



Intertrust Fund Management (Luxembourg) S.à r.l.

Remuneration policy

1. Preamble

Intertrust Fund Management (Luxembourg) S.à r.l. is a Chapter 16 fund management company and authorized alternative investment fund manager (AIFM). The Company was incorporated under Luxembourg law on 7 December 2017 as a private limited liability company (société à responsabilité limitée) in accordance with the Luxembourg law of 10 August 1915 on commercial companies, as amended (the 1915 Law), and is authorized by the Commission de Surveillance du Secteur Financier (CSSF) under chapter 2 of the Luxembourg Law of 12 July 2013 on alternative investment fund managers, as amended (the AIFM Law) and chapter 16 of the Luxembourg Law of 17 December 2010 relating to undertakings for collective investment (the UCI Law).

The CSSF's prudential supervision aims to verify that Chapter 16 AIFMs subject to its supervision continuously observe all legal, regulatory, and contractual provisions relating to their organization and operation, with the objective to ensure investor protection and stability of the financial system.

2. Applicable regulations

	Law of the 12 July 2013 on alternative investment fund managers, as amended
UCI Law	Luxembourg Law of 17 December 2010 relating to undertakings for collective investment, as amended
AIFMD	Directive 2011/61/UE of the European Parliament and of the Council regarding exemptions, general operating conditions, depositaries, leverage, transparency, and supervision
Regulation	Commission delegated regulation No. 231/2013 of 19 December 2012 supplementing the AIFMD and CSSF regulation 10-04 on organizational requirements



ESMA guidelines	Guidelines on sound remuneration policies under the AIFMD n°2013/232 as amended by European Securities and Markets Authority (ESMA) guidelines 2016/579.
CSSF circulars	CSSF Circular 18/698 (as amended from time to time) and CSSF Circular 10/437 (as amended from time to time).
ESG	ESG stands for environmental, social, and governance and refers to the three key factors when measuring the sustainability and ethical impact of an investment in a business or company.
SFDR	Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector.

3. Purpose

The Company's remuneration policy (the **Remuneration Policy** or the **Policy**) aims to fulfil the requirements of:

- Article 12 and Annex II of the AIFM Law
- Article 125 and Article 111 ff. of the UCI Law
- The CSSF Circulars
- The Regulation
- The ESMA Guidelines
- The SFDR

More precisely, SFDR requires the Company to include in the Remuneration Policy information on how the Policy is consistent with the integration of sustainability risks. Sustainability risk means *"an environmental, social or governance event or condition that, if it occurs, could cause an actual or potential material negative impact on the value of the investment"*. The same information (or a summary of it) must be published on the Company's website. For this purpose, the Company is considered a *"financial market participant"*. Accordingly, sustainability risks are risks which, if they were to crystallize, would cause a material negative impact on the value of the investments made by the alternative investment fund (the **AIF**) managed by the Company.

The remuneration structure is defined in such a way that excessive risk-taking in relation to direct or indirect sustainability risks is not encouraged, in compliance with the indications contained in the relevant legislation. Moreover, with the aim of strengthening the link between this Remuneration Policy and sustainability issues, in addition to what is already provided to ensure a solid link between individual performance and business sustainability, the Company's commitment is further explained in the incentive systems through:



- The use of short and medium-long term qualitative and quantitative indicators focused on a range of Environmental, Social and Governance (ESG) related issues
- The integration of the malus and claw-back clauses with a reference to compliance with the rules on sustainable finance

This Policy integrates and is consistent with the risk of sustainability, both from an individual performance point of view and from a point of view of alignment with the interests of stakeholders.

This Policy has been approved by the conducting officers committee (the **COC**) of the Company and by the board of managers of the Company (the **Board**) on the dates specified above.

In particular, the remuneration process adopted by the Company aims at promoting sound and effective risk management and does not encourage risk taking which is inconsistent with the risk profiles, rules, or instruments of incorporation of the AIF.

4. Proportionality principle

The Remuneration Policy and the subsequent measures have been drafted to be appropriate to the Company size, internal organization, the nature, the scope and complexity of the Company's activities.

This Remuneration Policy is in line with the business strategy, the objective, the value and the interests of the Company and of the AIF under management or the investors of such AIFs and includes appropriate measures to avoid conflicts of interest.

In its application folder filed to the CSSF in 2017, the Company mentioned its decision to apply the proportionality principle based on its size, its organization and the nature, scope and complexity of its activities. Therefore, following requirements of the ESMA Guidelines are not applied:

- Variable remuneration in instruments
- Retention
- Deferral
- Ex post incorporation of risk for variable remuneration
- Establishment of a remuneration committee

Indeed, the Company has a non-complex and limited activity, as per provision 29.c) of the ESMA Guidelines, as the overview of the Company as at 31 October 2023 is as follows:

- Has 17 (seventeen) full time staff members
- Managing AIFs with relatively simple investment policies/risk profiles
- The assets under management as of 31 October 2023 are amounting to approximately € 5.55 billion
- The number of AIFs under management as of 31 October 2023 is 44 (forty four) funds
- Does not provide the services listed in Article 5 (4) of the AIFM Law
- Not managing undertaking for collective investments in transferable securities (UCITS)
- The cross-border activities of IFML might be considered as relatively complex when considering the marketing of some AIFs under its management in non-EU jurisdictions, nevertheless, this criterion alone cannot be considered alone to stop from applying the proportionality principle



The application of the proportionality principle will be reassessed by the Company on a yearly basis.

Compared to the prior year update of the policy, although the significant increase in full-time equivalent staff members, the significant increase of the AUM under management, there has been no change in the remaining indicators of the Company.

Nevertheless, considering the continuous growth of the AIFM in terms of AuM, staff, licenses, scope of services and number of AIFs under management other than feeder funds, the AIFM will constantly review the relevance of applying the proportionality principle.

5. Scope

This Policy applies to the following categories of staff (the Identified Staff), which are eligible to a variable remuneration:

- Senior Management
- Risk takers
- Control functions
- Staff in the same pay bracket as senior management and risk takers whose professional activities have a material impact on the risk profiles of the AIFMs or of AIFs they manage
- Staff of entities to which portfolio management or risk management and who fall into the categories

The Company ensures that the remuneration of these categories of staff is appropriate to their responsibilities, expertise, tasks, and powers.

6. Remuneration definition

6.1 Remuneration components

For the purposes of this Policy, the remuneration (the **Remuneration**) consists of all forms of payments or benefits made by the Company or the Company's parent company on behalf of the Company in exchange for professional services rendered by the Company's Identified Staff.

The remuneration consists of, at least, two different components:

- Fixed remuneration encompassing the basic monthly gross salary and benefits in kind supplied to the staff member. It remunerates role, responsibilities, and expertise. This fixed component of the remuneration is determined in the employment contract and will evolve according to the Luxembourg-specific indexation of salaries or via salary increases for the staff member as decided by the management of the Company
- Variable remuneration, or bonus, which remunerates personal and collective achievements as detailed below

Both components of Remuneration (fixed and variable) may include:



- Monetary payments or benefits (such as cash, cancellation of loans to staff members at dismissal, pension contributions, shares or options in the Company's parent companies);
- Non (directly) monetary (such as lunch vouchers, fringe benefits or special allowance for car, mobile phone, etc.).

The Company ensures that fixed and variable components of total remuneration are appropriately balanced, and the fixed component represents a sufficiently high proportion of the total remuneration. This allows the operation of a fully flexible policy on variable remuneration (including the possibility to pay no variable remuneration component). In addition, when determining the variable remuneration, the Company will include sustainability risks.

6.2 Performance evaluation

When the variable remuneration of the staff member is performance related, it will be determined by

(i) the outcome of the performance evaluation of the staff member (ii) the overall result of the Company and (iii) the overall result of the group to which belongs the Company (the **CSC Intertrust Group**).

A performance evaluation will be done, on an annual basis (the Accrual Period), to assess the individual performance of the conducting officers, the persons heading the control functions and the Rest of the Identified Staff. The performance evaluation will be done in relation to the Accrual Period but will take into account the performance over a multi-year framework appropriate to the life-cycle of the AIF to be managed by the AIFM.

The performance evaluation will be done during the first quarter of the following year. The assessment of the performance of the staff member relates to financial and non-financial criteria. The appropriate mix of both criteria may vary depending on the tasks and responsibilities of the staff member.

The Company ensures that the performance evaluation used to calculate the variable remuneration considers the full range of current and potential risks associated with the activity of the Company, including sustainability risks.

The evaluation is also based on other criteria which may contain :

- Quality of work produced
- Commitment and individual efforts
- Partnership
- Integrity
- Client satisfaction
- Deciding and initiating
- Leading and supervision
- Working with people
- Adhering to principles and values
- Following instructions and procedures
- Adapting and responding to changes
- Learning and researching
- Creating and innovating
- Planning and organizing



- Delivering results and meeting customer expectation
- Achieving personal work, goals, and objectives
- Entrepreneurial and commercial thinking

ESG aspects related to sustainability risk are covered under the criteria “following instructions and procedures” (via the risk policy and investment policy) as well as under “quality of work produced” and “integrity”. ESG criteria are included in the Company’s policies and reporting to the COC and Board.

To determine individual variable remuneration, the following criteria takes into account the achievement of the objectives:

- Individual annual performance as per the criteria mentioned above
- The Company and CSC Intertrust Group performances

6.3 Variable remuneration: award process

Depending on (i) the performance of the Company, (ii) the Group’s performance and (iii) the forecast for the future performance, the Board will fix a global envelope for the variable remuneration component of the conducting officers, the persons heading the control functions and the Rest of the Identified Staff. This envelope will be allocated based on a performance management process as detailed above. Risks are considered when the amount is determined by the Company. Since the variable remuneration components are not based on the performance of the managed AIFs, there is no risk of misalignment with the sustainability risks associated with the investment decision making process of the Company in respect of the AIFs.

After the Accrual Period the Company will translate the result of the performance management process into the variable remuneration component for each staff member.

Before any payout of the variable remuneration component, the Board provides the respective approval.

7. Remuneration principles

7.1 Remuneration of the Board members

The members of the Board employed by entities of the CSC Intertrust Group will not receive any remuneration from the Company for their duty as Board member. The situation may be reassessed by the Shareholder of the Company on a yearly basis and will imply the amendment of the current Remuneration Policy.

The independent Board member shall be paid a fixed fee.

7.2 Remuneration of the conducting officers and of the persons heading the control functions (the Other Identified Staff)

Non-executive Board members will have the prerogative to assess and fix the variable remuneration of the conducting officers and of the persons heading the control functions (i.e. compliance officer, risk manager and internal audit functions). The Company will receive the support of the Human Resources department of Intertrust (Luxembourg) S.à r.l. (**Intertrust Luxembourg**) pursuant to a service level agreement.



The variable remuneration of the other categories of Identified Staff will be based on function-specific objectives and performance assessment (detailed in section 6.2. above) and will not be determined solely by the Company's performance criteria.

Please refer to Section 12 "Prevention of conflicts of interest" in relation to the mitigation of conflicts of interest which may arise in this respect.

The Remuneration Policy should enable the Company to attract, motivate and retain qualified staff members.

Before any payout of the variable remuneration component, the Board provides the respective approval.

7.3 Remuneration of the Rest of the Identified Staff

The Head of AIFM will have the responsibility to assess and fix the variable remuneration of the Identified Staff not referred to under sections 7.1 and 7.2. above (the **Rest of the Identified Staff**). The Company will receive the support of the Human Resources department of Intertrust Luxembourg, the mother company of IFML, pursuant to a service level agreement.

The variable remuneration of the Rest of the Identified Staff will be based on the performance assessment as detailed below.

Before any payout of the variable remuneration component, the Board provides the respective approval.

7.4 Payment principles

Any payment of remunerations and bonuses under any form whatsoever paid directly by the Company (hereafter commonly referred to as Remuneration) to Identified Staff, where and if applicable, should in all cases, except if such payment constitutes a reimbursement of expenses or a pro-rata return on investment within the meaning of the ESMA Guidelines, follow the principles set forth hereinafter:

- The appropriate balance of remuneration components may vary across staff members, depending on their functions, activities, seniority, and their personal achievements but the variable part of the remuneration should in principle not exceed 50% of the annual gross remuneration for the Identified Staff
- Due to the nature, complexity and size of the Company's activities, the variable remuneration will consist in liquidity and will not be paid in the form of units or shares of the AIF concern
- Based on the proportionality principle, the Company will not defer the variable remuneration. Indeed, the amount of this variable remuneration and the nature, size and complexity of the Company's activities do not justify such deferral
- The variable remuneration will only be paid if it is sustainable according to the financial situation of the Company as a whole and justified according to the performance of the Company and the individual concerned. As a result, the variable part of the remuneration shall never be guaranteed, and the Company reserves the right to not pay it (or to reduce it) if it is not sustainable.
- Due to the size, complexity and nature of the Company's activities, no performance adjustment measures will be implemented.
- In the case the Company provides for a pension contribution on a discretionary basis:



- If the staff member retires, the discretionary pension benefits shall be subject to a five-year retention period
- If the staff member leaves the Company before retirement, the discretionary pension benefits shall not be vested before a period of five years
- All payments related to the early termination of a contract will reflect performance achieved over time and will not be designed in a way that rewards failure
- Before any payout of the variable remuneration component, the Board provides the respective approval

8. Risk mitigating features and risk alignment of variable remuneration

In order to limit excessive risk taking:

- There will be no variable remuneration for the members of the Board
- The variable remuneration of the Other Identified Staff and the Rest of the Identified Staff will be both performance-based and risk adjusted
- Individual annual performance (as per the criteria mentioned above)
- The Company and CSC Intertrust Group performances.

In addition to the above, the following principles will contribute to the alignment between the risk taking and the profiles, rules, or instruments of incorporation of the AIFs managed by the Company:

All Identified Staff will be required to undertake not to use personal hedging strategies or remuneration and liability related insurance to determine the risk alignment effects embedded in their remuneration arrangements. In accordance with the ESMA Guidelines, insurances designed to cover personal payments such as healthcare and mortgage instalments should in principle be allowed. In order to avoid any circumvention of the remuneration principles set forth herein, any insurance of such a kind shall be notified to the Board, who shall, on a case-by-case basis, make sure that the latter is in line with the requirements set forth in the AIFM Law and, the case being, take appropriate measures to regularize the situation.

8.1 Recording of the determination of the overall variable remuneration

The Company will document the award process and ensure that records of the determination of the overall variable remuneration pool are maintained.

9. Review and implementation of the Policy

The internal control functions will assist the Board in determining the overall remuneration strategy of the Company having regard to the promotion of effective management:

- The risk management function will assess how the variable remuneration structure affects the risk profile of the Company. The risk manager will notably validate and assess risk adjustment data



- The internal audit function will periodically, and at least annually, carry out an independent audit of the design, implementation, and effects of the Company's remuneration policies
- The governance manager will assess compliance with remuneration principles and governance requirements;
- The compliance officer will carry out the duties detailed below.

Without prejudice to the overall responsibility of the Board this Remuneration Policy and its implementation will be subject to the annual review of the compliance officer under the supervision of the Head of AIFM.

In the oversight of the Company's remuneration policies, the compliance officer will request the inputs provided by all competent corporate functions (i.e. risk management, internal auditor, human resources, governance and controlling, legal officer, etc.).

At the occasion of his/her review, the compliance officer will ensure that:

- the remuneration policy of the Company is consistent with and promotes sound and effective risk management and:
 - Is in line with the business strategy, objectives, values, and interests of the Company,
 - Does not encourage excessive risk taking as compared to the investment policy of the AIF managed by the Company
 - Enables the Company to align the interests of the AIF and their investors with those of the Identified Staff that manages such AIF, and to achieve and maintain a sound financial situation
 - The Company's overall corporate governance principles and structures, as well as their interactions with the remuneration system are considered within the design and implementation of the Company's remuneration policies and practices

The following elements are taken into account: the clear distinction between operating and control functions, the skills and independence requirements of members of the management body, the role performed by internal committees, the safe-guards for preventing conflicts of interests and the internal reporting system and the related parties' transactions rules.

- The evaluation of the portfolio management delegates complies with section 11 of this Policy. The compliance officer will report on the outcome of his/her review to the COC and to the Board.

10. Measure in case of delegation of portfolio management activity

When delegating portfolio management activity according to Article 18 and Annex II of the AIFM Law, the compliance officer will ensure that the portfolio manager has confirmed, as part of the (initial and ongoing) due diligence process:



- The entities to which the portfolio management activity has been delegated are subject to regulatory requirements on remuneration that are equally as effective as those applicable under these guidelines; or
- Appropriate contractual arrangements are put in place with entities to which the portfolio management activity has been delegated to ensure that there is no circumvention of the remuneration rules set out in the ESMA Guidelines. In accordance with the guidelines, the contractual arrangements will cover any payments made to the delegates' Identified Staff as compensation for the performance of portfolio management activity on behalf of the Company.

The compliance officer of the Company will escalate any questions to the COC and to the Board.

11. Prevention of conflicts of interest

The following safeguards mechanisms will be put in place against conflicts of interest:

- Conflicts of interest in remuneration are mitigated through ensuring a strong information exchange among the Board and other key control and support functions (particularly the compliance officer of the Company and through periodic reporting)
- The remuneration of those engaged in the performance of the risk management function will reflect the achievement of the objectives linked to the risk management function, independently of the performance of the business area in which they are engaged
- The independence of the Other Identified Staff is safeguarded by ensuring that the remuneration of relevant individuals is not linked directly to the performance of the business area they control, is in accordance with objectives linked to their functions and is determined by the independent Board member
- The remuneration of the Rest of the Identified Staff will always be collectively decided by the Board of the Company ensuring that any remuneration decision is never solely made by one conducting officer in relation to its own business unit

12. Disclosure

12.1 Internal disclosure

The Company ensures that the Remuneration Policy is accessible to all staff members. The Company also ensures that the details externally disclosed are at least revealed internally.

This Remuneration Policy will be accessible to all staff members, which will know in advance the criteria that will be used to determine their remuneration. The performance evaluation will be properly documented and transparent to the staff member concerned. Confidential quantitative aspects of the remuneration of staff members will of course remain confidential and will thus not be internally disclosed.

The information provided to staff members will contain the following elements¹:

- Information on the criteria used for performance evaluation and the risk adjustment



- Information on the performance criteria on which the entitlement to shares, options or variable components of remuneration is based, when applicable
- The main parameters and rationale for any annual bonus scheme and any other non-cash benefits.

12.2 External disclosure

The annual report of the Company will contain at least the total remuneration for the financial year (split into fixed and variable remuneration) paid by the Company to its staff members.

In addition, the AIFM also provides the relevant disclosure for the annual accounts of the AIFs under its management. Whereby, , each annual account discloses the split as well between the fixed and variable remuneration.

According to the size, internal organization and the nature, scope, and complexity of the activities of the AIFM, no other external communication is required.

¹ According to the size, internal organisation and the nature, scope and complexity of the activities of the AIFM, the information provided to staff members might contain some of the elements listed in Section III (Disclosure) of the Commission Recommendation 2009/384/EC of 30 April 2009 on remuneration policies in the financial services sector (the "Recommendation"). A link to this recommendation is available in the definition section of the ESMA Guidelines.