



ARISE IIP

Environmental and Social Management System

ESMS Manual

ARISE ENVIRONMENTAL AND SOCIAL MANAGEMENT SYSTEM (ESMS) MANUAL

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1. ACRONYMS AND DEFINITIONS

1.1 Acronyms

BAT: Best Available Technology
E&S: Environmental and Social
EHS: Environment, Health and Safety
EIA: Environmental Impact Assessment
ESIA: Environmental and Social Impact Assessment
EMP: Environmental Management Plan
EPC: Engineering Procurement and Construction
EPRP: Emergency preparedness and response planning
ERP: Emergency Response Plan
ES: Environmental and Social
ESG: Environmental, Social and Governance
ESIA: Environmental & Social Impact Assessment
ESMS: Environmental and Social Management System
GIIP: Good International Practice
HR: Human Resources
HSE: Health, Safety and Environment
IFC: International Finance Corporation
KPI: Key Performance Indicators
MP: Management Plans
MS: Management System
OHS: Occupational Health and Safety
PPE: Personal Protective Equipment
PS: Performance Standard
RRA: Roles, Responsibilities and Authorities
SEP: Stakeholder Engagement Plan
The Company: ARISE Ports and Logistics Limited
The Group: ARISE Ports and Logistics Limited

1.2 Definitions

Aspect: An element of an Organisation's activities, products or services that interacts or can interact with the environment¹.

Bottom Up Approach: a style of decision making, organizational change and leadership, in which employee participation is promoted at all levels in the organization.

Environmental, Social and Governance (ESG) criteria: set of criteria that altogether establishes the framework for assessing the impact of the sustainability and ethical practices of a Company on its financial performance and operations. Environmental criteria consider how a Company performs as a steward of nature. Social criteria examine how the company manages relationships with employees, suppliers, customers, and the communities where it operates. Corporate Governance is concerned with the internal Company affairs and its relationships with the main company's stakeholders, including its employees and the shareholders². ESG criteria and policies are used to inform and comply with the PDCA cycle of the ESMS.

¹ As defined by the ISO14001 Standards

² As defined by the Corporate Finance Institute

Environmental and Social Management System (ESMS): helps companies to integrate the environmental and social codes and standards into core business operations, through a set of clearly defined, repeatable processes³.

Environmental and Social Management System (ESMS): helps companies to integrate the environmental and social codes and standards into core business operations, through a set of clearly defined, repeatable processes.

Impact: a change to the environment, whether adverse or beneficial, wholly or partially resulting from an organisation's environmental aspects¹.

Impact Assessment: the process of identifying the future consequences of a current or proposed action⁴.

PDCA Cycle: the operating principle of all ISO management systems standards, used to effectively manage and continually improve an Organisation's effectiveness¹.

Special Economic Zone (SEZ): an economic zone offering a unique fiscal status which provides a stable and competitive economic climate for companies intending to settle⁵.

³ Defined by the International Finance Corporation, found in their ESMS Implementation Handbook

⁴ As defined by IAIA, a leading global network on impact assessment.

⁵ As defined by ARISE on their GSEZ website available at <http://www.gsez.com/about-gsez.php> [Last accessed 03/11/20].

2. INTRODUCTION

Arise is a Pan-African industrial ecosystem developer who designs, creates, finances, and builds interconnected infrastructure, in addition to providing logistical solutions. The ARISE Group focuses on originating, building and executing large scale infrastructure and logistics assets to address the infrastructure gap in Africa.

ARISE has re-organised its business into three separate verticals – ARISE Port & Logistics (“ARISE P&L”), ARISE Integrated Industrial Platforms (“ARISE IIP”) and ARISE Infrastructure Services (“ARISE IS”). This document outlines the Environmental and Social Management System (ESMS) for the vertical ARISE IIP.

2.1 ARISE IIP

ARISE IIP develops integrated industrial platforms across Africa, designed to increase exports and replace the import reliance of host countries. It offers infrastructure-ready land and access to top-notch services at competitive rates. ARISE IIP may also be referred to the “Group in this document going forward. The Environmental and Social Management System (ESMS) described in this document will apply to both the Corporate side and Project side of all ARISE IIP ventures; including, but not limited to:

Table 2-1. ARISE IIP Projects

| |
|--|
| <u>GSEZ- Gabon</u> |
| <ul style="list-style-type: none"> Multi sectoral industrial park and is Joint venture of Govt. of Gabon, Olam and AFC Total area of 1126 ha. with +124 investors from 18 different countries Single Window Clearance Office, Railway Siding, Container Depot and Log Park inside SEZ Dedicated Power Plant, Water Supply & Sewage Treatment Plant, Fuel Stations Industrial, Commercial and residential zones, Banks, Primary Health Centre, Food Court, School, Insurance, Security etc. |
| <u>PIA- Togo</u> |
| <ul style="list-style-type: none"> Public private partnership between government of Togo and ARISE PCC Integrated industrial platform and logistics park on 400 ha. focused on textile manufacturing /agro Providing serviced land, roads and traffic lanes, common infrastructure and shared public services. Different types of space such as commercial, industrial, storage area, warehouse and parking |
| <u>Benin SEZ</u> |
| <ul style="list-style-type: none"> Located approximately 45Kms from Cottoned next to Proposed New Cotonou International Airport. 1640 ha land provides the creation of a SEZ and an international airport infrastructure Providing serviced land, roads and traffic lanes, common infrastructure and shared public services. |

2.2 Document Purpose and Scope

This document is intended as the overarching document of ARISE IIP’s Environmental, Social and Governance (ESG) Approach and hereafter will be referred to as the “ESMS Manual” (or simply “manual”).

This ESMS manual identifies and presents the framework and the strategy for implementing the ESMS of ARISE IIP; the manual has been developed in accordance with ARISE policies as well as national & international legislation, environmental and social regulations and performance requirements. The document is namely in line with IFC Performance Standards and relevant Good International Industry Practice (GIIP) guidelines. The purpose of this document is to provide a cohesive framework that ensures ARISE’s policies, vision and values are met.

The ESMS described in this manual applies to all Projects under ARISE IIP. There may be slight variations in the interpretation of the ESMS according to the stage of the Project (construction/operation phase) and nature of the risks associated. Additional details related to Project developments are always expected; it is therefore recommended that this ESMS manual is subject to a constant and systematic review process in order to continually adapt to encompass and consider any new information relevant to the environmental and social practices that ARISE IIP is committed to. As such, this ESMS is a dynamic document that will change to reflect the required practices.

The overall objective of the ESMS is present a key Corporate standard and implementation structure across ARISE IIP, which can be scaled down to Project level, and which can result in continual improvement for the Company. To fulfil this objective, the Group must:

- Establish a mitigation hierarchy to help anticipate and avoid adverse environmental and social impacts, or where avoidance is absolutely not possible, minimize and restore impacts, seen in Figure 2-2;
- Support policy implementation across the various entities and projects;
- Develop and implement policies, plans and procedures to integrate environmental and social aspects within overall Corporate strategy and Project management frameworks throughout their lifecycle;
- Establish a monitoring program to assess the effects of residual environmental and social impacts;

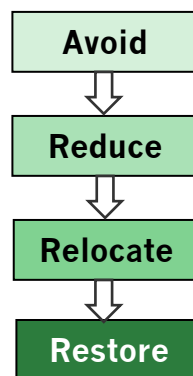


Figure 2-2: The mitigation hierarchy. Shows the order of priority in which mitigation measures should be considered within industries. These mitigation measures are from the IFC.

This Manual will be shared in its entirety with the contractor in charge for the Engineering Procurement and Construction (EPC) to ensure their methodological approach aligns with this Manual, and to ensure that any environmental and social gaps in the specific Project will be identified and addressed, in accordance with all policies and standards mentioned in Section 4.

2.3 ESMS Structure and Framework

The Group’s ESMS provides a systematic process of identification, assessment, and mitigation of ESMS aspects (or hazards) to facilitate the avoidance or minimisation of negative impacts (or risks) to the extent possible, while promoting and realising positive impacts for the workforce, the communities in which the business operates, and society as a whole.

The management system is a dynamic and continuous process. It is initiated and must be supported by management, and involves engagement between management, workers, third party suppliers and contractors, and other stakeholders, including communities directly affected by ARISE IIP activities. The system allows the Group to improve its ESMS performance year-on-year and anticipate changes in the future through an ongoing process of planning, doing, checking, reviewing and continuous improvement (in line with the ISO 14001 PDCA model shown in Figure 2-2).

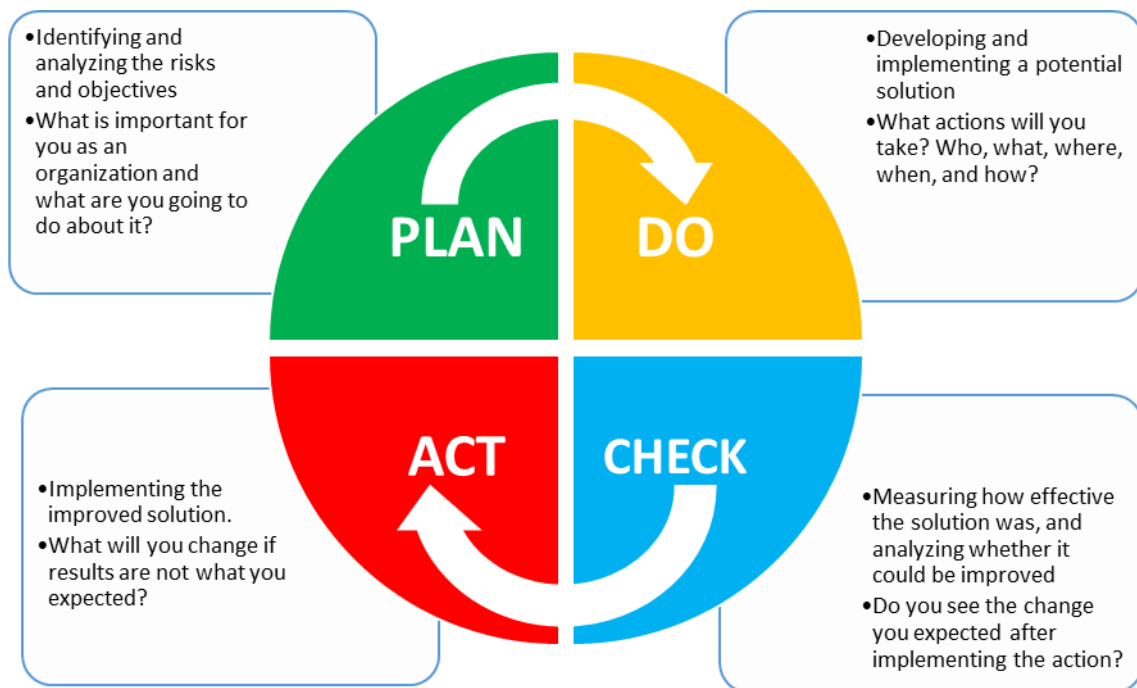


Figure 2-2. Plan-Do-Check-Act (PDCA) Management System Process by the IFC.

A PDCA scale will be used to show which ARISE IIP processes and practices directly complies with the PDCA model above, and at what stage of the cycle they conform to. An example of the scale is shown below in Figure 2-3. This example scale would indicate that the following section shows compliance with the 'Plan' stage of the PDCA cycle.



Figure 2-3: Example PDCA scale. The colours link to each of the stages shown in Error! Reference source not found.

The goals of the Group's ESMS are to:

- Uphold compliance with ESMS laws and regulations in all the geographies (and legal jurisdictions) in which they operate and avoid legal violations;
- Ensure all activities and persons responsible anticipate and take action to avoid, as far as possible, adverse impacts or risks to workers, communities and the environment;
- Identify and thoroughly assess known and potential ESMS risks and adverse impacts, as well as opportunities for positive ESMS impacts, throughout the lifecycle of operations;
- Ensure that affected workers, communities and other stakeholders are engaged on issues that could potentially affect them in order to gain positive support from these stakeholders, address feedback, appropriately address claims/grievances and anticipate and avoid social conflict;
- Promote and provide means for adequate engagement with affected communities throughout the lifecycle of activities and sites (including the land acquisition/lease, development, operation and exit) on issues that could potentially affect them, and to ensure that relevant ESMS information is disclosed and disseminated; and
- Promote continual improvement in the ESMS and in ESMS performance.

The Corporate-level ESMS is comprised of a suite of documents, including in hierarchical order of importance: ARISE Policies, Procedures and Standards, this Manual, Environmental and Social Management Plans (ESMP) and Environmental and Social (ES) Procedures, seen in .

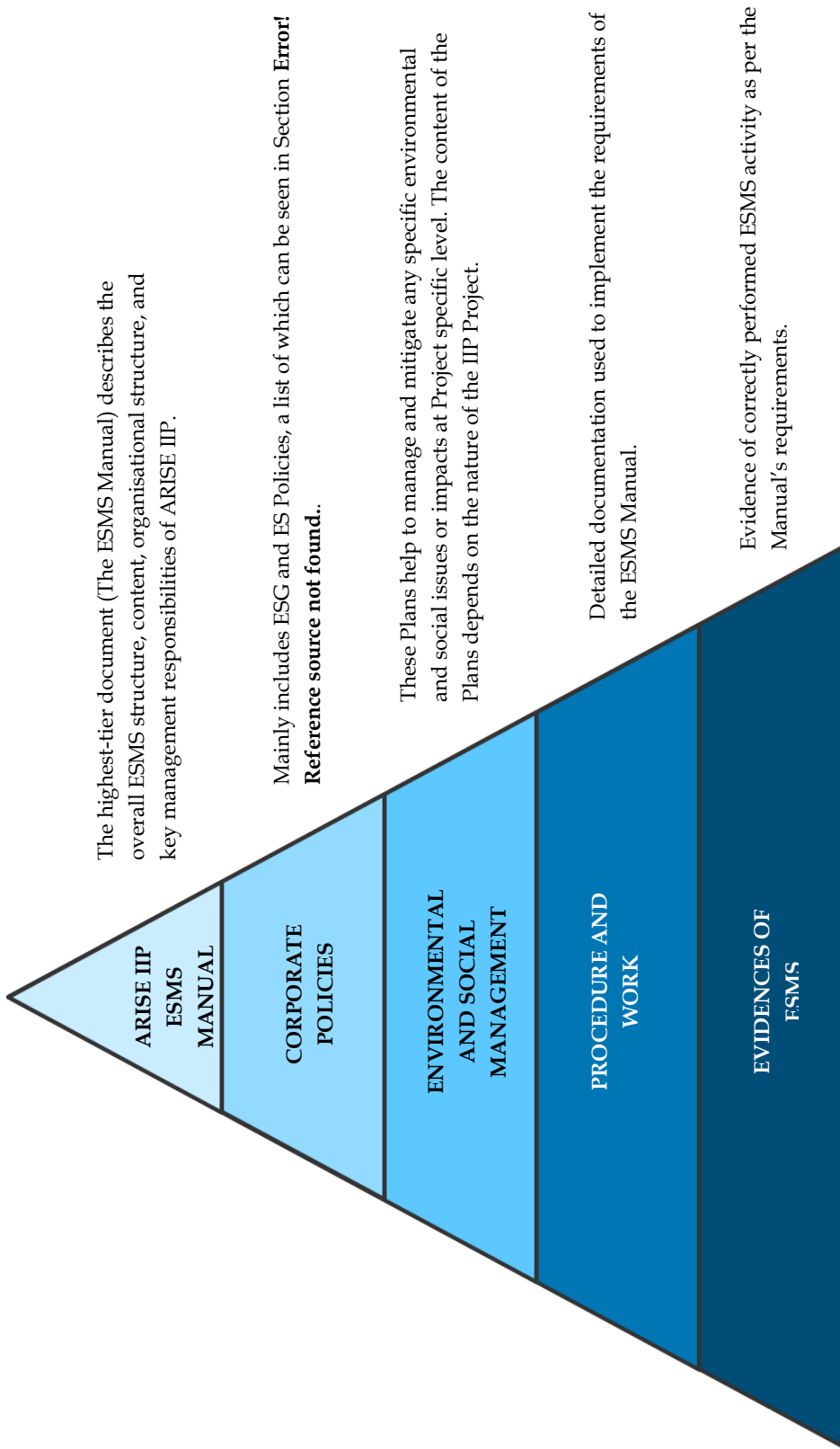


Figure 2-4: Document hierarchy of the ARISE IIP ESMS Manual

2.4 Document Distribution

This document shall be reviewed at least annually and updated as needed, with each update being recorded in the version control record box.

This document is confidential and for internal distribution only. It is prohibited to share this document to any external party or any internal party who is not authorised to receive it, unless such disclosure has been duly approved by the QHSE Manager.

3. LEGISLATION, STANDARDS & OTHER REQUIREMENTS

The Group must comply with other applicable environmental and social (ES) laws and regulations, including:

- Applicable international and national laws and local regulations (regulatory compliance);
- Permits, approvals, permissions and licenses (permits compliance);
- Other Project commitments made as part of EIA, ESIA, permitting or stakeholder engagement activities.

The Group shall be aligned with relevant International guidelines and GIIP, including but not limited to; WHO, IFC, ISO, OSHAS, IOGP, IPIECA, UNEP.

3.1 Regulatory Compliance

The Group aspires to achieve regulatory compliance across all relevant laws, policies and regulations a part of its effort to ensure uniform standards are maintained across all Corporate and Project related areas.

Regulatory compliance is managed via multiple procedures, including the following mechanisms:

- Regular monitoring of changes to ESMS legislation by the Group's ESMS and HR personnel;
- Communication of significant changes via general communication methods; and
- Compliance is checked and evaluated through ESMS reporting, monitoring, inspections, walk downs and audits.
- Up to date Project specific ESIA approved by relevant, in Country authorities.

3.2 Permits Compliance

For personnel, necessary competency (including minimum qualifications) shall be assessed and documented by Hiring and/or Line Managers, with records maintained by the HR Function (e.g. in job descriptions and performance reviews). This includes monitoring and regularly checking personnel who operate cranes, and 2 levels of check before providing a work permit authorising any personnel to work.

All Group employees and contracted workers performing activities or tasks requiring statutory licenses or certificates, shall submit a current copy to the local HR Function or the Site Manager prior to starting work on site. Details of all licenses and certificates of competency will be held in the person's file by the individual's employer.

A review of records and permits will be reviewed every two years at ARISE. These checks will be completed through HR.

3.3 Environmental Compliance

ARISE IIP will conduct business in compliance with relevant environmental laws and local regulations, as well as in accordance with recognised international and national standards, guidelines and processes.

The Group will ensure that all employees, business partners, contractors, suppliers and visitors understand ARISE's environmental commitments, and their own responsibilities and accountabilities and receive appropriate training and support, as set out in ARISE's Corporate Policy, Environmental Sustainability Policy and this Manual.

A periodical review of the Environmental Sustainability Policy will be conducted to ensure that it aligns with ARISE's business including the Company's 'Corporate Shared Values' and key stakeholder expectations.

3.4 International Standards Compliance

Suppliers Code

The Group wishes to pursue long-term relationships with its suppliers which shall be based on responsible business practices and trust, and will thus ensure compliance by:

- Making their suppliers and business partners fully aware of this manual’s requirements and its purpose;
- Communicating the contents of this Manual, and the Group’s ESG requirements to its employees; and
- Advising the Company immediately of any issues that are inconsistent with the principles of the Code, and of the HSE requirements expected from this Manual.

Signing ARISE’s Corporate Level Supplier Code represents a commitment by the supplier to follow the fair employment practices, and to comply with all applicable local government rules and regulations regarding Child Labour Laws.

International Finance Corporation’s (IFC) Performance Standards

Arise IIP aims to ensure IFC compliancy across its Corporate and Project level practices. This framework is uniform for the portfolio of the Company across national borders and Project types. It ensures a level of homogenous standard across ARISE IIP in its totality and is effective in offering the Company a technical structure for a wide range of issues across environmental and social related risks and concerns.

Table 3-1 presents the IFC performance standards that are often used to design Project specific management plans and other working procedures.

Table 3-1: IFC Standards

| |
|--|
| IFC performance standards |
| Performance Standard 1 (PS 1) : Assessment and Management of Environmental and Social Risks and Impacts |
| Performance Standard 2 (PS 2): Labour and Working Conditions |
| Performance Standard 3 (PS 3) : Resource Efficiency and Pollution Prevention |
| Performance Standard 4 (PS 4) : Community Health, Safety and Security |
| Performance Standard 5 (PS 5) : Land Acquisition and Involuntary Resettlement |
| Performance Standard 6 (PS 6) : Biodiversity Conservation and Sustainable Management of living Natural Resources |
| Performance Standard 7 (PS 7) : Indigenous Peoples |
| Performance Standard 8 (PS 8) : Cultural Heritage |

In cases where the IFC performance standards, guidelines and documents do not address some specific environmental and/or social aspect, other applicable international standards will be considered (e.g. those of the World Health Organisation (WHO), International Labour Organisation (ILO) and International Union for Conservation of Nature (IUCN). The more stringent approach will be used whenever considered to reduce the risk to ALARP. For a full list of international regulations used for each applicable management plan, see Appendix 1.

4. POLICY



Plan

4.1 Environmental, Social and Governance (ESG) Policy

ARISE's environmental & social policies and procedures (Environment, Labour and Working Conditions, Community Health, Safety and Security) are clearly communicated in appropriate languages, internally and externally (French, English, Arabic, Hindi).

ARISE believes that maintaining high ESG standards will help to mitigate risks, and create value through better governance, generating positive social outcomes and reducing the Company's environmental impact. To fulfil the Policy's commitments, the Group and its investments will implement a management system to enable effective identification, assessment, management and monitoring of ESG risks and opportunities throughout the lifecycle of its investments, from the identification of new opportunities to the active management of investments. The Group will also assign ESG responsibilities to oversee the implementation of this Policy and ensure all levels of management are accountable for applying this Policy in their business decisions.

ARISE IIP will strive to work with all relevant stakeholders in a manner that is transparent regarding ARISE's ESG objectives and expected business practices. ARISE upholds all applicable laws globally relevant to countering bribery and corruption, including the Singapore Prevention of Corruption Act (the "SPCA"), the UK Bribery Act 2010 ("UK BA") and U.S. Foreign Corrupt Practices Act 1977 ("FCPA") as well as the local anti-bribery and corruption laws in the countries where the Group conducts business. ARISE IIP will conduct all its business in an honest and ethical manner, with a zero-tolerance approach towards bribery & corruption.

The Company shall not invest in businesses/projects that:

- Are in a country or involve a person, group or entity subject to international trade embargoes or sanctions at the time of investment;
- Employ forced labour of any kind;
- Allow children to form part of their workforce; or
- Pay wages which are below industry or national minima.

The Group also recognises its responsibilities relating to transportation and uses best endeavours to ensure that investments do not knowingly distribute products deemed illegal under applicable national laws or international conventions/ agreements⁶.

4.2 Other Policies

The ESMS is supported by several other associated corporate-level policies, covering specific related topics. These include, but are not limited to:

- Ethical Recruitment Policy;
- ARISE's Code of Conduct;
- Environmental Sustainability Policy (ESP)⁷;

⁶ Such as certain hazardous chemicals and PCBs, hazardous waste, radioactive materials and nuclear weapons, ozone depleting substances, endangered or protected wildlife, or wildlife products

⁷ Version-01 was produced 12-02-2019 and signed by both the President of ARISE and Director E&S at ARISE

- Health and Safety Policy⁸ (HSP);
- Resettlement policy⁹
- Worker's Grievance Mechanism; and
- United Nations Global Compacts (UNGC) Guiding Principles on Human Rights and Labour
- Employee Protection Policies (Sexual Harassment Policy, Fair Employment Policy); and
- Employee Confidentiality Policies (Worker's Grievance Mechanism, Whistleblowing Policy)
- Complaints Procedure for Incidences of Discrimination/Harassment;

All above mentioned policies, procedure and code of conducts and their hierarchical position within the ESMS Manual can be seen in .

The ESMS will outline, identify and, where fit, provide a description of expected working practices for ARISE IIP employees. These practices are also expected to be met by any external contractors involved in ARISE IIP Projects and it is the duty of ARISE IIP to ensure the necessary thresholds of undertaken environmental and social company practices are met. Where national and international law/regulatory standard differ, ARISE IIP will adhere to whichever requirement is of the higher standard.

The national legislative commitments will differ from country to country. Hence, this ESMS document should be read in conjunction with the requirements specified by these aforementioned texts.

⁸ Version-01 was produced 15-02-2019 and signed by both the President of ARISE and Director E&S at ARISE

⁹ Compliant with IFC Performance Standards; namely, PS 5 and PS 7.

5. RISKS AND OPPORTUNITIES



Plan

ARISE IIP is committed to adapting its business practices to fit into its commitment to an environmentally and socially sustainable working culture. This means underpinning profit margins with a sensitivity to environmental risk mitigation and social responsibility. To do so, the Group expects Corporate and Project level decisions to be made in adherence to respective environment impact assessments, community impact surveys and operational health & safety requirements. This will normally require a consideration of many factors, as listed below:

It must be stated that if any areas of justified concern are identified by internal and external assessments; they must also be included and treated with the same seriousness and precautionary measures.

For each identified impact, there are mitigation measures to help avoid, reduce or manage the potential adverse impacts outlined in Project specific ESMPs, ESAs and Corporate Policy documents that cover areas of concern. These documents also have enhancement measures to ensure possible positive impacts are identified and ultimately achieved. This links back to the establishment of a mitigation hierarchy within ARISE P&L, as shown in Figure 2-2.

5.1 Strategic Risks & Opportunities

Strategically significant risks (i.e. those that are deemed to have the potential to jeopardise the Company’s vision, mission and goals) and strategically significant opportunities shall be recognised by Group Management using the framework of ARISE ESG policy as a guide.

These risks and opportunities shall be identified by:

- Involving ESG/HSE in earlier stages of new investments/Projects;
- Using an integrated approach to manage projects risks, CSR and grants;
- Including dedicated training sessions to key members of project management that are responsible for the management of ESG aspects;
- Recruiting corporate HSE Lead and established independent safety team reporting CEO with the power to take disciplinary measures if need be;
- Ensuring the project complies with the exclusion list of its potential investors in order to be able to attract investment from international investors.

In turn, this will ensure that the ESG objectives of the organisation are met, while also ensuring that the applicable social and environmental regulations and standards in ESMS are managed in an efficient, effective and strategic way.

5.2 Occupational Health and Safety Hazards (OHS) and Risks



Do

The objective of OHS management is to reduce the accidents and work-related illnesses- keeping them as close to zero as possible. Businesses and their construction contractors must follow the principle that employers and supervisors are obliged to implement all reasonable precautions to protect the health and safety of workers.

The procedures and work instructions must be appropriate to the nature and scale of the Project and must contain provision of preventive and protective measures, including modification, substitution, or elimination of hazardous conditions or substances. The process of identifying hazards, assessing risks and issuing Health and Safety (HS) procedures is a continuous process and must be repeated/carried out every time significant changes to working conditions occurs or new working operations, or new type of machineries, are used. The OHS procedures and work instruction are therefore subject to continuous revision based on the outcomes of the risk assessment process.

5.3 Contractors Management

Construction operations are organized and carried out by the EPC Contractor and its Subcontractors. The Group's employees carry out mainly office activities and some field activities consisting mainly of inspections and auditing. The Group's employees are considered as visitors on the construction site; therefore, they must comply with the EPC Contractor's OHS procedure to access the work areas (which itself is dictated by the Group's Employer Requirements).

Consequently, it is paramount that the chosen Project Contractor's OHS procedure is of a standard that meets the Group's expectations and regulatory commitments prior to their employment and the Project start date. During the execution of the works under the specified construction contracts, the contractor shall comply with the applicable national and international requirements detailed in Section 3 of this Manual. The Contractor shall always implement and demonstrate compliance with these requirements.

For each Project, the Contractor must address the requirements of applicable standards in the form of a Specific Construction OHS Plan that meets ARISE's Minimum OHS Standards for Construction Contracts and specific Project requirements stated in this Manual.

In addition, the Contractor must ensure that:

- The resources are in place to implement the requirements of the OHS management system;
- The Contractor personnel receive the required training for the safe performance of the assigned tasks;
- Systems are in place for routine auditing and inspection to ensure the compliance with the applicable national and international requirements and conformity with ARISE ESMS requirements;
- Systems are in place for reporting and investigations of environmental events, near-misses, accidents, incidents and potential hazards within an agreed and legally required timeframe.
- Progress updates are provided to ARISE on an agreed basis on the OHS performance.
- All records and other relevant documentation are kept showing compliance/conformity to Project requirements for the duration of the Contract.

5.4 Hazards Identification and Risk Assessment

Project work procedures/instructions, detailing the operating criteria required to implement the standards, will also be developed through a Job Hazard Analysis (JHA). This is a matrix style document that should include a short description of each activity that will take place at the project site (e.g. operating equipment, staff training, inspections etc.). In addition, the matrix should outline the hazards, risks, consequences and safety measures of each respective activity. The JHA matrix allows for hazard identification and highlights the appropriate measures to take when mitigating the risks these hazards pose. An example of how one such activity should look in the JHA matrix can be seen in [Figure 5-1](#).

| ARISE | | JOB HAZARD ANALYSIS | | | Doc n° : | Olam |
|----------|----------------------------------|-----------------------------|--|----------------------------|---|-------------|
| + | | | | | Revision n° : | |
| ACTIVITY | | LOCATION | | DEPARTMENT | | |
| MANAGER | | SUPERVISOR | | HSE | | |
| SN | DESCRIPTION | HAZARD | RISK | CONSEQUENCES | SAFETY MEASURE | RESPONSIBLE |
| 1 | Staff Qualification and training | Lack of experience or skill | Awkwardness Bad Work Mistake Inappropriate use of equipment Use of wrong equipment Not respecting work methods and procedures | Injury Equipment damage | Allocate trained and qualified staff for the work Ensure all staff have the required experience, background and certificates | MANAGER |

Figure 5-1. Job Hazard Analysis example.

Through hazard identification and risk assessment processes, including this JHA, JSA, HAZAP and Root Cause Analysis, the Group will implement actions and measures to eliminate/mitigate the hazard and promote the control the risks, to ensure the residual risks are reduced to ALARP*. In order to do so, ARISE IIP expects Job Hazard Analysis’ to be complemented with a “Hazard Identification and Risk Assessment Procedure”. This document outlines risk and hazard identification, the key responsibilities, a risk assessment and review process.

The OHS risks relevant to Group personnel and contracted workers based in Company branch offices are identified and assessed via office-based emergency plans, evacuation plans, and regular audits and checks. All of which are the responsibility of the Office Manager to complete and maintain

5.5 Environmental & Social (ES) Aspects & Impacts

ARISE IIP aims to maintain a globally valued standard of environmental and social management. In order to do so, this ESMS document recognizes the importance of maintaining a flexible approach to mitigating all ESG related risk through effective risk management as far as practicably possible. In the case of ARISE, a company that is cross-national, rapidly growing and involved in a variety of Project areas, this means an adherence to specific standards while maintaining the flexibility to implement a range of adaptive solutions that all achieve the same respected standard.

This ESMS’ commitment towards maintaining a non-prescriptive framework to achieve specific ESG standards requires a set of procedural solutions that are well maintained. All measures, included as a part of this ESMS document, are subject to an on-going and proactive process of monitoring, adaptation and development to meet the standards required at a given point in time.

5.6 Client & Supplier HSE Plan

An HSE plan is expected to be a part of all Project contracts. The supplier must produce a HSE Plan specific to the project. This supplier HSE Plan shall also be submitted to Contract /QHSE department for approval within 30 days after award of this Contract or before the Kick- off meeting. The supplier shall not start any works until the HSE Plan is approved by the dedicated department. This Plan shall be an adaptive document, and shall be updated when operations or conditions require, and such amendments shall be submitted to the Group for approval.

The major categories of environmental issues and specific requirements identified in the Client & Supplier HSE plan are typically addressed in an Environmental Control Plan (EPC) as required by the Group. The HSE Plan will also include documented management on heavy machinery and hazardous materials and an organization chart identifying the key composition of the site management team for site operations.

During the life of the Project, all risk assessments, safe sequences of work, and all other HSE documents (e.g. Traffic management, lifting etc.) shall be inserted into the HSE Plan and communicated to the whole Project team.

For further details on what the HSE plan should consist of, please refer back to the Corporate Policy document.

6. MANAGEMENT PLANS & PROCEDURES



ARISE IIP is committed to providing a healthy and safe workplace for employees, contractors and visitors, and is dedicated to reducing the Company's adverse environmental and social impacts. The Group has defined a set of Environmental and Social Management Plans (ESMPs) listed in Appendix 2 to be used when planning and implementing proposed Projects within the ESMS. The level of detail and complexity of the ESMPs depends on the expected impacts and risks of the proposed Project.

The Group's plans and procedures for managing health and safety, and ES concerns are shown below, as well as referred to in Sections 5.1 and 5.5.

6.1 Health and Safety

In terms of health and safety, ARISE's goal is to deliver a world-class health & safety programme across all IIP Projects, through effective workplace risk management as far as practically possible as a core capability.

To achieve the abovementioned goal, the Group shall implement a safety management programme based on safe systems of work, including but not limited to a risk assessment, standard operating procedures, an Emergency Response Plan and a Permit To Work System.

In addition, the OHS plan seen in section 5.2, defines specific OHS requirements and an OHS plan for contractors and subcontractors working at the Group sites. This Plan documents the measures that needs to be put in place to reduce the risks of incidents and to provide a safe and healthy workplace.

6.2 Emergency Preparedness and Response Plan

The vision of ARISE IIP is to have a '*zero harm culture*' that is delivered through safe leadership and embodied in line with ARISE's '*Corporate's Shared Values*'. Emergency preparedness and response planning seeks to prevent and minimize harm to workers, the community and the environment in the event of an emergency. The purpose of the Emergency Response Plan (ERP) is to provide guidance to those personnel that have the responsibility of managing emergency situations.

The probability of emergency situations must be evaluated and procedures must be implemented to ensure efficient response to emergencies and to prevent and minimise associated harm or damage. If required, ERP should be well coordinated and communicated to main stakeholders (industrial zone operators, local communities, local authorities etc.).

In the event of an emergency situation, ARISE IIP will provide and mobilize all available equipment & resources necessary to rescue personnel, minimize damage, and restore normal operations. Personnel shall only operate emergency equipment & initiate control measures if they have been properly trained to do so. All Company personnel and contractors are required to attend a HSE orientation. Any questions on Safety issues should be directed to HSE Department or an employee's immediate supervisor.

The Contractor is required to establish and maintain a Site Emergency Response Plan(s) - ERP(s) (developed in accordance with the General EHS Guidelines - 3.7 Emergency Preparedness and Response and relevant industry specific EHS Guidelines) in order to be prepared to respond to accidental and emergency situations associated

with the Project, in a manner appropriate to prevent and mitigate any harm to people and/or the environment. The EPRP shall be subject to periodic audit and inspections by ARISE and by the Contractor, in accordance with the “Audit and non-Conformities procedure”.

The Contractor must properly document emergency preparedness and response activities, resources, and responsibilities, and must provide, on request, appropriate information to potentially affected communities and relevant government agencies.

6.3 Supply Chain Management

The Supplier’s Code provides a comprehensive set of conditions to support the Group’s goal to purchase products and services that are produced and conducted in a manner that is socially responsible, economically profitable and environmentally suitable. The Code Establishes the standards to which all suppliers of products and services shall adhere to.

Compliance must be ensured by making their suppliers and subcontractors fully aware of this Code, of ARISE’s HSE requirements and their meaning.

In addition, all Parties, to the best of their knowledge, or any person acting on their behalf will not engage in any activity or conduct that consists of or consists of a violation of:

- All Anti-Corruption laws;
- any applicable laws relating to economic or commercial sanctions in any jurisdiction.

The Group pledges to work proactively with others, including Suppliers and Governments, to progressively eliminate unlawful employment of children in the workplace or engage in or condone in supply chains. Lawful minimum age of admission to employment or work is documented in **Error! Reference source not found.**

ARISE’s Corporate Supplier’s Code abides by the ILO Conventions No. 182 on the Worst Forms of Child Labour and No. 138 on the Minimum Age for Admission to Employment and Work, the Gabonese Labour Code in force and the decree No. 275 of 5 December 1962 laying down employment exemptions for young workers., and expects its suppliers to follow the Table below as a direct reference to ILO Convention No. 138 defining child labour by the following categories:

Table 6-1: Minimum age of admission to employment or work

| | Developed Countries | Developing Countries |
|-----------------------|---------------------|--------------------------------------|
| Regular Work | 16 years | 16 years |
| Hazardous Work | 18 years | 18 years |
| Light Work | 15 years | 15 years (or 14 years) ¹⁰ |

As stated previously in Section 5.6, the Supplier must provide an HSE Plan relative to the Project technical specifications and the scope of works. This HSE Plan must be provided 30 days after contract signature or within a reasonable delay before the Kick-off meeting. Work will only commence with the Group’s final approval of this HSE Plan.

Each Business Unit (BU)/Site is responsible for developing the BU/Site-specific ESMS contract requirements, based upon Group policies and standards. Suppliers and contractors shall be held responsible as a condition of contract for the compliance of their workers and any sub-contractors with the Group’s ESMS requirements and the commitments made in their tenders.

¹⁰ Subject to exceptions allowed by the ILO of national law

7. ORGANISATIONAL CAPACITY, ROLES, RESPONSIBILITIES & AUTHORITIES



7.1 Leadership & Commitment

The requirements, goals and objectives used in this Manual, will be dictated from the Group or from Corporate level, who will also monitor the progress on the implementation on the ESMS, with a focus on bottom up participation and solutions. This will allow all levels of the Group to become part of the process and encourage employees to work harder to attain the ESMS related objectives and goals in ways that work best for them. From there, new initiatives and methods will work themselves up through the organisation, helped by the ESMS management team.

The establishment and implementation of an efficient ESMS requires all Project parties (the Group, Contractor and Subcontractors) to be involved in a defined, dedicated organization with clearly identified responsibilities for managing environmental, social, health and safety aspects of Projects.

7.2 Consultation & Participation of Workers

The Group is required to develop a Workers Grievance Mechanism (GM), along with other confidentiality mechanisms found in Section **Error! Reference source not found.**

These confidentiality policies and mechanisms will ensure that all workers directly and indirectly employed are informed about this channel to submit grievances. This grievance mechanism shall be accessible in multiple languages to ensure everyone is able to use it, and to be in line with the outcomes of the Stakeholder Engagement Plan (SEP). Appropriate budgets and resources should also be assigned. Contractors must require that Subcontractors' worker's grievances are managed in a similar way.

Within a Project, the workers on site are the people directly exposed to OHS related issues. Therefore, in order to ensure the effectiveness of the process and minimise the number of grievances, OHS procedures will be developed in consultation with HR and the personnel directly in contact with the OHS related issues.

Any personnel visiting a project site, industrial park or logistics zone must comply with ARISE IIP HSEQ requirements. All visitors should initially respond to the security office where they must be registered and approved. Visitors will then be provided with badges and always accompanied by site personnel. The Group's host assumes responsibility for the action and conduct of their visitors. Where necessary, the sponsoring host shall issue visitors with the personal protective equipment (PPE) in accordance with site-specific safety rules.

In addition, all persons (employees, contracted staff, contractors and suppliers undertaking activities on behalf of the Group) are required to comply with the ESMS principles and requirements set out in this Manual. All personnel are also encouraged to actively participate in ESMS management activities and tasks, including voluntary observations and proactive initiatives to reduce risks and create a positive ESMS culture within the business.

7.3 Organisational Structure

The establishment and implementation of an ESMS requires all those contributing to ARISE IIP at a Corporate or Project level (including contractors and subcontractors) to understand what is expected of them. This requires a

well-defined ESMS management structure with clearly identified responsibilities for managing environmental, social, health and safety aspects of a Project.

ARISE IIP’s ESMS management team will consult with employees from all levels of ARISE IIP; including supervisors and entry-level employees. Outside of the ESMS management team, each Project team is expected to designate its own ESMS officer to relay concerns, queries and critiques to the corporate ESMS team at ARISE IIP.¹¹

Moreover, members of ARISE IIP’s Senior Management must be a part of the administrative structure in place and take respond to any failures to comply with the aforementioned regulatory standards in an appropriate way. These powers must be approved upon by ARISE IIP.

Figure 7-1 below offers a general structure that is designed to allow for ESMS application and monitoring between Project and Corporate level. It reflects the regional structure under which ARISE IIP currently operates. The respective title within the ESMS Management System is in bold and found at the top, while the corresponding job title is found in italics at the bottom of each box.

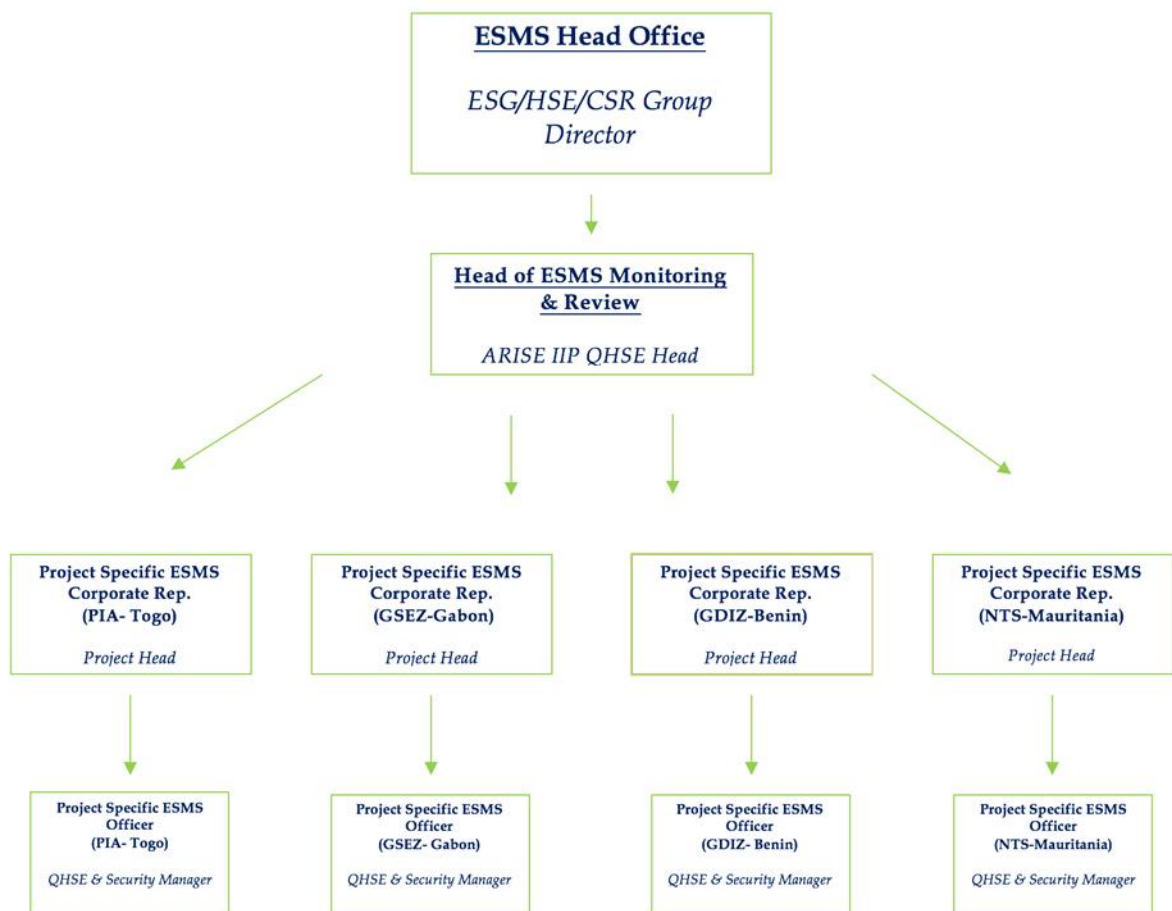


Figure 7-1: General ESMS Organisational Structure for ARISE IIP

¹¹ CDC Company ES & Management Systems, <http://toolkit.cdcgroup.com/management-systems/company-esms/>

This structure requires the team to work at both the Corporate and Regional level. Each Project level representative must ensure that the overall nature of what is expected to be organized, coordinated and relayed to Corporate management is completed. The Project level Corporate representative must also ensure that the Project specific ESMS officer’s reports and updates are duly considered and appropriately relayed up the ESMS management chain. The management structure is predicated upon an adherence to the roles and responsibilities identified in Table 7-1.

7.4 Roles, Responsibilities, Authorities

Each Project level representative must ensure that the overall nature of what is expected to be organized, coordinated and relayed to Corporate management is completed. A more detailed explanation of their responsibilities to Corporate management can be found in Table 7-1:

Table 7-1: Main roles and responsibilities for the implementation of the ESMS.

| Role | Overall responsibilities including (but not limited to) | Specific responsibilities |
|---|---|---|
| Management | <ul style="list-style-type: none"> • Allocating necessary resources, time and budget for the achievement of ESMS requirements; • Designating specific personnel on site or at the administrative level, clearly define their roles and responsibilities within the environmental and social management system; • Regular communication on and promotion of ESMS matters; • Review of regular internal ESMS performance reports; • Timely completion of mandatory ESMS training; • Sample management walk downs and raising observations / near misses; • Encouraging, and responding positively to observations related to ESMS and suggestions for improvements from personnel; • Engaging with the public (including local communities) in a professional and positive manner at all times; • Participation in emergency preparedness drills and exercises; • Participation in audits; and • Recognising and rewarding good behaviours by personnel at all levels. | <ul style="list-style-type: none"> • Taking appropriate actions to address major Non-Conformities based on audit reports, and performance monitoring reports. |
| HSE Manager | <ul style="list-style-type: none"> • Ensuring that this Manual and related ESMPs are up to date; • Programming inspections and follow audit activities to ensure the correct implementation of the ESMPs and of specialized contractor(s) tasks; • Collecting, organizing and reviewing monitoring data and performance monitoring reports provided by the specialized contractor(s) and providing summary results of such reports to Management and to stakeholders. | <ul style="list-style-type: none"> • Ensuring that action/ measures and monitoring activities directly under the Group responsibilities are carried out timely and adequately; • Addressing Non-Conformities through the definition of Preventive/ Corrective actions proposing to Management; • Bringing major Non-Conformities immediately to the attention of Management. |
| EPC Contractors and subcontractors | <ul style="list-style-type: none"> • Effective execution of the specific tasks assigned in conformity with this manual, with the ESMPs and with contractual arrangements; • Respect of EHS requirements included in the ESMS; | <ul style="list-style-type: none"> • Provide relevant monitoring data and monitoring reports to as indicated in this manual and in the related ESMPs; • May propose changes and integrations to the monitoring |

| | | |
|--------------------------------------|--|---|
| | <ul style="list-style-type: none"> Agree with the timing and logistics of the monitoring activities. | activities included in this manual and in the related ESMPs; the proposed changes shall be evaluated and approved by HSE Manager and by Management. |
| All employees and contractors | <ul style="list-style-type: none"> Comply with environmental management requirements; Report any activities which are causing unnecessary biodiversity issues. | <ul style="list-style-type: none"> Give evidence that the relevant mitigation measures identified in the current ESMPs are being properly considered, implemented and monitored during execution of the works. |

7.5 Training

The Group provides training to all employees (in appropriate languages: French, English, Arabic, Hindi) and managers, ensuring that:

- Personnel is aware of the importance of developing and implementing ARISE Policies, ESMS and ESMPs and fulfilling requirements therein and that failure in fulfilling these requirements may lead to significant impacts to the Project workers and Environment;
- Personnel within the organizational structure with direct responsibility for the Project’s environmental, social, health and safety performances have the knowledge, skills, and experience necessary to perform their work, including current knowledge of the applicable laws, regulations and requirements of IFC Performance Standards and Guidelines;
- Personnel possess the knowledge, skills, and experience to implement the specific measures and actions required under the ESMS and the methods to perform such actions in a competent and efficient manner.

It is essential that all employees at the Corporate or Project-specific level are adequately educated on ARISE IIPs expectations on working culture, relations and sensitivity to environmental and social risk management. This means educating all members of staff on the procedures, policies and regulations discussed by the ESMS and all other referenced documents. This ESMS is not designed to be prescriptive but does require a minimum threshold of procedural and material understanding from all workers involved in ARISE IIP activities.

In the construction phase of a given Project, the contractor is required to develop a “Training and Awareness Procedure” and a training program for its personnel and for Subcontractors’ personnel. While, in the operation phase; ARISE IIP will be responsible of the training and awareness procedure.

The responsibility for issuing/ updating the Training procedure is at subsidiary or Corporate level, supported by the HSE manager. In addition, the different ESMPs come with procedures which identify training needs, training planning and training execution. These procedures also include specific instructions for developing and maintaining an updated ESMS training programme.

Some relevant topics for training are presented in Table 7-2. For reach group, the training modules will be adapted according to the evolution of the Project, the relevant risks and potential improvement opportunities.

Table 7-2: Training Plan Worksheet.

| Department | Relevant topics for training |
|-------------------|---|
| Senior Management | Introduction to IFC Performance Standards and ESMS |
| ESMS Team | Introduction to IFC Performance Standards and ESMS Environmental legal requirements, Stakeholder engagement, monitoring, internal audit, environmental and social reporting. |

| | |
|-----------------------------|---|
| HR Department | Introduction to ESMS and IFC Performance Standard 2 – Labour and Working conditions, hiring, non-discrimination, remuneration, workers’ rights, vacations and other labour policies, workers grievance mechanism, worker-management interaction. |
| Workers and Managers | Introduction to ESMS, ESMS policies, emergency response procedures, introduction on workers grievance mechanism, introduction on new or modified operational procedures relevant to the tasks performed and specific trainings regarding to worker activity : waste management procedure, storage and handling of hazardous chemicals, use and maintenance of PPE, cross culture training, information regarding to the potential health risks, code of conduct, information about base camp, workers-management interaction. |
| Procurement | Supply chain assessment based on environment and social requirements; supply chain audits. |

As part of the HSE plan, environmental awareness training is to be delivered before employees are allowed on site. This induction/ orientation is to be for all staff and to include details of EPC, waste procedures and on-site protocols for the handling of materials. This training will also include:

- Toolbox talks detailing potential impacts of work undertaken on the site, measures to reduce the environmental impact of work undertaken, waste minimization, recycling and segregation controls, general site maintenance, emergency procedures and procedures for when potentially hazardous materials have been identified;
- Targeted training for site staff involved with potentially hazardous operations such as refuelling or hazardous substance handling;
- Environmental and Social Compliance Reviews, Coordination and Communication;
- Description of a program for conducting regular site environmental compliance reviews and coordination meetings; and
- Weekly meetings with all staff to ensure all environmental and social aspects are being covered and addressing any issues to ensure compliance is maintained.

7.6 Competence

Any person with such an “ESMS Role” shall have the necessary underpinning knowledge and skills to be competent to assess and manage the respective ESMS risks and to define and implement the associated control measures.

For the Group’s personnel, necessary competency (including minimum qualifications) shall be assessed and documented by Hiring and/or Line Managers, with records maintained by the HR Function (e.g. in job descriptions and performance reviews). This includes monitoring and regularly checking personnel who operate cranes, and 2 levels of checks before providing a work permit authorising any personnel to work. Verification of competency shall be demonstrated during on boarding and upon request thereafter.

In addition, all Group’s employees and contracted workers performing activities or tasks requiring statutory licenses or certificates of competency, shall submit a current copy to the local HR Function or the Site Manager prior to starting work on site. Details of all licenses and certificates of competency will be held in the person’s file by the individual’s employer.

A review of records and competency will be reviewed every two years at the Group. These checks will be completed through HR.

8. INFORMATION, COMMUNICATION & STAKEHOLDER ENGAGEMENT

There needs to be full transparency and open lines of communication to maintain an understanding between Corporate and Project level workers, employees and external contractors at ARISE IIP with regards to the upkeep, maintenance and improvement of this ESMS system. This necessitates an understanding of how aspects of the ESMS system will operate with the support of ARISE IIP senior management. The ESMS has put in place various mechanisms, seen throughout this Manual, to keep ARISE IIP accountable to the environmental and social practices the Company claims to adhere to.

The following communication level can be distinguished regarding the Group's Projects:

- Internal communication among the various levels and functions of the organization;
- Internal Project communication among the various parties involved in a Project; and
- Relevant communication from external interested parties related to ES issues.

The internal communication amongst the various functions and roles, and among Project parties, is addressed in this Manual and in the other documentation associated to the ESMS such as ESMPs, linked procedures, and work instructions.

8.1 Internal Communication

The following communication level can be distinguished regarding ARISE IIP Projects:

- Internal communication among the various levels and functions of the organization;
- Internal Project communication among the various parties involved in the Project;
- Relevant communication from external interested parties related to Environmental and Social issues.

The internal communication amongst the various functions and roles, and among Project parties, is addressed in this Manual and in the other documentation associated to the ESMS such as ESMPs, linked procedures, and work instructions.

8.2 External Communication & Stakeholder Engagement

Communication material addressed to Stakeholders, and communication to and from the authorities, will be recorded and kept in documented form. ARISE is required to maintain and archive records that demonstrate ESMS performance and conformity/ compliance to the national, international and ESMS requirements. This falls under responsibly of the ARISE HSE Manager.

In particular, the SEP for each Project will include a Community Grievance Mechanism, which is a procedure providing a framework for receiving, recording, answering and facilitating resolution of affected communities or other stakeholder's concerns and grievances about the Group's ES performance.

The SEP will ensure the identification and disclosure of the following information to all stakeholders:

- To identify people, groups and neighbouring projects/businesses that will be affected by Project or Corporate level activities
- The purpose, nature and scale of the proposed Project;
- The duration of proposed Project activities;
- Any risk to and the potential impacts on the stakeholders concerned, as well as the relevant mitigation measures;
- The envisaged stakeholder engagement process;
- The Grievance Mechanism

The SEP will also ensure that a stakeholder's consultation and participation process is in place and is culturally sensitively designed to appropriately engage potentially affected stakeholders, and aid in their decision-making process.

Feedback from the Stakeholder's consultation and participation will be documented in the SEP and will be included in the EPC Contractor/ ARISE management decision-making process. This will then feed into improving mitigation measures.

The EPC Contractor is not required to develop its own SEP as this activity falls under the responsibility of ARISE. However, the Contractor is required to collaborate with ARISE on an "as needed" basis for:

- Providing the necessary information for answering Stakeholder requests;
- Providing the necessary support to address Stakeholders' grievances.

The official language of the Company is English. However, it should be ensured that key ESMS information shall also be communicated to internal stakeholders in their native language where necessary to ensure complete understanding.

9. PERFORMANCE EVALUATION & REPORTING



The Group's ES performance shall be monitored and measured to ensure compliance with applicable international regulatory requirements, international standards (IFC), as well as ESIA and ESMS requirements.

The Group has the responsibility to collect and aggregate the information related to monitoring and measurement activities carried out by the Contractor, and to manage, update and develop the tools for the collection and aggregation of this data. The Group is then required to maintain and archive documented records that demonstrate ESMS performance and conformity/compliance to the national, international and ESMS requirements.

Management is responsible for taking appropriate actions to address major Non-Conformities based on audit reports, performance monitoring reports and on the Group HSE Manager's proposed approach.

It is then the responsibility of the HSE Manager to collect, organize and review the monitored data and performance monitoring reports provided by the specialized contractor(s). Further to this the HSE Manager should also provide summary results of such reports to Management and Stakeholders.

9.1 Performance Indicators

ARISE IIP expects all Projects to define a set of Environmental and Social Management Plans (ESMPs) consistent with ARISE policies and commitments, to address the environmental and social risks that have been identified in the Project-specific Environmental and Social Impact Assessment (ESIA). Both the ESMP and ESIA should be completed prior to any Project's start date and the level of detail and complexity of the ESMPs is commensurate with the expected impacts and risks of the Project.

The ESMPs are implemented broadly across the Group's Projects and must clearly identify the general objectives (or purpose) and targets. The risks and decided mitigation measures should be reflected in the independent ESMPs of contractors ensuring that ARISE IIP's standards are met. This includes the EPC Contractor. This is to say there must be cohesion between what the management plan expects and the work that is carried out.

The ESMPs also identify Key Performance Indicators (KPI) that can be of qualitative or quantitative type. These KPIs are designed to monitor the implementation of mitigation measures, or to measure the level of impact on the environment or the people. Each KPI comes with information such as:

- Specific targets (for quantitative indicators); and
- Acceptance criteria (for qualitative indicators) that can be tracked over defined time periods (targets or acceptance criteria could be derived from specific regulatory requirements or threshold limits; the case where the identified targets also represent a regulatory requirement is specified in the plan).

For a full list of the Group's ESG and HSE KPIs, see Appendix 3. Information reported from each KPI is collected monthly from every BU and collated in a Master file. The findings are then utilized in the Quarterly Report for ARISE IIP, which is then submitted to all those concerned, including the Senior leadership team and Investors.

9.2 ESMS Meetings & Site Visits

ESMS related meetings shall take place on a periodic basis. Senior Management will make periodic visits to sites to verify the implementation of the ESMS and identify potential opportunities for improvement.

9.3 ESMS Monitoring

Environmental and Social Monitoring

The ES performance will be monitored and measured to ensure compliance with applicable international regulatory requirements, international standards (IFC), as well as ESIA and ESMS requirements.

At a Project level, ARISE IIP has the responsibility to collect and aggregate the information related to monitoring and measurement activities carried out by any contractor, and to manage, update and develop the tools for the collection and aggregation of this data.

The Group's ESMS addresses monitoring and reporting activities and provides the relevant information to complete these tasks. It includes the scope, frequency, methodologies and the responsibilities of ARISE P&L. The nature of which is dependent upon the scope of the monitoring activities identified.

The extent of monitoring must be commensurate with a given Project's ESMS risks and impacts and with relevant obligations/requirements. Therefore, monitoring activities may vary across Projects, but a basic minimum threshold will have to be met to ensure that environmental and social practices across ARISE P&L are of the necessary standard.

It is important that this ESMS and all other components that comprise it are consistently updated to reflect changing regulatory standards, company policies and ARISE's commitments.

OHS Monitoring

An OHS monitoring program shall be developed by the Contractor to verify the effectiveness of the prevention and control measures described in the relevant ESMP. The OHS management plan must include the hazardous work procedures and required work permits, as well as the monitoring procedures of workers exposed to hazards for health and safety purposes.

For each individual activity, the monitoring location, frequency, methodology and parameters should be established. Relevant indicators shall also be selected to represent the most significant OHS hazards and the related prevention and control measures.

The OHS monitoring program shall also include safety inspection, testing and calibration of OHS critical equipment such as lifts and cranes and cover all safety features and hazard control measures including engineering and personal protective equipment (PPE). In particular, the Contractor will ensure that PPE continues to provide adequate protection and is worn correctly, and as required.

Relevant indicators will be selected to represent the most significant OHS hazards and the related prevention and control measures.

High Risk Equipment Examinations and Inspections

For all heavy machinery, plant and equipment that may have significant safety hazards or the potential to cause significant environmental impacts ("high risk equipment"), the Group shall:

- Register the high risk construction plants and vehicles to be used;
- Conduct statutory testing/examination certificates for high risk construction plants & vehicles;

- Identify arrangements and facilities for statutory inspections and calibrate monitoring devices;
- Register training / certification / competence for industrial plant operators and heavy vehicle drivers;
- Register HSE monitoring devices; and
- Register specialist PPE (diving equipment etc.).

9.4 Internal Audits

Compliance with different international and national requirements will be evaluated through internal audits. All ARISE IIP Projects should be following every Corporate commitment undertaken by ARISE.

Failure to comply with any of the requirements and documents stated in this Manual, or conducting only partial compliance, will generate a non-conformity which shall be treated with preventive or corrective actions.

Based on the first external audits, ARISE IIP shall implement an internal audit system to periodically and effectively verify:

- Project operation compliance to the respective domestic regulatory/legislative requirements, to the ESIA commitments and to the IFC Performance Standards;
- Correct implementation of ESHS Policies and respective ESMPs to ensure the ESMS Manual, and its standards, are maintained across ARISE IIP endeavours;
- Correct implementation of Management Plans; and
- Contractor meets its contractual obligations.

An internal audit program shall be established, implemented and maintained by ARISE IIP on a quarterly basis, taking into consideration the ESMS aspects of importance of the operation(s) and the results of previous audits. The program can be amended based on the outcomes of the audits and of the Management Reviews. The ESMS team should coordinate with all ARISE IIP projects to ensure baseline standards of practice are being met.

It is the responsibility of the Contractor to implement a similar system to evaluate compliance during its operation and Subcontractors' operations.

9.5 External Audits

By definition, external Audits are performed by third parties. These external audits are aimed at verifying compliance with domestic level regulatory and legislative requirements and international standards as well as respective commitments outlined by both Project specific ESIA and ESMPs respectively. As part of sound ESMS practice; this document expects a regular external audit of all ARISE IIP Project sites.

The Group's Management and Contractor shall provide full availability of their resources, as well as full access to site and documentation for the external audits.

During the construction phase of all respective projects, ARISE IIP will organize one (1) external audit every 6 months across the corporate and project(s) level to ensure that ESMPs are applied throughout the project. External audits will also be conducted during the operation phase, the frequency of which will be defined at that time.

9.6 Management Review

To ensure the ESMS suitability, effectiveness and adequacy, ARISE P&L's Management will annually review the ESMS performance.

The Group HSE Manager is responsible for:

- Convening Management Review meetings in case of major non-conformities, serious injuries/fatalities to workers of the Group, Contractor or Subcontractors, and substantial changes in regulations;
- Preparing the agenda of the Management Review meetings;

- Preparing relevant input documentation and information which includes audit reports, progress of preventive/corrective actions, monitoring reports, injuries statistics and grievances records;
- Providing a summary of the progress of the actions decided during the last meeting and of the current ESMS performance, and proposing, if necessary, further actions to be approved by the Group Management; and
- Issuing the minutes of these Management Review meetings¹².

¹² The minutes will include a description of all decided actions and measures, and the related responsibilities. Measures can take the form of changes to the ESMPs and ESMS documentation, namely the Manual, the policies, the procedures and work instructions.

10. CONTINUOUS IMPROVEMENT



10.1 Incident Management

Incidents and hazards must be reported by all Project personnel to their immediate supervisor as soon as possible after occurrence of the incident or identification of the hazard (refer to the Grievance Mechanism in Section 11.2). Every person is required to immediately correct identified hazards whenever possible, and on the condition, they do not expose themselves to danger.

All incidents and hazards within a Project will then be reported to respective ARISE IIP HSE Managers and will then be investigated. In the case of disagreements over measures to be taken in response to a reported hazard, they will be resolved in consultation with the HSE Managers. The incident reporting and investigation process is mainly described in the OHS Management Plan but can be applied to any issue that can have a negative impact on health and the integrity of workers.

10.2 Opportunity for Improvement, Non-Conformance & Corrective Action

For the management and implementation of all policies, the Group shall ensure transparent communication to all employees, contractors, visitors, and other interested parties by relaying accurate information regarding the H&S performances to demonstrate continual progress towards ESG commitments.

Wherever practicable, corrective actions relating to identified deficiencies or opportunities for improvement are implemented immediately to mitigate the hazard/control the risk, restore the non-compliance or non-conformance, or realise the improvement.

For grievant relevant disputes, corrective actions are agreed upon between the Group and the grievant. Relevant personnel assigned to the case will then be responsible for ensuring that the corrective actions are implemented.

10.3 Lessons Learned / Knowledge Management

At ARISE IIP, lessons are learnt through an Internal Investigation Report. To conduct this report, an internal committee is formed based on information provided by the Site HSE on any high potential incident, lost time injuries and/or fatal injury. This committee must be formed within 48 hours from the report of incident and must be comprised of a minimum of three senior leadership team members from Corporate level.

The process of the Internal Investigation Report is shown in Figure 10-1.

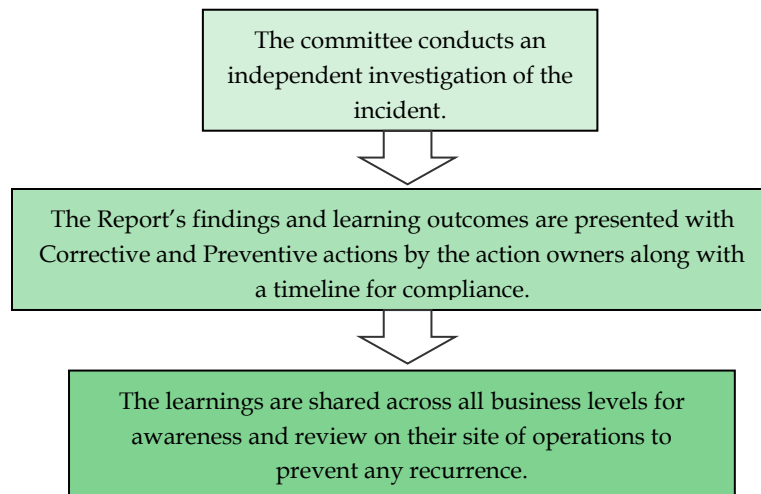


Figure 10-1: Process of an Internal Investigation Report at ARISE IIP.

10.4 Continual Improvement

For the management and implementation of all policies, the Group shall establish strategies and management systems to create and prioritise SMART¹³ objectives and execute improvement plans that are aligned with business goals and address significant risks, impacts and opportunities.

ARISE IIP aims to maintain a globally respected standard of environmental and social management. In order to do so this ESMS document recognizes the importance of maintaining a flexible approach to mitigating all ESG related risk through effective risk management as far as practicably possible. In the case of ARISE IIP, a Company that, as aforementioned, is cross-national, rapidly growing and involved in a variety of project areas, this means an adherence to ESG principles and international standards that may differ as a result of specific Project related or domestic standards. As such, ARISE IIP will maintain a flexible approach to implement a range of adaptive solutions, that reflect their contextual circumstances, while still upholding the same uniform ESG standards.

This ESMS is committed towards maintaining a non-prescriptive ESMS Manual framework that offers well thought out procedural solutions to all issues ranging from environmental protection, social responsibility and worker’s grievances. It will constantly be subject to change in light of additional information and/or regulatory commitments.

¹³ Specific, measurable, achievable, relevant and time-bound objectives.

11. EMPLOYEE PROTECTION AND CONFIDENTIALITY POLICIES



11.1 Employee Protection Policies

Fair Employment Policy

ARISE IIP is committed to providing a workplace where rights of all employees are respected. Its approach to Fair Employment is aligned with its Core Purpose of Growing Responsibly and is in full compliance with the conventions of the International Labour Organization (ILO) and United Nations Global Compact's (UNGC) guiding principles on human rights and labour.

The purpose of this policy is:

- To treat all employees with dignity and fairness
- To take a proactive approach to protecting the rights of people in all our workplaces
- Ensure compliance with all applicable national employment laws and international standards
- Create a fair and non-discriminatory workplace that provides equal opportunity to everyone
- Establish, maintain, and improve the worker-management relationship and ensure employees' rights to self-representation
- Protect workers, including vulnerable categories such as migrant workers, and workers engaged through third parties
- Prohibit the use of child labour and forced labour
- Provide safe and healthy working conditions and promote the health of workers

This company policy will apply to everyone who carries out work for ARISE IIP across its various entities and jurisdictions. Further information on ARISE IIP's commitments to Fair Employment Policy is found in ARISE's Corporate Policy Document. This ESMS will comply with all the Key Responsibilities, Definitions and Fair Employment Standards outlined in the aforementioned Policy Document.

Sexual Harassment Policy

ARISE IIP is committed to providing a safe working environment for all its employees so that persons, irrespective of gender or sexuality, are free from harassment at work including sexual harassment. ARISE's culture is based on mutual respect and collaboration amongst its workforce. Sexual harassment is a serious violation of those principles and as such, the Group will operate a zero-tolerance policy for any form of sexual harassment in the workplace.

Moreover, apart from investigating claims and punishing perpetrators, ARISE will support the victims of sexual harassment. If a victim experiences trauma, stress or other symptoms because of harassment, he/she can be referred to the company's doctor who may advise a leave of absence, trauma counselling and other professional solutions.

This policy applies to everyone who carries out work for ARISE IIP across its various entities and jurisdictions, including. For further details regarding what constitutes sexual harassment and the necessitated procedural measures refer to the Corporate Policy Document.

11.2 Employee Confidentiality Policies

Worker Complaint Mechanisms

ARISE has a “Complaints Procedure for Incidences of Discrimination/Harassment” in place to deal with instances that do not comply with the Company’s fair employment standard; which provides a mechanism for employees and contractors to complain regarding instances of harassment, discrimination and other unfair treatment.

A *Formal Complaint Mechanism* is used for anyone who is subject to discrimination or harassment based on their protected characteristics. If possible, the person using this mechanism should inform the alleged perpetrator that the conduct is unwanted and unwelcome. ARISE recognizes that discrimination / harassment may occur in unequal relationships (e.g. between a supervisor and his/her employee) and that it may not be possible for the victim to inform the alleged perpetrator. If a victim cannot directly approach the alleged perpetrator, he/she shall approach the Human Resource Business Partner (HRBP) of the Country/ or Corporate HR Manager (in case of no HRBP) for filing complaints of discrimination or harassment. Please refer to the Corporate Policy document for further details on the *Formal Complaint Mechanism*.

The *Outside Complaints Mechanisms* refers to the most extreme instances of discrimination, harassment or other unfair treatment where a solution from external bodies, including the police, may be required. The most extreme form of harassment is sexual assault including rape. This is a serious crime and ARISE will support the employees who want to press charges against offenders.

A person who has been subject to sexual assault can also make a complaint outside of the Company directly to the police. If the complainant reports an assault to the police, ARISE will provide all possible support until the matter is resolved. ARISE will also ensure that the complainant is not victimized and that access to relevant evidence admissible in court is provided to the police such as video footage, and emails (without revealing confidential information about other employees).

Overall, the Group shall respect and maintain the confidentiality of the personal details of those raising a complaint and these will only be disclosed to the parties involved in handling the grievance.

Anonymous grievance (s)/complaints shall be investigated as per the process, subject to the decision of the HR Department and Site Head. It is therefore requested to employees to make a detailed statement of the situation they are facing by indicating: the names of the people involved, the words used if necessary, or any other document that might support their complaint.

Grievance Mechanism (GM)

The purpose of the GM is to ensure a legitimate, accessible and consistent mechanism for receiving, investigating, consulting on, responding to and resolving formal complaints or concerns that may come about as a direct result of ARISE operations, including grievances related to the recruitment process and in the workplace.

The GM also provides measures so that the impacts of ARISE operations on stakeholders and local communities can be monitored and, if needed, operations or policies can be adjusted to reduce adverse impacts. Grievance Mechanism Principles are based on principles from the IFC Performance Standards and are outlined at length in the Corporate Policy document and the HR Company document. This ESMS will adhere to the same commitment set out in both. It is recommended that all respective Projects implement this mechanism using the framework which is outlined in the Corporate Policy document as a template. In addition, the localised, project level, Worker’s GM should appropriately link with the corporate level framework to ensure transparency and Corporate level accountability.

Whistleblowing

Dissimilar to the GM procedure above which covers more personal interests, a Whistleblowing procedure provides the framework for dealing with more serious concerns which may impact on the wider public, including suspected fraud, and malpractice or ill treatment of a client. However, due to the possibility of grievance concerns being similar in both GM and Whistleblowing procedures, these policies can be seen to complement each other.

The Group aims to maintain the highest standards of honesty and accountability in accordance with its policies and procedures through providing access to a Whistleblowing Policy, where staff can report in confidence, as soon as possible, any legitimate concerns in any area of its business and operations.

All whistleblowing disclosures will be treated as confidential and should be reported to the Chief Risk & Compliance Officer (CRO), who's current contact details are given below:

Name: Mr. Swaminathan Kumaraswamy
Email: swaminathan@olamnet.com

The Group hopes that staff should feel able to voice Whistleblowing concerns openly under this policy and ensures that they will treat all disclosures in a confidential and sensitive manner.

This ESMS derives its Whistleblower Policy requirements from ARISE's Corporate Policy, and hence should meet the standards set out by it. For further information on ARISE's Whistleblower Policy please refer to the Corporate Policy document.

Confidentiality on Projects and in the Workplace

Every employee shall maintain professional secrecy by not disclosing sensitive information during the validity of the labour contract and after expiration, concerning the employer and its activities; to persons not authorized to receive it, unless formal approval from the hierarchy is obtained. Any violation of the professional secrecy constitutes a gross misconduct which results in termination without notice and/or legal proceedings.

Every employee shall commit to dedicate their necessary time, activities and knowledge to their function during the duration of the labour contract and to participate only in the Group's activities and must strictly abstain themselves to take any direct or indirect interest in other business without the employer's formal approval. They are required to take professional decisions in an impartial and objective way.

To obtain approvals, it is required that employees do not hesitate to ask the opinion of their immediate superior. The approval of the immediate superior is required every time an employee needs to disclose an internal document to someone outside the Group or outside the business, by photocopying, email or fax.

12. CONTROL OF RECORDS

The Group is required to maintain and archive records, under the responsibility of the ARISE HSE Manager, that demonstrate ESMS performance and conformity/compliance to the national, international and ESMS requirements.

The following documents to be kept are the following:

- Reports of internal audits and reports of third parties' audits, as well as the detected non-conformities and associated Corrective/Preventive Actions forms,
- Records of incidents reporting and investigations,
- Reports of the monitoring and measurement activities,
- Records of grievances submitted to ARISE,
- Communication material addressed to Stakeholders,
- Communication to and from the authorities,
- Records of Stakeholder engagement activities,
- Minutes of the Management Review meetings,
- Any other relevant document demonstrating the ESMS performance.

Contractors must also report the following to ARISE IIP:

- Monitoring results,
- Inspection results, audits and assessment results,
- Monthly HSE reports,
- Incidents reports,
- Other forms and reports required in the ESMP.

13. CONCLUDING REMARKS

The Environmental and Social Management System described in this document is designed to act as a framework for which all members of ARISE IIP, across the Project and Corporate level, are expected to adhere to regarding the environmental and social commitments of ARISE. It is not meant to be a prescriptive document that implements a one-size fits all approach due to the complex nature of the work the Group's work, but instead provides a framework to be followed. Therefore, while this ESMS outlines the requirements and minimum standards expected across the board, this Manual must not be read as a literal document devoid of possible adaption based on the contextual and regional differences across all working Projects. Instead, this ESMS should be read as a list of checks and balances that must be implemented across ARISE IIPs working environment in a way that works best for the given situation.

Throughout this ESMS Manual, ARISE IIP has shown direct compliance with the PDCA model; numerous PDCA scales are used in multiple sections of this document. The Group intends to have effective ES processes and procedures in place which allows for continual improvement in its ESMS performance year-on-year, and ensures that the Company is able to anticipate changes in the future through an ongoing process of planning, doing, checking, and reviewing.

In addition, the various policies, management plans, procedures and mechanisms (OHS Plan, EPR, Supply Chain Management, SEP, Internal Investigation Reports, GM etc) used in ARISE's ESMS, shows that the Company can successfully:

- Uphold compliance with ESMS laws and regulations in all the geographies (and legal jurisdictions) in which they operate and avoid legal violations;
- Ensure all activities and persons responsible anticipate and take action to avoid, as far as possible, adverse impacts or risks to workers, communities and the environment;
- Identify and thoroughly assess known and potential ESMS risks and adverse impacts, as well as opportunities for positive ESMS impacts, throughout the lifecycle of operations;
- Ensure that affected workers, communities and other stakeholders are engaged on issues that could potentially affect them in order to gain positive support from these stakeholders, address feedback, appropriately address claims/grievances and anticipate and avoid social conflict; and
- Promote and provide means for adequate engagement with affected communities throughout the lifecycle of activities and sites (including the land acquisition/lease, development, operation and exit) on issues that could potentially affect them, and to ensure that relevant ESMS information is disclosed and disseminated.

APPENDIX 1

INTERNATIONAL LEGAL FRAMEWORK THAT COULD BE APPLIED IN THE ESMPS

| Management plan | International regulation |
|---|--|
| 1.Environmental Monitoring Program | <ul style="list-style-type: none"> ■ IFC PS 1 ■ IFC PS 3 ■ IFC PS 6 ■ WHO guidelines |
| 2.Air emissions Management Plan | <ul style="list-style-type: none"> ■ IFC PS 1 (n°7, n°22) ■ Abidjan Convention ■ WHO Guidelines |
| 3.Noise and Vibration Management Plan | <ul style="list-style-type: none"> ■ IFC PS1 (n°7, n°22) ■ IFC PS2 |
| 4.Ecological Management Plan | <ul style="list-style-type: none"> ■ IFC PS 6 ■ IFC PS 8 ■ AEWa Agreement (Agreement on the Conservation of African-Eurasian Migratory Waterbirds, or African-Eurasian Waterbird Agreement) ■ CMS Memorandum of Understanding on Conservation Measures for Marine Turtles in the Atlantic Coast of Africa (MOU of Abidjan) ■ Regional Conservation Program of the Marine and Coastal area of West Africa. |
| 5.Effluent and Waste Management and Disposal Plan | <ul style="list-style-type: none"> ■ IFC PS 3 ■ Basel Convention |
| 6.Spill Prevention and Response Plan | <ul style="list-style-type: none"> ■ IFC's Performance Standards on Environmental and Social Sustainability (2012) ('the IFC PS's'); ■ World Bank Group Environmental, Health, and Safety Guidelines ('the EHS Guidelines'), and specifically: <ul style="list-style-type: none"> - General EHS Guidelines (2007); and |

| Management plan | International regulation |
|---------------------------------------|---|
| | <ul style="list-style-type: none"> - EHS Guidelines for Ports, Harbours and Terminals (2017); and - EHS Guidelines for Shipping (2007). <ul style="list-style-type: none"> ■ In cases where the IFC's PS's, guidelines and documents did not address some specific environmental and/or social aspect, other applicable international standards were considered (e.g. those of the World Health Organisation (WHO), International Labour Organisation (ILO) and International Union for Conservation of Nature (IUCN). |
| 7.Hazardous Materials Management Plan | <ul style="list-style-type: none"> ■ IFC PS 1 (n° 7, n° 22) ■ IFC PS 3 (n° 13) ■ IFC PS 4 (n° 7) ■ Environmental, Health and Safety General Guidelines - 1.5 Hazardous Materials Management, 3.5 Transport of Hazardous Materials |
| 8.Dredging Management Plan : | <ul style="list-style-type: none"> ■ IFC PS 1 (n° 7, n° 22) ■ IFC PS 3 ■ IFC PS 6 ■ Environmental, Health, and Safety (EHS) Guidelines, issued by IFC 30/04/2007 and 02/02/2017: ■ The United Nations Framework Convention on Climate Change (UNFCCC). ■ The Convention for Cooperation in the Protection, Management and Development of the Marine and Coastal Environment of the Atlantic Coast of the West, Central and Southern Africa Region (Abidjan Convention) ■ The International Convention for the Prevention of Pollution from Ships, 1973 as amended by the Protocol of 1978 relating thereto (MARPOL 73/78). |
| 9.Erosion and Sediment Control Plan | <ul style="list-style-type: none"> ■ IFC PS 1 (n° 7, n° 22) ■ Environmental, Health, and Safety (EHS) Guidelines, issued by IFC 30/04/2007 ■ The United Nations Framework Convention on Climate Change (UNFCCC) ■ The Convention for Cooperation in the Protection, Management and Development of the Marine and Coastal Environment of the Atlantic Coast of the West, Central and Southern Africa Region (Abidjan Convention). |
| 10.Raw Materials Management Plan | <ul style="list-style-type: none"> ■ IFC PS 3 ■ Environmental, Health, and Safety Guideline for Construction Materials Extraction (2012) |
| 11.Community Impact Management Plan | <ul style="list-style-type: none"> ■ IFC PS 1 ■ IFC PS 4 ■ IFC PS 8 |

| Management plan | International regulation |
|---|--|
| 12. Community Health Management Plan | <ul style="list-style-type: none"> ■ IFC PS 1 ■ IFC PS 4 |
| 13. Local Employment and Content Plan & 14. Influx of Workers Management Plan | <ul style="list-style-type: none"> ■ IFC PS 2 ■ ILO Fundamental Conventions which are in force in Mauritania: <ul style="list-style-type: none"> - Forced Labour Convention, 1930 (No. 29) - Abolition of Forced Labour Convention, 1957 (No. 105) - Worst Forms of Child Labour Convention, 1999 (No. 182) - Minimum Age Convention, 1973 (No. 138) - Equal Remuneration Convention, 1951 (No. 100) - Freedom of Association and Protection of the Right to Organise Convention, 1948 (No. 87) - Right to Organise and Collective Bargaining Convention, 1949 (No. 98) - Discrimination (Employment and Occupation) Convention, 1958 (No. 111) |
| 15. Occupational Health and Safety Management Plan | <ul style="list-style-type: none"> ■ IFC Performance Standards on Environmental and Social Sustainability (2012) ■ IFC EHS Guidelines: <ul style="list-style-type: none"> - General EHS Guidelines (2007) - EHS Guidelines for Ports, Harbours and Terminals (2017) - EHS Guidelines for Shipping (2007) |
| 16. Workers Accommodations Management Plan | <ul style="list-style-type: none"> ■ Workers Accommodations processes and standards (IFC, EBRD guideline) |
| 17. Workers Grievance Mechanism | <ul style="list-style-type: none"> ■ ILO-R130-Examination of Grievance Recommendation, 1967 (No. 130) ■ ILO Factsheet No. 5-Grievance Handling |
| 18. Traffic Management Plan | <ul style="list-style-type: none"> ■ Environmental, Health, and Safety (EHS) Guidelines, issued by IFC 30/04/2007 |
| 19. Emergency Preparedness Plan | <ul style="list-style-type: none"> ■ IFC EHS Guidelines - 3.7 Emergency Preparedness and Response |
| 20. Contractor Management Plan | <ul style="list-style-type: none"> ■ IFC PS 1 ■ IFC PS 2 ■ IFC PS 4 ■ IFC PS 6 |

APPENDIX 2**LIST OF ESMPs THAT COULD BE USED FOR ARISE IIP ESMS PROJECTS**

- Environmental Monitoring Program
- Air emissions Management Plan (including Dust Emissions Management)
- Noise and Vibration Management Plan
- Ecological Management Plan
- Effluent and Waste Management and Disposal Plan
- Spill Prevention and Response Plan
- Hazardous Materials Management Plan
- Dredging Management Plan
- Erosion and Sediment Control Plan
- Raw Materials Management Plan
- Community Impact Management Plan
- Community Health MP (including health issues such as transmission of communicable diseases)
- Local Employment and Content Plan
- Influx of Workers Management Plan
- Occupational Health and Safety Management Plan
- Workers Accommodations Management Plan
- Workers Grievance Mechanism
- Port Facility Security Plan
- Traffic Management Plan
- Emergency Preparedness Plan
- Contractors Management Plan

APPENDIX 3

LIST OF ESG AND HSE KEY PERFORMANCE INDICATORS USED FOR EACH BU IN ARISE IIP

| Key Performance Indicators | |
|--|---|
| Audits and Inspections/ Employee Engagement | No. of near Misses reported No. of Corrective actions/ preventive actions completed No. of Internal/ External Audits completed No. HSE Committee Meetings held Percentage completion of CAPA |
| Training Details | No. of Safety Induction trainings conducted Number of new and refresher Training Programs delivered Number of Toolbox meetings held Total training Man-hours Total Man-hours worked |
| Accidents Resulting in Injury | No. of Permit to Work Issues No. of Fire Aid Cases Reported No. of Medical Treatment Case reported No. of Restricted Work Case reported No. of Lost Time Injuries reported Lost Time Injury Frequency Rate No. of Fatalities reported No. of Dangerous Occurrence (Reportable) No. of Legal Improvement Notices received Total Cost of Accidents |
| Environmental Impacts | Total Fuel Consumption in KL Total Energy Consumption in KWHr Total Consumption of Water in KL |
| Social Indicators | No. of Grievances Reported No. of Grievances Closed Percentage of Grievances Closed Number of Stakeholder Engagement Meetings held |
| Waste Management | Quantity of Hazardous Waste Disposed in MT Quantity of E-Waste Disposed MT Quantity of Non-Hazardous Waste Disposed in MT Quantity of Other Solid Wastes in MT |
| Employee Engagement | No. of Campaigns and Promotions Conducted |
| Occupational Health | No. of Pre-Employment Medical Examination No. of Periodical Medical Examination Conducted No. of Health Awareness Program Conducted |

| | |
|-------------------------------|---|
| | No. of Occupational Illness Reported (Reportable) Cost of Medical Treatments |
| Emergency Preparedness | No. of Emergency Mock Drills Conducted |
| HR Data | No. of Employees No. of Contractor Workers |

