



Equitile Remuneration Policy

1. INTRODUCTION & OVERVIEW TO EQUITILE

Equitile Investments Ltd ("Equitile") is authorised and regulated by the Financial Conduct Authority and is a company incorporated in England (Company Number 09459099) with head office at 22 Tudor Street, London EC4Y 0AY.

Equitile is a UK UCITS Manager and also has permissions to conduct additional business under the MIFID Directive and acts as a delegate portfolio manager to an Irish UCITS fund and a Cayman Collective Investment Scheme ("CIS").

The funds invest in companies across a range of jurisdictions including the UK. Investments are made on a medium to long-term time horizon and Equitile Remuneration policy ("Policy") is designed to support this strategy and time horizon. This Policy is designed to be consistent with, and promote, sound and effective risk management and not encourage risk taking which is inconsistent with the risk profiles, rules or instruments traded by the funds managed and of Equitile itself. This Policy is designed to comply with FCA's rules.

2. REMUNERATION POLICY OVERVIEW

The Policy aims to serve both Equitile and its investors' best interests. Under the Policy, Equitile calculates and awards bonuses and benefits by referencing a series of metrics which include:

- the assessment of the performance of the individual concerned, including financial as well as non-financial criteria such as adherence to Equitile's policies and procedure and effective risk management;
- the assessment of the performance of the funds;
- the overall results

The level of importance of each criterion is determined in advance, and adequately balanced to take into account the position or responsibilities held by the individual concerned. The assessment of performance is also set in a multi-year framework appropriate to the life-cycle of the funds managed and the longer term performance of Equitile. Equitile also sets an appropriate ratio of fixed to variable remuneration when awarding bonuses.

3. PROPORTIONALITY

In accordance with FCA rules, the Policy also applies the applicable remuneration rules in a way that is appropriate to Equitile's size, structure and internal organisation and the nature, scope and complexity of its activities, as described above. Equitile is classified as an SNI MIFIDPRU Investment Firm under FCA rules.

The aim is to manage employees' total compensation appropriately by applying the right mix of the different remuneration types. Any remuneration is paid competitively based on market-based remuneration according to employees' skills, experience, performance and responsibilities.

The Policy is designed to promote sound and effective risk management and does not encourage risk taking that exceeds the firm's conservative risk appetite.

In order to achieve this, the performance of all staff will be reviewed annually by the Board and remuneration determined as appropriate. This will take into account contributions to business development, client service and team contribution, compliance, risk management, profitability and the competitive environment within which Equitile operates. The Board will set any profit-based compensation as appropriate taking into account business costs, investment needs and regulator capital requirement.

4. REMUNERATION REVIEW PROCESS & GOVERNANCE

The Board is responsible for ensuring that remuneration decisions properly reflect the importance of delivering the standards and requirements set in respect of Equitile risk management process. The overall pool available for incentive remuneration, which includes the control functions, is correlated to business performance.

Talent retention is critical to Equitile ability to achieve excellence and deliver the outcomes Equitile investors expect. Equitile approach to remuneration needs to provide the opportunity for reward that is competitive in the market in which we operate, in order to attract and retain key talent. Deferral of appropriate and meaningful proportions of variable pay is aimed to ensure effective and ongoing alignment with Equitile investors and long-term business objectives.

5. REMUNERATION CODE STAFF

Equitile has identified the members of staff who fall within the definition of "Remuneration Code Staff", and includes:

- senior management
- any other staff (if applicable), who are not otherwise senior management, including but not limited to those who are responsible for Portfolio Management, Risk Management & Compliance ("Code Controlled Functions"); or
- any other staff receiving total remuneration, that takes them into the same pay bracket as senior management and those performing Code Controlled Functions; and
- whose professional activities have a material impact on the risk profile of Equitile or on the funds managed by Equitile.

The remuneration of the risk management and compliance functions will be overseen by the Board. The Board will ensure that the method for calculating the remuneration of the compliance function will not or will not be likely to compromise their objectivity. Equitile's risk management and compliance functions will have input into setting the remuneration for other business units and individuals, especially if there are concerns about behaviours or the riskiness of business undertaken.

The scale of Equitile means that employees who hold control functions are not always independent from the business units that they oversee, however they have the appropriate authority to take action where necessary. Equitile ensures that remuneration packages for control function employees are adequate to ensure that the quality and experienced employees are attracted and that the package is dependent on the achievement of the Equitile's objectives and the objectives linked to the business areas that they control.

6. REMUNERATION

Total remuneration paid to an employee is categorised as fixed and variable remuneration and is in line with Equitile's regulatory capital base. There are no defined ratios between fixed and variable components of total remuneration. Any bonus payments received will be on a discretionary basis.

Fixed Remuneration

The basic element to Equitile remuneration policy is the salary for employees. Equitile is committed to ensuring that:

- Fixed remuneration reflects an employee's professional experience and level of responsibility
- salaries remain competitive within the labour market, by conducting an annual pay review and benchmarking salaries against other employers
- upward salary adjustments consider individual performance
- individuals are not discriminated against because of gender, marital or civil partnership status, race, religion or belief, sexual orientation, age, disability, gender reassignment, pregnancy and maternity, or because they work part time or on a fixed-term contract. Employees are paid at the level of at least the national minimum wage
- each employee's salary is sufficient, permanent, pre-determined, non-discretionary, non-revocable and not dependent on performance so that they should not need to rely on a bonus.

Variable Remuneration

Where so agreed by the Board, taking into account Equitile's overall performance including profitability and overall achievement of business objectives, employees will be eligible for a discretionary variable remuneration. Any variable pay-out will be linked to:

- performance or, in exceptional cases, other condition;
- the performance will reflect the long-term performance of the employee as well as performance in excess of the employee's job description and terms of employment;

- will include discretionary pension benefits
- where applicable, will include carried interest, as referred to in SYSC 19G.1.27R

7. REWARD MECHANISM

Where agreed by the Board, variable remuneration will have a minimum of 40% withheld for a period of no less than 3 years. Payment of the withheld component of the remuneration will be at the discretion of the Equitile senior management.

In addition, an Individual may be granted a lower or no variable remuneration should they be the subject of possible disciplinary actions. These include the breach of any of the Equitile Operational or Compliance procedures and include, but not limited to the following;

- Active breaches of the Personal Account ("PA") dealing rules as defined in the Compliance Manual.
- Active breach of funds' investment restrictions
- A persistent failure to follow procedures, address outstanding actions, or respond to Compliance requests, and persistent passive breaches of any investment restrictions.
- Failure to complete in a timely manner compliance disclosures and compliance training

The deferred elements of any variable remuneration i.e. the 40% of payments will be reviewed annually by the Board as part of the annual remuneration review. In accordance with applicable rules and regulations, Equitile may apply ex-post risk adjustments by reserving the right to withhold and/or demand full or partial repayment from individuals who have been awarded variable remuneration under the following circumstances;

- Fraudulent conduct of staff member;
- Misleading information or evidence of serious error by the staff member (e.g. breach of code of conduct, and other internal rules especially concerning risks)
- Business unit subsequently suffers a significant downturn in its financial performance, and/or a significant failure of risk management.
- A persistent failure to follow procedures, address outstanding actions, or respond to Compliance requests, and persistent passive breaches of any investment restrictions.

8. REVIEW & SUPERVISION

The Board acts as the supervisory body overseeing the policy and procedures as well as providing the final approval of remuneration proposals for the employees. The Policy is reviewed at least annually taking into account the current and future risks and capital and liquidity requirements and having regard to Equitile's financial forecasts. Any changes are approved by the Board.

The Board, which includes Equitile Risk Committee, is in charge of making sure the Policy is compliant with regulatory requirements, and for ensuring the implementation of the Policy. The Board may enlist the services of external advisors to ensure Equitile policy continues to be in line

with all applicable directives, laws and regulations. The Board also approves Policy changes and ensures remuneration proposals of identified staff and employees are within the remuneration framework.

9. PENSION AND OTHER BENEFITS

Equitile operates an auto-enrolment pension plan which conforms to the UK pension regulators guidelines.

10. TERMINATION PAYMENTS

Any payment made in association with the early termination of an employee's contract of employment, will be designed in a way that will not reward failure. Equitile is not obliged under the contracts of employment to make any payment to the departing employee, where it chooses to make such a payment, the payment will reflect performance achieved over time. This Policy applies to all employees, but does not form part of any employee's contract of employment.

11. RECORD KEEPING

Equitile will keep records of its remuneration policy and procedures which will include performance appraisal processes and decisions.