us to challenge constantly, to think innovatively and to push

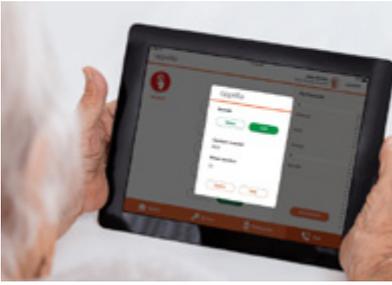


Ambitious, rewarding and fun

We aim to build diverse and high-performance teams to deliver our long-term goals.

To do so, we offer opportunities to learn, advance and earn financial rewards. We create an environment which, whilst demanding, is also fun, so that we can grow talent and leadership for the future.

Our portfolio



Appello
Technology-enabled care services



The Club Company
Country club operator



James Hay
SIPP administrator



Bonhams

Bonhams
International auction house



Diamorph
Advanced materials products



PORTALS

Portals
Security paper



The Big Table
Restaurants



Sharps
Fitted furniture supplier



Stuart Turner
Water-boosting products





£1.6bn

Equity invested
since 2011

26

Companies invested
in since 2011

35%+

IRR: a top decile
fund manager

8,336

Employees across
the portfolio



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Introduction

Welcome to our second annual ESG report, covering a year in which we have embedded and progressed the new ESG approach we introduced at the end of 2020.



This new approach involves strengthened governance together with a more intense focus on four areas which we believe are important to every business no matter what its business model or scope: climate change, sustainability, people and ethics. We have made strong progress across both our own business and the portfolio, about which more can be read in the following pages.

Also this year, we became a signatory of the UN Principles of Responsible Investment (UN PRI). In many ways we had been observing the principles of the UN PRI for many years by incorporating ESG into our investment decision-making and management to manage risk, to improve performance and to take responsibility. We wanted by becoming a signatory not only to send a clear message about our commitment to ESG, but also to learn from and join forces with other investors in the cause of responsible investment.

At the same time as successfully progressing our ESG agenda, we have continued to execute our strategies for our firm, for each of our portfolio companies, and for our fund investors against the backdrop of continued disruption resulting from the Covid-19 pandemic.

We have continued to build our own team. In May, we were delighted to announce four promotions, including of Nicola Gray to the role of Investment Partner and Investment Committee member. Towards the end of the year, we added four further faces to the investment team, including our second cohort of graduate recruits.

On the portfolio side, we have been notably active in driving transformational M&A, completing seven add-on acquisitions across the portfolio during the year. M&A is a fundamental component of the strategy we put in place for each portfolio company.

PRINCIPLE:

1

We will incorporate ESG issues into investment analysis and decision-making processes.

2

We will be active owners and incorporate ESG issues into our ownership policies and practices.

3

We will seek appropriate disclosure on ESG issues by the entities in which we invest.

4

We will promote acceptance and implementation of the Principles within the investment industry.

5

We will work together to enhance our effectiveness in implementing the Principles.

6

We will each report on our activities and progress towards implementing the Principles.



We have been notably active in driving transformational M&A... a fundamental component of the strategy we put in place for each portfolio company.

Diamorph, a supplier of advanced material solutions for demanding and safety-critical applications, was the most prolific acquirer in the year with three add-on acquisitions; since we invested in Diamorph in 2019, the business has almost doubled in size through expanded routes to market, application engineering developments and M&A, and is on course to achieve our ambition of creating a global market leader.

Bonhams, the global auction house, made two add-on acquisitions. In April it bought The Market, a digital marketplace for classic car auctions, and in December bought Bukowskis, the leading auction house in the Nordics. Both acquisitions mark a significant further step in the transformation of Bonhams into a global, digitally-enabled auction business.

The largest add-on acquisition was that of Nucleus Financial Group by James Hay for an enterprise value of £165 million. This has completed the transformation of James Hay into a market-leading direct-to-adviser investment platform with a comprehensive product suite, an award-winning digital front-end, the industry-leading operating cost model and almost £50 billion of assets under administration.

Finally, in November, Portals, the leading global currency and security paper supplier, acquired the security business of Fedrigoni S.p.A. The acquisition enables Portals to offer its global customer base an integrated paper and security thread proposition whilst fuelling further innovation in security and durability.

We have delivered three further transactions for our investors this year. In October, we completed the second meaningful exit for Epiris Fund II with the sale of Saunderson House, the financial advisory firm, to Rathbone Brothers Plc for £150 million. Saunderson House was one of two business that were part of IFG Group; by separating it into an independent entity, we had brought focus and clarity to the business and been able to unlock significant value.

Also in October, we completed the eighth investment for the fund with the acquisition of Sharps, the UK's leading supplier of fitted bedroom furniture. In December we agreed the ninth when we exchanged contracts to acquire Stuart Turner, a leading manufacturer of pumps and water-boosting products. Both investments offer an opportunity to transform an already successful business by accelerating growth through new marketing, product and operational initiatives.



Alex Fortescue
Managing Partner



Alex Cooper-Evans
Partner, Chairman of ESG Committee

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ESG at Epiris

Our primary goal is to build great companies in order to deliver outstanding returns for our investors. Strong ESG management is an essential part of delivering this goal.





We deliver strong ESG management using a series of building blocks: our ESG Policy, our implementation systems and processes, and our Four Pillars framework.

Our ESG Policy sets out the principles and commitments that drive our ESG approach. We are committed to integrating ESG into the core of our and our portfolio companies' activities. We are committed to complying with not only law and regulations but also best practice in relation to ESG management. We are committed to operating with integrity and to the highest ethical standards.

Our ESG implementation systems and processes are illustrated (see pg 14). These deliver the first of the commitments described in the paragraph above by ensuring that ESG is systematically addressed at every stage of an investment's lifecycle, from pre-deal due diligence through the ownership period to exit. Moreover, they ensure that ESG is given its due prominence in the strategic and operational programmes we implement in

partnership with the management teams of each portfolio company.

Our Four Pillars framework is described in detail later in this report. In summary, we have chosen four areas which in our view are important to every company in which we invest, as well as to our own business. For each of these areas, we have set a long-term objective, specified the best practices that will help deliver that objective, and detailed Key Performance Indicators to monitor progress and to enable portfolio level reporting. This is a focused approach that drives portfolio companies along their ESG journey whilst building a legacy of ESG-related improvements.

ESG is led by our ESG Committee. The committee is made up of Partners and other staff from across the firm, who meet regularly to review our own and our portfolio companies' ESG performance as well as our overall ESG approach.



ESG investment lifecycle

Pre-acquisition

Before we make a new investment, we carry out a series of screening exercises to identify any ESG issues.



- **Key ESG topic and excluded investment screen** – we screen companies to identify key ESG considerations, in particular those in relation to our Pillars, as well as whether or not the target company is involved in gambling, and/or in the production and/or sale of alcohol, armaments, pornography and/or tobacco. We will not invest in such companies without ensuring that these activities are undertaken lawfully and any issues of concern can be satisfactorily mitigated on ownership.
- **ESG due diligence** – following the initial screening, we carry out a more detailed analysis, including of the issues in relation to our Pillars and the areas which we expect to focus on during our ownership. The findings of this due diligence are included in our investment committee papers and discussed by the Epiris Investment Committee. Identifying and understanding relevant ESG issues and opportunities before acquisition means we ensure that these topics are incorporated into our investment analysis and decision-making processes.

Ownership

Once we have made an investment, we build on our pre-acquisition due diligence and analysis to develop an ESG Plan for each portfolio company.



- **ESG risk and opportunity review** – using a standard Epiris process, we assess the company’s performance against our Four Pillars best practice as well as any other material ESG risks and opportunities.
- **ESG Plan** – we identify the steps that are required to close the gaps between current and best practice, and a clear timetable for doing so, as well as setting targets and metrics to mitigate risks or maximise opportunities.
- **Ownership** – responsibility for delivering the ESG Plan rests with its board and members of the management and Epiris teams are nominated to lead execution. Regular progress updates are reported to each portfolio company board and to Epiris.
- **Annual review** – we review each company’s performance every year and update the ESG Plan accordingly.
- **Communications** – we provide our investors and other stakeholders with a clear picture of ESG performance on an annual basis or as needed.



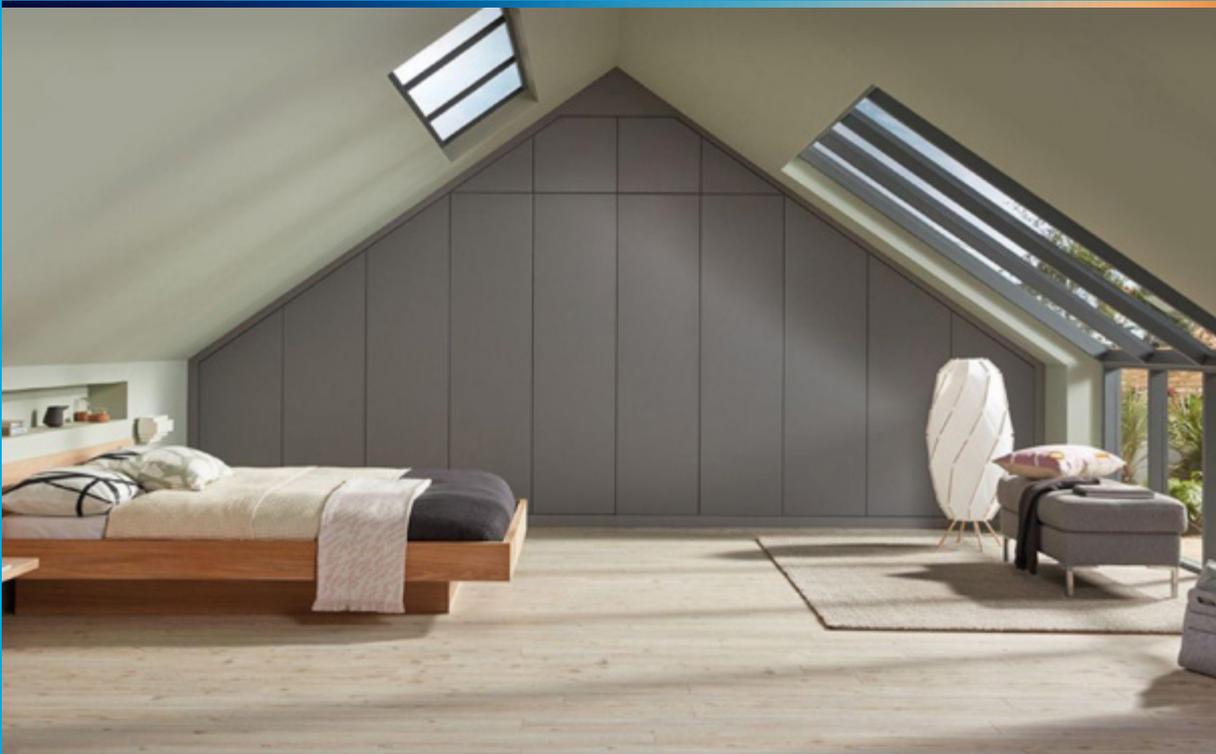
Exit

Through this approach, we are able to demonstrate the impact of ESG management on the portfolio company's performance when we come to sell an investment.



- **Disclosure** - At exit, we include details of a portfolio company's ESG performance in the information to be disclosed to potential buyers, to demonstrate the improvements made during the ownership period and the value enhancement achieved.





CASE STUDY

Sharps

Sharps is the eighth investment in Epiris Fund II. Sharps sells fitted furniture, which is designed to optimise the use of space in each customer's home, direct to consumers. Its products are manufactured in a purpose-built facility in Bilston in the West Midlands and fitted by a nationwide base of installers.

For Epiris, the investment in Sharps is an opportunity to transform an already successful business by exploring new marketing, product and operational initiatives.

In terms of ESG that means building on the existing foundations in the business, highlighted by our pre-investment due diligence. The Sharps model is built on the

skills of its people and partners including designers, surveyors, showroom staff and fitters. In line with our Four Pillars, we will work with Sharps to retain and develop a diverse, world class workforce.

With a strong focus on quality, Sharps is aligned with our belief in the responsible use of raw materials. All wood products purchased meet EU timber regulations or other forest certification systems with a commitment to only use 100% sustainable sources. We will extend this environmental focus to consider carbon, measuring emissions and considering climate risk.





CASE STUDY

Stuart Turner

Epiris Fund II's ninth investment is in Stuart Turner, which supplies water-boosting products that manage water pressure in residential and commercial applications. These range from domestic shower pumps, where the company's Monsoon product is the UK market leader, to bespoke systems that combine cold-water boosting, pressurisation units and circulators to manage the supply of hot and cold water in commercial buildings and for industrial purposes.

Epiris sees Stuart Turner as a strong platform with an exciting opportunity to become the leading provider of water-boosting solutions in the UK as well as to take this expertise into international markets.

Stuart Turner's products improve the efficiency of domestic, commercial and industrial hot water systems and therefore make an important contribution to the energy efficiency agenda.



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Our Four Pillars

Our ESG approach brings focus and impact by concentrating on four key areas, which we refer to as our Four Pillars, that are important to every business irrespective of its business model or scope.





For each Pillar, we have set an aspiration and a set of best practices, demonstrating our ambitions and guiding our long-term decision making. The best practices combine several influences: our experience of working with companies; evolving investor expectations; and new regulatory requirements. We expect every company we invest in to implement these best practices.

We are working with our portfolio companies to take ambitious action across these Pillars, acting together to maximise our impact.

We reported against these Four Pillars for the first time in 2020. Over the past twelve months, we have worked across the portfolio to take concrete steps in implementing the best practices and progressing towards our long-term aspiration.

PILLARS:

1

Climate change

Navigating the energy transition

2

Sustainability

Improving supply chain sustainability

3

People

A healthy, diverse and engaged workforce

4

Ethics

A strong moral compass



PILLAR 1

Climate change

Navigating the energy transition



Aspiration: Carbon Neutral

Epiris and its portfolio companies will each have a plan to be carbon neutral by 2030, or as soon as technically and economically practicable thereafter.

The imperative for this aspiration is self-evident. Throughout 2021, the momentum and urgency behind climate action has intensified. The transition to a low-carbon economy is underway, driven by public policy and stakeholder pressure.

This is the context in which we have framed our Climate change Pillar. This directs our focus to understanding the impact we and our portfolio companies have on the climate, establishing exactly how we can reduce that impact, and integrating climate risks and opportunities into decision-making.



The first step has been to collect carbon footprint data across the portfolio. Using this information, we can plan the route to carbon neutrality, starting with initiatives in energy efficiency and renewable energy.¹

Portfolio Carbon Footprint



¹ Covers Epiris, The Club Company (from 01-Oct-19 - 30-Sep-20 SECR report), Bonhams (01-Jan-20-31-Dec-20 data), Diamorph (2020 calendar year), Big Table (01-Jun-2019 - 31-May-2020 SECR report), Portals (April 2019 - March 2020) carbon footprints, and James Hay (January-December 2020)

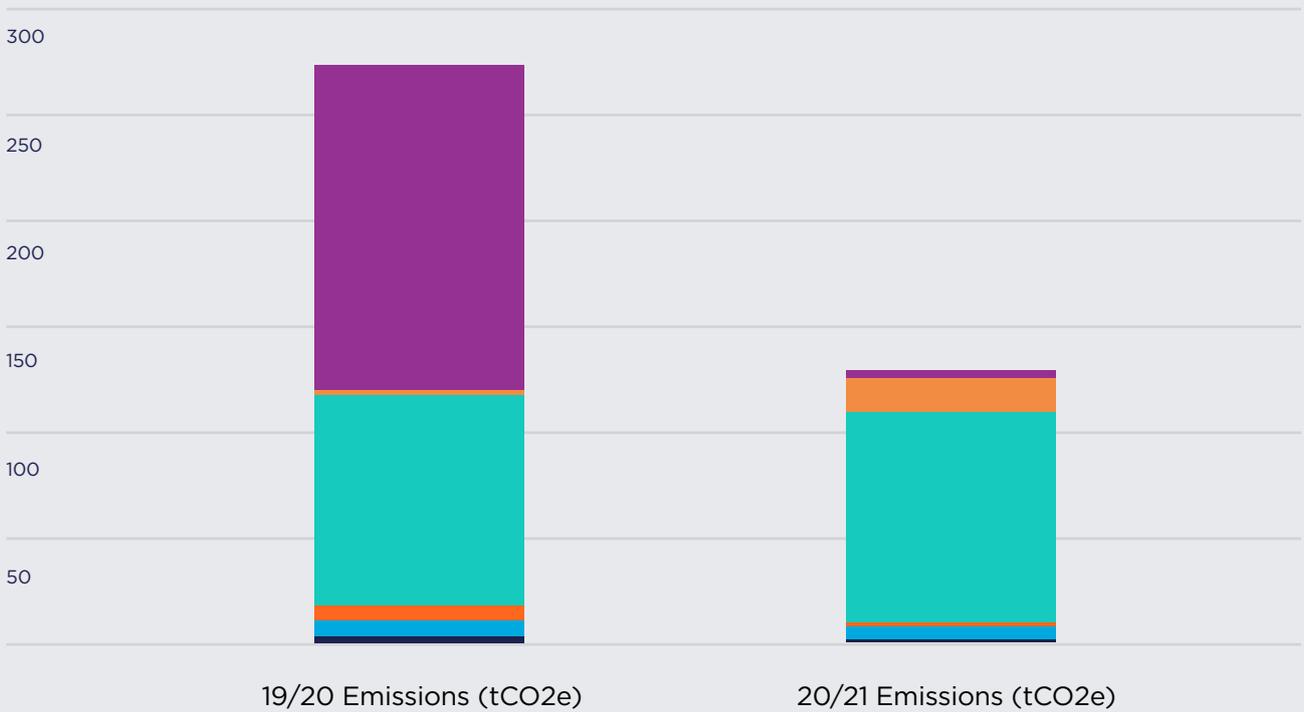


The results from this assessment will be reflected in portfolio companies' ESG Plans as required.

We aim to lead by example, by submitting our own firm to the same ESG programme as our portfolio companies. We have therefore commissioned an in-depth carbon footprint of Epiris. The footprint shows the minimal impact of our operations in relation to the wider portfolio, particularly as we purchase only renewable

electricity. The footprint also shows the impact of reduced travel in our 2020/21 financial year due to the COVID-19 related travel restrictions. Whilst we expect travel to increase once the restrictions are lifted, we will be looking for opportunities to maintain lower travel where possible.

Epiris Carbon Footprint



- Scope 1
- Scope 2
- Scope 3
- Scope 3
- Scope 3
- Scope 3

	19/20	20/21
Scope 1 (Natural gas)	3.39	1.70
Scope 2 (Electricity)	0.00	0.00
Scope 3 (Indirect emissions)	270.21	127.43
Total	273.60	129.13



Climate Risk

A key component of our Climate change Pillar is to identify and manage the risks to our firm, our staff and our portfolio from climate change as well as to realise the opportunities it may present. This work is aligned with the recommendations developed by The Task Force on Climate-Related Financial Disclosures (TCFD) and in keeping with our commitments as a signatory to the UN PRI. Using the TCFD framework to shape our approach, we have begun by addressing how climate risks and opportunities are identified and governed at our firm and across our portfolio.

Governance

ESG Committee

Our ESG Committee ensures close alignment with TCFD and considers climate-related risks and opportunities as a key part of ESG performance reviews across the portfolio.

Portfolio Management

We recognise that the degree of climate risk and opportunity varies across our portfolio. By ensuring that climate analysis is carried out with materiality in mind, we focus each portfolio company on the most important climate-related risks and opportunities and how these impact its business.

Strategy

We believe that a key part of supporting our portfolio companies to realise their full potential is to build a strong climate strategy.

Climate Screening – Risks and Opportunities

This year, we carried out our first portfolio climate screening exercise, using our ESG programme adviser to help identify the material climate risks and opportunities across six of our portfolio companies. Each company participated in a climate screening workshop and completed a questionnaire to indicate which climate risks really matter to them. By also engaging executive teams from the

portfolio companies in this process, we are building climate engagement and embedding climate strategy across the portfolio.

Scenario Analysis

In 2022, to further align with the recommendations of the TCFD and the UN PRI, we intend to carry out scenario analysis to model material climate risks and opportunities at the portfolio company level.



The Club Company

With 15 country clubs, which include gyms, golf courses, restaurants, hotels and swimming pools, The Club Company sees the opportunity to create energy efficiencies and reduce its carbon intensity. To understand how its facilities can reduce energy consumption, The Club Company has begun a programme of energy audits. These audits will provide site-specific guidance on energy reduction opportunities, as well as testing the feasibility of broader opportunities such as on-site renewable energy generation.



Diamorph

Diamorph has developed a costed plan to reach Net Neutral Carbon by 2030. Short term initiatives include moving to renewable electricity at its Trafford Park and Pilsen sites in early 2022 as well as planning its imminent site move to optimise energy consumption. Other initiatives include replacing equipment and plant with energy-efficient alternatives, moving to an electric fleet, and working with and influencing their main suppliers to find reduction opportunities.



PILLAR 2

Sustainability

Improving supply chain sustainability



Aspiration: Reduce, reuse, recycle

Epiris and its portfolio companies should:

- Source raw materials from certified sustainable sources.
- Reduce raw material consumption.
- Reuse or recycle materials and products at the end of use.
- Reduce emissions and / or discharges of hazardous pollutants or chemicals.
- Send zero waste to landfill or incineration if there is an alternative.
- Ensure that their and their suppliers' activities do not involve land degradation, deforestation or harm to IUCN Red List species.



As the world's population continues to grow, the pressure on all resources, and particularly rare and finite materials, increases. To create businesses that are sustainable in a growing world, we need to use resources carefully and efficiently.

Across the portfolio, we are therefore taking steps to source responsibly, to use resources wisely and to manage waste well: looking at where we can replace raw materials with more sustainable alternatives; assessing products and processes to identify efficiencies; and managing waste to improve recycling.

Responsible sourcing

The Big Table is committed to responsible sourcing and requires suppliers to treat their producers fairly and with respect. Its Ethical Trading Policy is based on the Ethical Trading Initiative (ETI) Base Code and outlines standards on worker welfare, business conduct and anti-slavery measures, and suppliers must provide annual due diligence to these standards. Procurement decisions also take into account food safety and quality standards that are independently accredited by the Global Food Safety Initiative (GFSI) or the Safe and Local Supplier Approval scheme (SALSA). Product integrity is also a key priority, with policies on sustainable sourcing and animal welfare, where third party verification is required to ensure that key commodities such as palm oil, soy and paper are sourced in a way that does not contribute to deforestation, fish and seafood are sourced sustainably so as not to deplete ocean stocks and responsible animal welfare management including antibiotic stewardship is maintained at all times. Collaborating with Compassion in World Farming, The Big Table has a commitment to free range eggs and the European Chicken Commitment.

Better use of raw materials

Diamorph has introduced steps into both its raw material dual-sourcing and new product development processes to consider whether an alternative, recycled material might be used. The company's technical staff have recently undertaken product lifecycle assessment training to equip them to assess the company's technologies and processes for opportunities to improve sustainability.

Managing waste well

We want to recycle waste rather than see it sent to landfill. Epiris, Portals, The Club Company, Bonhams' London operations and Diamorph's core UK and Czech businesses have all now achieved Zero to Landfill in respect of non-hazardous waste, whilst our other portfolio companies continue to work to improve their understanding and management of waste streams.

Diamorph's ceramics manufacturing processes result in ceramic waste that was previously thought to be impossible to recycle. However, renewed focus on recycling has resulted in a use for ceramic waste in road resurfacing and the manufacture of motorway barriers. Further, Diamorph is working to bring its recent UK acquisitions to the same Zero waste to Landfill (non-hazardous waste) status.



PILLAR 3

People

A healthy, diverse and engaged workforce



Aspiration: World-class workforces

Epiris and its portfolio companies should:

- Be employers of choice, able to attract and retain the very best candidates for each role.
- Offer an open and inclusive working environment populated by a diverse workforce and which encourages and recognises contributions from and collaboration between every member of staff.
- Recognise the importance of their workforce's physical and mental health and safety.

We are committed to creating and maintaining a culture, both in our own firm and in our portfolio companies, that attracts talented people, that develops and harnesses their talents in pursuit of our goals, and that protects and retains them.



Our portfolio companies and their employees have faced extraordinary challenges in the last two years. The UK's exit from the European Union created employment challenges in many industries. The COVID-19 pandemic and associated lockdowns closed some businesses for months on end and changed the face of work for many.

This has only emphasised the importance of offering our people safe, healthy working environments, with opportunities to develop. We are working with portfolio companies to engage employees, provide career pathways and recognise the hard work and dedication of staff. We also recognise the value of diversity in our workforces and are supporting our portfolio companies to report on and take steps to improve diversity.

— The — Big Table

The Big Table

The restaurant industry has been hit hard by both Brexit and COVID-19, and The Big Table has been focussed on supporting staff through a challenging period. The Big Table recently completed its first colleague survey, to understand what employees appreciate and what areas could be improved. Over half the staff responded with the vast majority (79%) saying they would recommend The Big Table as a good place to work. Site action plans are being developed and communicated to respond to any issues highlighted by the survey.

To attract more people to the hospitality industry, The Big Table is developing and delivering apprenticeships across the group. As well as attracting new recruits to kitchen, front-of-house and management roles, the bespoke apprenticeship programmes will support the career development of existing staff.

Bonhams

Bonhams

Bonhams has transformed its approach to its people over the past three years. Recruitment channels have been broadened through a new graduate recruitment programme with a focus on attracting diverse candidates and the first hires joining in September 2021. The company has invested in staff development with the launch of a leadership development programme and a series of management training workshops in early 2021. Later in the year, the company launched a mentoring programme to foster greater professional development and mobility. Keen to increase diversity, Bonhams has run a range of initiatives with a particular focus on increasing the representation and promotion of women in the business.





James Hay

James Hay has undergone significant operational change during the year with the outsourcing of its back office and IT to FNZ and its acquisition of Nucleus. At the same time as successfully managing this change, James Hay has retained its focus on health and safety, improving its reporting and management of accidents and near misses. Following the acquisition, the company is focusing on further developing its DEI agenda, including learning from Nucleus and designing new processes to advance its DEI priorities. Staff engagement and development have continued to benefit from new initiatives such as the CEO Listening Tour and specific training modules delivered in response to staff surveys.



Epiris

We launched our graduate recruitment programme in 2018, with the first intake in 2019. This is an important way for us to recruit beyond the traditional private equity talent pool by targeting the brightest and the best graduates. September 2021 saw our second graduate intake with three new Investment Analysts joining the firm. Our graduate programme alternates between recruiting Analysts and Associates, and offers a structured training course that combines modules of functional training with on-the-job learning.

In the same vein, we have gladly contributed time and money this year to two important initiatives to improve diversity in European private equity, Level 20 and #100blackinterns, and look forward to our continued partnership with these organisations in the year ahead.



PILLAR 4

Ethics

A strong moral compass



Aspiration: We want to be proud

Of the businesses we invest in, of what they do and of how they treat their people, their customers and suppliers, and the world around them. This attitude should be led from the top and engrained in the culture of each business.

Companies that behave with integrity and professionalism earn their licence to operate. Trust is the foundation of our relationships with investors and stakeholders. Stakeholders only

want to work with companies they can trust, and that operate ethically and transparently.

We are working to ensure that both we and our portfolio companies have strong governance structures in place supported by training on key issues.





James Hay

As a regulated business, compliance and risk management are high in James Hay's priorities. The company again achieved its ongoing objective of delivering mandatory training to 100% of eligible staff within regulatory deadlines. The company's Product Governance Working Group has continued to focus on customer outcomes, with a particular focus over the past year on protecting customers from product charges.

While compliance is essential, James Hay see the opportunities to go further and embed a strong ESG approach in the business. Following the acquisition of Nucleus, a working group has developed an ESG framework to bring to life the business's purpose of making retirement more rewarding. The framework brings sustainability initiatives across James Hay and Nucleus together under a consistent strategy covering governance, people, customers, community, and the environment. The next stage is to agree objectives with the executive team and outcomes over the next year will likely include the creation of a foundation and targeting B Corp certification for the business.



Diamorph

To promote strong governance and ethics in their business, Diamorph is rolling out a series of new and updated policies, supported by training for employees and suppliers.

As well as policies covering topics such as Anti Bribery & Corruption, Recruitment, Unconscious Bias and Whistleblowing, Diamorph has developed a Code of Conduct, setting out the standards and expectations of suppliers and employees.

The code of conduct has been distributed to all group employees, and forty of the group's largest suppliers have agreed to comply with the code. To ensure all employees have the information they need to carry out their roles, Diamorph has created training profiles for different roles and now records compliance training for new starters and existing employees.



Epiris LLP

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The logo features the word "epiris" in a white, lowercase, sans-serif font. The letter "e" is lowercase, while "p", "i", "r", "i", and "s" are uppercase. The logo is positioned in the bottom right corner of a dark blue background. A white diagonal line separates the dark blue area from a lighter blue and orange gradient area in the bottom right corner.

epiris