

Joint Working Agreement

CLASP (“CLASP”) has been awarded funds from the World Bank to provide a Technical Assistance Helpdesk (“Helpdesk”) to off-grid solar companies from 2021-2023 (“TA”). The TA is available to all off-grid solar companies, including applicants and borrowers of the Energy Access Relief Fund (“EARF”). [details EARF portfolio company] (hereafter the “Company”) is an applicant for funding from the EARF or is an existing EARF portfolio company. The EARF is managed by Social Investment Managers and Advisors, LLC (SIMA).

The EARF has a detailed Environmental and Social Management System (“ESMS”) which all EARF portfolio companies are required to comply with. The EARF ESMS requires portfolio companies to comply with an excluded activities list, to follow IFC Environmental and Social Performance Standards and related norms. A link to the EARF ESMS is here:
<https://simafunds.com/wp-content/uploads/2021/04/ESMS-EARF.pdf>

SIMA has overall responsibility for monitoring implementation of the ESMS by the Company, and the TA provided by CLASP is designed to provide guidance to the Company in the Focus Areas (see below) with some, but not all of the practices for implementation of the EARF ESMS.

This Agreement confirms the terms of the collaboration and obligations between CLASP, SIMA and the Company. Copies of this Joint Working Agreement will be signed by all EARF portfolio companies receiving Technical Assistance from the Helpdesk.

1. Roles and Responsibilities

The Company, CLASP and SIMA agree to commit time and resources to this collaboration. Specifically, each of the parties agrees to undertake the roles and responsibilities described below in utmost good faith, committing such time and resources as needed for their successful completion.

2.1 The Company

the Company agrees to:

- Collaborate with CLASP
 - Engaging in calls and webinars
 - Making staff available for coordination and key data collection activities as necessary
 - Creating a unique customer ID to link systems
 - Provide all necessary data, documents and information for the purpose of this Agreement to CLASP

2.2 CLASP

CLASP agrees to:

- Provide guidance including webinars and one on one consultations on developing ESMS policies so that the Company can develop and improve its own ESMS, and CLASP will not provide model ESMS documents or model policies to the Company.
- Provide guidance to the Company to enhance its capacity to identify, mitigate, and manage environmental and social risks across the below focus areas (Focus Areas):
 - E-Waste Management
 - Applicable national laws and regulations
 - Foundational Aspects of ESMS: Development, Implementation, and Improvement
 - Foundational Aspects of Stakeholder Engagement
 - Foundational Aspects of Labor and Working Conditions
 - Foundational Aspects of Sustainable Supply Chains
 - GOGLA Consumer Protection Code
- Provide SIMA with a list of the participating EARF portfolio companies that receive support from the Helpdesk. CLASP will also provide regular updates of progress by the Company across the Focus Areas. For this purpose CLASP may use nuanced anonymized indicators to track the progress that the participating portfolio companies are making.

2.3 SIMA

SIMA is required to report to EARF investors on the progress of EARF portfolio companies in implementing their ESMS. The scope of this reporting includes the Focus Areas, but also goes beyond the scope of the Focus Areas. SIMA will base these reports on information collected directly from EARF portfolio companies and SIMA and EARF will share information and data as set out under Data Sharing (below) in order to better identify the E&S areas that require more attention, and in order to provide adequate guidance and TA to the companies.

- SIMA will undertake the overall monitoring of EARF portfolio companies compliance with the EARF ESMS and reporting to the EARF stakeholders.
 - SIMA will take into consideration data provided by CLASP on the participation of specific EARF portfolio companies in the Helpdesk TA in accordance with the restrictions set out under Data Sharing below.
- SIMA will provide relevant background Company information relating to the Focus Areas to CLASP where necessary. This will support the development of customized knowledge products usable by the Company(ies).

3. Data Sharing

By participating in the CLASP TA, the Company agrees that CLASP may (in relation to the ESMS) inform SIMA of the activities and webinars that the Company participates in as well as any findings which CLASP makes specific to the Company.

SIMA may use the information provided by CLASP for the purpose of (i) reporting to EARF stakeholders (including providers of grants to the EARF) or (ii) publishing public reports on its website or otherwise, provided that such information will relate to the EARF portfolio companies and the outstanding EARF loan portfolio in general (“EARF Reporting”). For the purpose of the Reporting, SIMA will not disclose the name of the Company in relation to any specific outcomes or findings. Nevertheless, the Company understands and accepts that data provided by CLASP to SIMA and used for EARF Reporting may indirectly be attributed to the Company.

The parties agree to use their best efforts to avoid ‘greenwashing’ by providing and using accurate and complete data and other information relating to the Company, its business and the sector the Company operates in. The Company agrees that, for transparency it will provide both CLASP and SIMA the same documentation about its ESMS policies. SIMA and CLASP shall use care to not disclose any commercially sensitive information of the Company.

4. Enactment of the Joint Working Agreement

This Agreement shall take effect on the Effective Date, upon signing of all parties.

This Agreement may be executed in several counterparts, without originals being required.

This Agreement is governed by, and shall be construed in accordance with, the laws of the State of New York.

Any and all disputes, differences or questions relating to or arising out of this Joint Working Agreement, that cannot be resolved between the two parties, shall be brought forth to the Chief Operating Officer of CLASP, SIMA and Company to agree on a way forward