

Francis Fitzpatrick & Company
Chartered Certified Accountants & Statutory Auditors
619 North Circular Road
Dublin 1
Ireland

To: Diane C. Damskey
Secretariat, Operating Principles for Impact Management

CC: Kieran McLoughlin
VentureWave Capital Limited
The Merrion Buildings
Merrion Street Upper
Dublin 2,
D02 XH98
Ireland

15th of December 2022

Dear Diane,

RE.: Independent Verification of VentureWave Capital Limited's strategic alignment and compliance with the Operating Principles for Impact Management.

- **Background and Scope**

We, Francis Fitzpatrick & Company, Chartered Certified Accountants & Statutory Auditors, have been asked by VentureWave Capital Limited (hereafter referred to as the "Signatory") to undertake an independent review of the Signatory's overall strategic alignment and compliance with the Operating Principles for Impact Management.

The "Covered Assets" reviewed were the assets of the Signatory's investment funds: Impact Ireland LP and Impact Ireland Number 2 LP.

Our review was undertaken in the first half of December 2022.

- **Professional Background**

This review was led by Francis Fitzpatrick for and on behalf of Francis Fitzpatrick & Company. Francis Fitzpatrick is a Fellow of the Association of Chartered Certified Accountants and has been a practising Accountant for the past 29 years.

- **The Operating Principles for Impact Management**

For the sake of clarity, we think it useful at this point to state the 9 Operating Principles for Impact Management.

The Operating Principles for Impact Management are as follows:

1. Define strategic impact objective(s), consistent with the investment strategy.
2. Manage strategic impact on a portfolio basis.
3. Establish the Manager's contribution to the achievement of impact.
4. Assess the expected impact of each investment, based on a systematic approach.
5. Assess, address, monitor, and manage potential negative impacts of each investment.
6. Monitor the progress of each investment in achieving impact against expectations and respond appropriately.
7. Conduct exits considering the effect on sustained impact.
8. Review, document, and improve decisions and processes based on the achievement of impact and lessons learned.
9. Publicly disclose alignment with the Principles and provide regular independent verification of the alignment.

- **Steps Taken**

1. We have carefully reviewed and considered the following documents:

- The 9 Operating Principles for Impact Management;
- The Governing Provisions of the Operating Principles for Impact Management;
- The Annual Disclosure Statement that the Signatory submitted to you in July 2022;
- The constitutional documentation for the Signatory's Irish – domiciled investment funds;
- The [impactprinciples.org](https://www.impactprinciples.org) website;
- The business plans of the portfolio companies in which the Signatory's investment funds have invested.

2. We have reviewed the Signatory's established investment policies and investment restrictions together with its compliance and corporate governance structures and procedures.

3. We have held extensive conversations with management regarding the business strategy of the Signatory and the investment objectives and investment strategy of their investment fund.

- **Conclusion**

Having concluded our review, we can confirm unequivocally **(a)** that the Signatory's investment objectives and strategy as well as its corporate culture are fully aligned to each of the 9 Operating Principles and **(b)** that nothing has come to our attention that causes us to believe that VentureWave Capital Limited's impact management systems and processes (as described in its disclosure statement) have not complied or are not fully aligned with the Impact Principles.

We can confirm that the Signatory has complied with the requirement to submit a written Annual Disclosure Statement. With specific regards to the public Disclosure Statement, the Signatory's website clearly affirms its status as a Signatory to the Operating Principles for Impact Management. Moreover, the Signatory has made their Annual Disclosure Statement publicly available on their website. It can be found at: <https://venturewave.com/annual-disclosure-2022/>

When conducting our review and when arriving at our conclusions, we were mindful of the legal and regulatory restrictions to which the Signatory, as a manager of third-party capital and an entity registered with the Central Bank of Ireland, is subject. The most noteworthy of these restrictions relates to the content that the Signatory can publish on its website, particularly any comments that could be interpreted as an endorsement of the Signatory's fund as an investment proposition.

Disclosure:

We hereby confirm that the undertaking of this review on our part gave rise to no conflicts of interest.

This verification letter does not constitute the provision of any legal or investment advice in connection with the Operating Principles. While we wholeheartedly provide this verification letter in good faith, Francis Fitzpatrick & Company shall not be held liable for any statements or assertions made in this letter nor in connection with, any act, omission or disclosure by any Signatory or otherwise in respect of the Operating Principles.

Yours sincerely,



Francis Fitzpatrick

For and on behalf of **Francis Fitzpatrick & Company**