Disclosure statement
Operating Principles for Impact Management

Omnivore
June 18, 2021

Omnivore is a signatory to the Operating Principles for Impact Management (the "Impact Principles").

Omnivore hereby affirms that its investment assets are managed in accordance with the Impact Principles. The total assets under management (AUM) in alignment with the Impact Principles are INR 6.75 billion[1] as of June 18, 2021.

Mark Kahn
Managing Partner
Omnivore
June 18, 2021

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Managing Partner
Omnivore
June 18, 2021

[1] This equates to USD 92.15 Mn based on an exchange rate of 1 USD= 73.25 INR (latest available monthly average rate, for May 2021)

Principle 1

Define strategic impact objective(s), consistent with the investment strategy

The Manager shall define strategic impact objectives for the portfolio or fund to achieve positive and measurable social or environmental effects, which are aligned with the Sustainable Development Goals (SDGs), or other widely accepted goals. The impact intent does not need to be shared by the investee. The Manager shall seek to ensure that the impact objectives and investment strategy are consistent; that there is a credible basis for achieving the impact objectives through the investment strategy; and that the scale and/or intensity of the intended portfolio impact is proportionate to the size of the investment portfolio.

- Omnivore is an impact venture capital firm that invests in entrepreneurs building the future of agriculture and food systems. Our portfolio companies create significant impact for smallholder farmers and the environment.

- Omnivore's theory of change (TOC) is based on four key pillars that we believe are critical to help us achieve our vision of driving agricultural prosperity and transforming food systems in India.

Driving Agricultural Prosperity, Transforming Food Systems, and Promoting Climate Sustainability in India

Increasing Smallholder Profitability

- Raising farm yields
- Reducing farm expenditures
- Securing better prices for farm outputs

Enhancing Smallholder Resilience

- Providing access to innovative finance, risk management solutions, steady/ augmented sources of income, and improved market dynamics

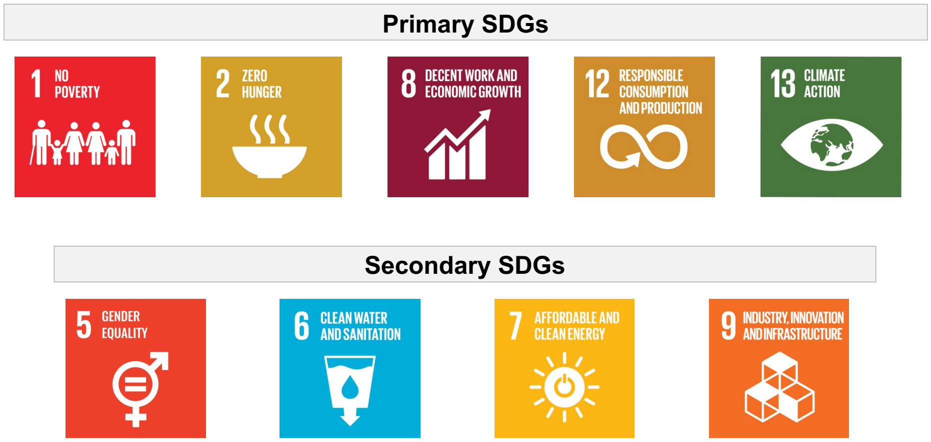
Improving Agricultural Sustainability

- Optimizing consumption of natural resources and farm inputs
- Minimizing wastage and spoilage

Catalyzing Climate Action

- Mitigating GHG emissions from agriculture*
- Promoting climate resilience for smallholder farmers and food systems
- Increasing area under sustainable and regenerative cultivation

- Omnivore's investments are aligned with 9 UN Sustainable Development Goals (SDGs).



Principle 2

Manage strategic impact on a portfolio basis

The Manager shall have a process to manage impact achievement on a portfolio basis. The objective of the process is to establish and monitor impact performance for the whole portfolio, while recognizing that impact may vary across individual investments in the portfolio. As part of the process, the Manager shall consider aligning staff incentive systems with the achievement of impact, as well as with financial performance.

- Omnivore has a structured process to assess impact across its portfolio. All investments are filtered through the theory of change pillars to ensure that they are aligned with Omnivore's impact thesis. For most of these companies, impact is a key part of their business model. Therefore, better operational performance directly translates into higher impact achievement.

- Based on the theory of change, Omnivore has developed meaningful and practical metrics that best capture the impact of Omnivore's portfolio. The metrics aggregate well across diverse agritech portfolio companies. Further, the metrics keep a sharp focus on practicality of measurement given the early-stage nature of portfolio companies with limited resources to spare from the core business and the data-scarce agricultural context of India. See more details of Omnivore's impact metrics at: https://www.omnivore.vc/impact/.

- For each portfolio company, Omnivore identifies relevant outcome pillars and metrics. The Omnivore team collects data against identified metrics annually, using a mix of company-reported data, user surveys, and secondary benchmarks and data points. The team then aggregates data on impact metrics from different companies into a consolidated impact assessment of the portfolio.

Principle 3

Establish the Manager's contribution to the achievement of impact[2]

The Manager shall seek to establish and document a credible narrative on its contribution to the achievement of impact for each investment. Contributions can be made through one or more financial and/or non-financial channels. The narrative should be stated in clear terms and supported, as much as possible, by evidence.

- Omnivore was the first dedicated early-stage venture capital fund focused on agritech and food in India. Over the past decade, Omnivore has been the first institutional investor in many agritech companies and has helped catalyze significant follow-on funding from other investors to build a vibrant Indian agritech ecosystem.

- As an early-stage investor, Omnivore forms deep partnerships with founding teams of enterprises to collectively drive business growth and drive value creation for stakeholders. The Omnivore team provides support in developing business strategy, facilitates mutually beneficial partnerships and collaborations with other portfolio companies and ecosystem stakeholders, and offers technical and market advice to companies as needed.

- Omnivore also actively works with companies to build out robust ESG and impact systems and processes. As a part of our investment process, external expert consultants are engaged to conduct an E&S due diligence. Based on the findings of the diligence, actions plans are developed to help the companies mitigate any risks and put in place required practices and processes. The Omnivore team engages with companies actively to build their capacity and systems for capturing and reporting impact data. Omnivore also engages experts to conduct user surveys to capture the nature and extent of end-user impact and shares these results with companies to help them improve their impact performance.

[2] For example, this may include: improving the cost of capital, active shareholder engagement, specific financial structuring, offering innovative financing instruments, assisting with further resource mobilization, creating long-term trusted partnerships, providing technical/ market advice or capacity building to the investee, and/or helping the investee to meet higher operational standard.

Principle 4

Assess the expected impact of each investment, based on a systematic approach

For each investment the Manager shall assess, in advance and, where possible, quantify the concrete, positive impact potential deriving from the investment. The assessment should use a suitable results measurement framework that aims to answer these fundamental questions: (1) What is the intended impact? (2) Who experiences the intended impact? (3) How significant is the intended impact? The Manager shall also seek to assess the likelihood of achieving the investment's expected impact. In assessing the likelihood, the Manager shall identify the significant risk factors that could result in the impact varying from ex-ante expectations.
In assessing the impact potential, the Manager shall seek evidence to assess the relative size of the challenge addressed within the targeted geographical context. The Manager shall also consider opportunities to increase the impact of the investment. Where possible and relevant for the Manager's strategic intent, the Manager may also consider indirect and systemic impacts. Indicators shall, to the extent possible, be aligned with industry standards and follow best practice.

- A key part of Omnivore's investment process is assessing expected impact of proposed investments. Each potential investment is filtered through the theory of change pillars and mapped to the relevant impact metrics (all of which are based on GIIN's IRIS+ methodology) to understand 'what' would be the expected impact. See more details of Omnivore's impact metrics at: https://www.omnivore.vc/impact/.

- The investment team assesses 'who' would be the different stakeholders impacted by the company, aiming to quantify the potential number of stakeholders impacted where possible. The team also estimates the potential extent or depth of impact that can potentially be achieved by companies and assigns quantitative values where feasible.

- This impact potential assessment is included as a mandatory, separate section in all Omnivore investment memos and is discussed with the Investment Committee in depth before proceeding with the investment.

Principle 5

Assess, address, monitor, and manage potential negative impacts of each investment

For each investment the Manager shall seek, as part of a systematic and documented process, to identify and avoid, and if avoidance is not possible, mitigate and manage Environmental, Social and Governance (ESG) risks. Where appropriate, the Manager shall engage with the investee to seek its commitment to take action to address potential gaps in current investee systems, processes, and standards, using an approach aligned with good international industry practice. As part of portfolio management, the Manager shall monitor investees' ESG risk and performance, and where appropriate, engage with the investee to address gaps and unexpected events.

- Omnivore has a structured Environmental and Social (E&S) policy and processes based on the tenants of the 'IFC Performance Standards on Environmental and Social Sustainability, 2012' and the 'World Bank EHS Guidelines'. All Portfolio Investments are required to work towards meeting the IFC Performance Standards. Further, Omnivore is also a signatory to the UN Principles for Responsible Investment (UNPRI). See more details of Omnivore's Environmental and Social (E&S) policy at: https://www.omnivore.vc/impact/.

- Omnivore focuses on understanding and mapping E&S risks throughout the investment process. During the investment screening process, investment team members conduct an initial categorization of E&S risks and document that in the investment memo. As a part of the due diligence process, Omnivore engages external expert consultants to conduct an independent assessment of the company's E&S risks. Through this assessment, risk areas are identified and an itemized action plan is generated for easy actioning. More serious issues are flagged for inclusion in conditions precedent or subsequent to deal execution. Issues beyond remedy are brought to the notice of the Investment Committee and may constitute cause for abandoning the deal. E&S risks that are inherent to the company's business model are identified, key performance indicators (KPIs) are chosen to measure the manifestation of identified risks, the presence of systems to generate chosen KPIs is verified, and KPIs that do not have the requisite systems to generate them are earmarked for system creation.

- Post investment, Omnivore monitors identified risk areas, KPIs, and progress against the action plan through monthly board meetings with the companies and internal reviews. Omnivore also engages a third-party expert to conduct in-depth E&S audits on an annual basis.

Principle 6

Monitor the progress of each investment in achieving impact against expectations and respond appropriately

> The Manager shall use the results framework (referenced in Principle 4) to monitor progress toward the achievement of positive impacts in comparison to the expected impact for each investment. Progress shall be monitored using a predefined process for sharing performance data with the investee. To the best extent possible, this shall outline how often data will be collected; the method for data collection; data sources; responsibilities for data collection; and how, and to whom, data will be reported. When monitoring indicates that the investment is no longer expected to achieve its intended impacts, the Manager shall seek to pursue appropriate action. The Manager shall also seek to use the results framework to capture investment outcomes.

- Omnivore has a robust and standardized system for tracking and monitoring impact across all portfolio investments. At the time of investment, each company is mapped to the relevant subset of Omnivore's impact metrics (derived from GIIN's IRIS+ metrics). In case a company's business model or impact proposition changes, the mapping is updated.

- Data is collected against these metrics through three key sources. First, Omnivore collects MIS and other relevant data from company systems. The Omnivore team actively works with portfolio companies to develop monitoring systems needed to capture the relevant impact data. Second, Omnivore also engages external vendors to conduct surveys of company users and gather relevant impact data points. Finally, Omnivore team members combine this information with secondary data points and benchmarks (e.g., GHG emissions factors) to calculate impact achievement by companies across different metrics.

- These datapoints are aggregated annually to build a complete picture of the portfolio's impact and identify areas of high and low achievement. The learnings from impact achievement by the portfolio are documented in impact reports that are shared publicly to build ecosystem knowledge.

Principle 7

Conduct exits considering the effect on sustained impact

When conducting an exit, the Manager shall, in good faith and consistent with its fiduciary concerns, consider the effect which the timing, structure, and process of its exit will have on the sustainability of the impact.

- Omnivore conducts an E&S review at the time of exit to summarize value addition during the investment holding period and highlight any outstanding issues.

- At the time of exit, Omnivore drafts a memo, summarizing the impact created by the investment, key learnings to take forward for future investments, and any risks that are foreseen around the sustainability of impact.

- Omnivore has not conducted any exits from the assets covered under the Impact Principles till date.

Principle 8

Review, document, and improve decisions and processes based on the achievement of impact and lessons learned

The Manager shall review and document the impact performance of each investment, compare the expected and actual impact, and other positive and negative impacts, and use these findings to improve operational and strategic investment decisions, as well as management processes.

- Omnivore conducts an annual portfolio impact review to understand progress against expected metrics and identify new learnings and risks around impact. Team members leverage these learnings to sharpen hypotheses and impact potential estimates for investments going forward.

- Further, Omnivore documents and shares these learnings in public impact reports. By publicly sharing the portfolio's impact achievements and findings, Omnivore seeks to inform the broader agriculture and impact investment ecosystem's thinking on 'what works', catalyzing funding and entrepreneurs to area and solutions with demonstrated ability to unlock impact.

Principle 9

Publicly disclose alignment with the Impact Principles and provide regular independent verification of the alignment

The Manager shall publicly disclose, on an annual basis, the alignment of its impact management systems with the Impact Principles and, at regular intervals, arrange for an independent verification of this alignment. The conclusions of this verification report shall also be publicly disclosed. These disclosures are subject to fiduciary and regulatory concerns.

- This Disclosure Statement re-affirms the alignment of Omnivore's policies and procedures with the Impact Principles and will be updated annually.

- In accordance with the requirement that signatories provide regular independent verification of alignment under Principle 9, Omnivore is currently analyzing the best option to complete the verification process and plans to complete it by June 2022.