



CDC GROUP plc

Freedom of Information
Act 2000 Publication Scheme and
Combined Code on Corporate
Governance 2008 Information
Disclosure

November 2009

Introduction

The Freedom of Information Act 2000 ("**FOIA**") became law on 30 November 2000, although many of its provisions did not come into force until 1 January 2005.

FOIA gives applicants the right to request information held by public authorities and imposes an obligation on public authorities to produce and maintain a publication scheme approved by the independent Information Commissioner.

The purpose of CDC Group plc's ("**CDC**") Publication Scheme ("**Scheme**") is to provide a means by which CDC can make a significant amount of information available to the public routinely.

The Scheme commits us to:

- (i) publish or otherwise make available as a matter of routine, information, including environmental information, which is held by us and falls within the classifications below;
- (ii) specify the information which is held by us, and which falls within the classifications below;
- (iii) publish or otherwise make available as a matter of routine, information in line with the statements contained within the Scheme;
- (iv) produce and publish the methods by which the specific information is made routinely available so that it can be easily identified and accessed by members of the public;
- (v) review and update on a regular basis the information we make available under the Scheme;
- (vi) produce guidance on any fees charged for access to information which is made proactively available; and
- (vii) make the Scheme available to the public.

CDC has also chosen to make certain information available for inspection by the public in accordance with the Combined Code on Corporate Governance 2008 ("**Combined Code**").

About Us

CDC Group plc, a public limited company with its registered office at Level 2, Cardinal Place, 80 Victoria Street, London, SW1E 5JL, United Kingdom, was established in its current form by the Commonwealth Development Corporation Act 1999.

CDC's main shareholder is the Department for International Development ("**DFID**") (please see www.dfid.gov.uk). CDC forms part of DFID's private sector development portfolio.

CDC's purpose is to invest in the creation and growth of viable private businesses in poorer developing countries to contribute to economic growth for the benefit of the poor; and to mobilise private investment in these countries both directly and by demonstrating profitable investments.

CDC's investment policy for the period 2009 to 2013 requires it to make at least 75% of its new investments in low income countries (defined by World Bank 2006 data as those with a per capita GNI below US\$905 per annum) with 50% of these in sub-Saharan Africa. CDC may also commit up to £125m in small and medium-sized

enterprise funds in middle income countries (as defined by World Bank 2006 data as those with a per capita GNI of between US\$905 and US\$11,115 per annum).

CDC seeks to achieve these targets by committing capital to investment funds managed by fund managers, who invest CDC's capital (and the capital of others) in portfolio companies.

Information

We envisage that most enquires from the public will be answerable from our website (please see www.cdccgroup.com) where information falling within the classifications set out below is typically available without charge:

About Us

- Overview
- Our People
- Corporate Structure
- Company History
- Where We Invest
- Key Facts
- Financial Performance

This section provides a brief history of CDC's development plus an outline of our corporate structure, our people, the countries in which we invest and our financial performance. Certain key facts are also provided.

What we do

- Reducing Poverty
- How We Invest
- Supporting Businesses

This section explains CDC's aims and objectives and sets out our criteria for committing capital to investment funds. It also: (i) details CDC's expectations in terms of fund manager adherence to CDC's investment code; and (ii) explains how we choose our fund managers pursuant to our investment policy. It also explains how we invest and support businesses in developing countries.

Who we work with

- Fund Managers
- CDC Partners

This section lists certain of the funds to which CDC has committed capital, with links to various fund manager websites, and provides details of other commercial partners.

Our Impact

- Stronger Economies
- Improving Business Standards
- Businesses We Back
- How We Measure Our Impact

This section provides information on the developmental impact made by our capital and examples of CDC's investments. CDC discloses aggregate summary results of its evaluation work and produces development impact reports annually.

News and Information

- News and Press Releases
- Key Facts
- Case Studies
- CDC Publications

How to apply for information

It is possible that the information you seek is already available on our website. Before making a request for information, you should check whether the information you require is already published.

If you cannot find the information you want, you can submit a request by letter to:

FOIA Enquiries
Assistant Company Secretary
CDC Group plc
Level 2
Cardinal Place
80 Victoria Street
London SW1E 5JL

Alternatively you can make a request by email by sending your request to enquiries@cdcgroupp.com

When making a request, you need to:

- (i) provide your name and address for replies; and
- (ii) describe as clearly as possible what information you are seeking.

Please also label your enquiry "Freedom of information Request", and provide a telephone number, in case we need to clarify the information you seek.

We would ask you to note the guidance for information requesters published by the Information Commissioner, which is available at:

http://www.ico.gov.uk/upload/documents/library/freedom_of_information/practical_application/its_public_information_foi%20charter_final.pdf

CDC's Assistant Company Secretary is responsible for maintaining the Scheme and for processing requests for information.

You may request that CDC provides the information requested by any one or more of the following means:

- copy of the information in permanent form or in another form acceptable to you;
- the provision of a reasonable opportunity to inspect a record containing the information; and
- a summary of the information in permanent form or in another form acceptable to you.

Material which is published and accessed on our website is free to download. However, in accordance with the Freedom of Information and Data Protection (Appropriate Limit and Fees) Regulations 2004 ("**Fees Regulations**"), made under section 9 of FOIA, a charge may be payable before your request is answered. The Fees Regulations (Regulation 6) provide that we can recover the reasonable costs incurred in:

- (i) contacting you in order to inform you that we hold the information; and
- (ii) communicating the information to you.

This includes, but is not limited to, the costs of:

- (i) reproducing any document containing the information, e.g. the costs of printing or photocopying;
- (ii) postage and other forms of transmitting the information;
- (iii) complying with section 11 of FOIA where you have expressed a preference for a particular means of communication, and where this is reasonably practicable; and
- (iv) the physical costs of any redaction that is required, for example the costs of materials (e.g. tape) or the use (rental, licensing) of specialist equipment.

Section 12 of FOIA provides that we do not have to comply with a request for information if the costs of compliance exceed the appropriate limit. Under the Fees Regulations the limit which is applicable to CDC is £450. The costs to be taken into account in order to determine whether the appropriate limit would be exceeded are not the same as the costs which may be charged under Regulation 6 above. In determining whether the costs of complying with the request will exceed £450 we can only take into account the costs we reasonably expect to incur in:

- (i) determining whether we hold the information;
- (ii) locating the information, or a document containing it;
- (iii) retrieving the information, or a document containing it; and
- (iv) extracting the information from a document containing it.

The costs attributed to carrying out these tasks are to be calculated by reference to the number of hours expected to be spent, such costs to be charged at £25 per hour per person.

Information we may not disclose

FOIA sets out exemptions to the right of access for certain types of information. Information on these exemptions is available on the Information Commissioner's website <http://www.ico.gov.uk>

CDC will rely on these exemptions where, for example:

1. the information has been obtained from any other person or public authority where disclosure would constitute an actionable breach of confidence (section 41, an absolute exemption), or where disclosure would, or would be likely to prejudice the commercial interests of any person, and we consider that the public interest in maintaining the exemption outweighs the public interest in disclosing the exemption (section 43). In particular, as a company operating as a private equity fund-of-funds, CDC holds: (i) information which has been provided to it in confidence by its fund managers; and (ii) information, the disclosure of which

would be likely to prejudice the interests of CDC, its fund managers, the funds in which it invests and underlying portfolio companies of those funds. We would consider this information to be exempt from disclosure under a number of exemptions, particularly under section 41 and 43.

2. CDC may also withhold information in other circumstances where we consider disclosure is not in the public interest and a qualified exemption applies.

Some of the qualified exemptions provided under FOIA follow:

- (i) CDC intends to publish the information and it is reasonable to withhold it until it is published (section 22);
- (ii) Disclosure would, or would be likely to, prejudice relations between the United Kingdom and any other State, relations between the United Kingdom and any international organisation, the interests of the United Kingdom abroad, or the promotion or protection by the United Kingdom of its interests abroad (section 27);
- (iii) disclosure may be prejudicial to the economic interests of the UK or any part of the UK or the financial interests of any government body (section 29); and
- (iv) information would, or would be likely to, inhibit the free and frank provision of advice, or the free and frank exchange of views for the purposes of deliberation, or would otherwise prejudice, or would be likely to prejudice, the effective conduct of public affairs (section 36).

CDC is also mindful of its obligations under the Data Protection Act 1998, and will not disclose information which is personal data related to an individual where disclosure to a third party would contravene the Data Protection Act (such information is exempt under section 40 FOIA).

Audited Statutory Accounts

Copies of the audited statutory accounts of CDC's principal subsidiary companies (where produced and when available) may be obtained from CDC by written request.

Requests may occasionally be declined for reasons of commercial sensitivity or confidentiality.

Complaints

If you are dissatisfied with our handling of a request for information under FOIA, you are entitled to a review by CDC. You may request a review by writing to General Counsel, CDC Group plc, 2nd Floor, Cardinal Place, 80 Victoria Street, London, SW1E 5JL.

If, after the outcome of your review, you are still dissatisfied, you are entitled to complain to the Information Commissioner. Requests for a review by the Information Commissioner should be made in writing directly to:

The Information Commissioner
Wycliffe House
Water Lane
Wilmslow
Cheshire

SK9 5AF

Tel: 01625 545 700

Fax: 01625 545 510

Website: www.informationcommissioner.gov.uk

Publication Scheme requirements

The Information Commissioner recognises that structured websites are able to perform much of the function that the publication scheme was originally intended to fulfil, and that the publication of information falling within the classifications set out in the model publication scheme – even if not labelled with the same headings as the "Classes of information" in the Model Publication Scheme" – will constitute compliance with the authority's duty to provide a publication scheme. CDC accordingly provides information as required by the Model Publication Scheme through its public website under the headings detailed above.

Combined Code on Corporate Governance 2008 Information Disclosure

CDC seeks to comply with the Combined Code on Corporate Governance 2008 ("**Combined Code**"), which can be accessed via the CDC website and at:

[http://www.frc.org.uk/documents/pagemanager/frc/Combined_Code_June_2008/Combined%20Code%20Web%20Optimized%20June%202008\(2\).pdf](http://www.frc.org.uk/documents/pagemanager/frc/Combined_Code_June_2008/Combined%20Code%20Web%20Optimized%20June%202008(2).pdf)

The terms and conditions of non executive director appointments and the terms of reference for CDC's Audit, Compliance and Risk Committee; Best Practice and Development Committee; Nomination Committee and Remuneration Committee are available for inspection at CDC's offices during normal working hours on reasonable advance notice.

CDC's Remuneration Committee is assisted by independent remuneration consultants, who have no other connection with the company.

Certain other company records are available for inspection at CDC's offices during normal working hours on reasonable advance notice.