

19<sup>th</sup> December 2014

**Business Human Rights Resource Centre – Myanmar Foreign Investment Tracking Project**

1. Does your company have investments or operations in Myanmar or is it seriously considering investing or operating there? If so, please provide information on the nature of these investments, and which geographic areas and communities they will affect.

Response:

TPG only has two investments in Burma/Myanmar:

TPG Growth has invested in Apollo Towers Myanmar Ltd. ("Apollo Towers") with Tillman Global Holdings, LLC ("Tillman") to engage in the construction and operation of telecommunications towers in Burma/Myanmar.

TPG Asia has invested in Pacific Star Finance Limited ("Pacific Star") with Northstar Pacific Partners to provide micro-financing to businesses in Burma/Myanmar.

Apollo Towers plans to construct and operate telecommunications towers throughout Burma/Myanmar. Construction has begun on its first telecommunications tower in cooperation with national and local regulating bodies, including the Yangon City Development Committee, the Mandalay City Development Committee, the Naypyitaw City Development Committee, the Myanmar Investment Commission, the Myanmar ICT for Development Organization and various ministries, and it has over 1,000 committed sites for additional telecommunications towers. Apollo Tower's initial anchor tenant will be Telenor Myanmar ("Telenor"), a newly licensed provider of cell phone services in Burma/Myanmar that is part of the Norwegian Telenor Group. Apollo Towers currently employs 160 full time staff, including 75 Burmese.

Pacific Star was not fully operational during the reporting period although it employed three Burma/Myanmar nationals and it intends to offer the following financial services in Burma/Myanmar:

- micro-credit, primarily to lower and middle income business owners, small family businesses, and entrepreneurs;
- deposits from a lower and middle income customer base;
- remittance of money primarily within the country allowing customers to wire money;
- micro-insurance products and services targeted to lower and middle income customers- including but not limited to pension plans, financial planning, and consultancy services.

Note: Pacific Star is still its early stages and as you note, not yet fully operational. To date it does not have any local partners. If and when its business develops, we expect to implement robust anti-corruption policies and procedures.

Moreover, the risks on dealings with the military, ethnic conflict areas, etc. are very limited for Pacific Star. As of today, the company does not own any land. The three Myanmar employees all have previous backgrounds working with local non-profits, including Save the Children microfinance program and its customers are expected to be micro entrepreneurs, such as market vendors.

2. Do you have policies and procedures in place to prevent your business activities or investment from contributing to human rights abuse and social conflict in Myanmar

(including, for example, human rights due diligence measures)? Please specify whether these policies and procedures apply to your company in general, or specifically to your Myanmar investment. If you have human rights policies and procedures regarding investing or operating in Myanmar, are you willing to share them for posting on our website? If so, please send them as a Word or PDF file, or, if available, as a hyperlink

Response:

TPG has a Global Sustainability & ESG Policy which we have attached separately as a PDF for you. Moreover, TPG expects its portfolio companies to adhere to all applicable laws and regulations regarding human rights, employment law, and public safety, among other things.

Specific to our investments in Myanmar, Apollo Towers has an employee policy on International Business Conduct which we have also attached for you

Pacific Star does not yet have a policy and to date it does not have any local partners. Please refer back to question 1. If and when its business develops, they expect to implement robust anti-corruption policies and procedures.

Finally, TPG is a signatory to the Principles Responsible Investment (our report is expected to be made available to the public in April 2015 on the PRI website: <http://www.unpri.org/>) and we adhere to the six principles:

Principle 1: We will incorporate ESG issues into investment analysis and decision-making processes

Principle 2: We will be active owners and incorporate ESG issues into our ownership policies and practices

Principle 3: We will seek appropriate disclosure on ESG issues by the entities in which we invest

Principle 4: We will promote acceptance and implementation of the Principles within the investment industry

Principle 5: We will work together to enhance our effectiveness in implementing the Principles

Principle 6: We will each report on our activities and progress towards implementing the Principles

3. Who in your leadership is responsible for ensuring compliance with the policies and procedures in no. 2?

Response:

TPG has dedicated considerable resources to support its long-standing commitment to the ESG Program. We have a Sustainability & ESG team of experts working with our global portfolio companies to help manage ESG issues a variety of ways, for example, helping to

facilitate NGO partnerships, policy & goal setting, striving for greater transparency from our companies or on-boarding into the Sustainability leadership council.

In order to integrate the Sustainability & ESG Program across the firm, the ESG team reports directly to TPG's Chief Operating Officer, Jerome Vascellaro, formally reporting on a monthly basis with additional meetings scheduled, as relevant.

Elizabeth Lowery (Principal) leads the sustainability program, working with Edward Norton - Senior Advisor, Emily Croft-Baker – Associate, Kirk Hourdajian – Advisor, William Reilly – Senior Advisor and engages additional external resources (as needed) for due diligence and portfolio company initiatives. Prior to joining TPG, Ms. Lowery spent 20 years at General Motors Company, where she held several positions, including Environmental Counsel, General Counsel North America and Corporate Vice President, Environment, Energy & Safety Policy. Ms. Lowery and her team focus their efforts on the implementation of TPG's Sustainability & ESG strategy in 4 key areas including ESG due diligence during the investment process; the Portfolio Company ESG program which looks at driving initiatives at individual portfolio companies; communications and program leadership which looks at cross-portfolio initiatives, share of best practices through our Sustainability Leadership Council and Partnerships/Stakeholder relationships all of which are designed to mitigate risks, identify opportunities and enhance value.

For more information – please visit TPG external website: [www.tpg.com/sustainability](http://www.tpg.com/sustainability)

For Apollo Towers – Bill Pollack, Global PMO, Apollo Towers

For Pacific Star – not currently applicable – please refer back to question 1

4. If you do not yet have human rights policies and procedures in place, do you have plans to develop them? If so, what efforts are you currently engaged in or plan to engage in on this regard?

Response:

For Pacific Star – please refer back to question 1.

5. How does your company try to prevent or mitigate conflicts that affect its operations or the surrounding communities (including armed conflict, inter-communal conflict and violence, etc.)? Could you please list your policies, procedures or concrete activities in this regard, including community engagement and dialogue measures and revenue sharing agreements?

Response:

Through TPG's investment in Apollo Towers, TPG is keenly aware of the social and policy challenges of Myanmar. The following actions have already been taken to ensure that TPG and Apollo Towers contribute positively to that emerging country's social and financial transformation:

-- All employees, contractors and suppliers are required to sign Apollo Tower's International Policy Standards, which include explicit rules that ensure worker Health & Safety, prohibitions against underage hiring, comprehensive non-discrimination policies, respect for

human rights for all, and absolutely zero tolerance for any type of bribery or inappropriate influence (see attached).

-- Apollo Towers contractually require potential lease candidates to accept colocation from telecom Operators of -all- nationalities and religions, with no tolerance for exceptions.

-- The very essence of Apollo Towers' vision -- building telecom towers -- benefits the people of Myanmar, helping them communicate with the outside world.

-- TPG remains confident in Myanmar's transformation, and anticipates further investments.

Through its Apollo Towers investment, TPG is a proud and proactively 'good actor' in terms of benefitting the people of Myanmar, and would appreciate reconsideration of your "Limited" grade.

6. Who should communities or civil society groups contact if they have questions or concerns about your investment or operations in Myanmar? Please provide their contact information.

Response:

Thura Ko: [tko@advisorstpg.com](mailto:tko@advisorstpg.com)

7. We further invite you to respond to questions specific to your industry. Does your company have policies and procedures in place to address each of the following areas? If so, please provide details:

- a. Does your company have an anti-discrimination policy (whether based on race, gender, religion, nationality, etc.). If so, please provide details

Yes. Please see Apollo Towers' policy, as provided in Item 1, above

- b. Does your company have human rights due diligence policies and procedures, and do they extend to clients and business partners? Please provide details.

Yes, see prior.

We would be grateful if you could send your response by 19 December. We can link to a response in the form of a PDF, Word document or web-link, and would be grateful if the date is clearly indicated on it. We welcome partial responses, and would be happy to keep adding details to your response as your company develops its policies and procedures. We will indicate on our site whether the company answered all or some of the questions. If a company does not respond at all, we will indicate that we invited the company to respond, but it did not.