

## Remuneration Policy

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# REMUNERATION POLICY

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## 1 DEFINITION

**Supervisory Function:** the supervisory function should be understood to be the members of the AAML Board of Directors (the “Board” or the “Supervisory Function”).

**Management Body:** the management body consists of AAML conducting officers.

**Instruments:** instruments units or shares of the UCITS managed by the management company, equivalent ownership interests (including – for UCITS issuing only units – unit-linked instruments), subject to the legal structure of the UCITS concerned and its fund rules or instruments of incorporation, or share-linked instruments or equivalent non-cash instruments with equally effective incentives as any of the instruments referred to in this definition.

**Funds:** investment funds managed by AAML.

**Remuneration Committee:** consists of the Nomination and Remuneration Committee established at the level of Andbank group.

**Control Functions:** in accordance with CSSF Regulation 10-4 and Delegated Regulation (EU) 231/2013, refers to Compliance, Risk Management and Internal Audit of AAML.

**Remuneration:** refers to either Fixed or Variable Remuneration (see below); it may include monetary payments or benefits (such as cash, shares, options, loans to staff members, pension contributions, remuneration by the Funds (through performance fees, transfer of units, or any payment for the benefit of an employee for professional services rendered) or non (directly) monetary benefits (such as discounts, fringe benefits or special allowances for car, mobile phone, etc.), as per the definition of Article 11 of the ESMA Guidelines.

**Fixed Remuneration:** refers to payments or benefits without consideration of any performance criteria, as per the definition of Article 11 of the ESMA Guidelines.

**Variable Remuneration:** Refers to additional payments or benefits depending on performance, or in certain cases, other contractual criteria, as per the definition of Article 11 of the ESMA Guidelines.

**Risk:** refers to risks relating to AAML’s business and the Funds.

**Risk-Takers:** refers to an employee that when performing his/her job assignments can have a material impact on the risks of AAML and a Fund.

**Remuneration Rules:** refers to all the rules set out in the laws and regulations mentioned in the section named Legal Framework.

## 2 BACKGROUND

### 2.1 Company overview

Andbank Asset Management Luxembourg S.A. (“**AAML**” or the “**IFM**”) is a public limited company governed by the laws of the Grand-Duchy of Luxembourg.

For the conduct of its business activities, AAML is authorized by the Commission de Surveillance du Secteur Financier (the “**CSSF**”) to provide services of:

- management company subject to Chapter 15 of the December 17<sup>th</sup>, 2010 Law on undertakings for collective investment (the “**2010 Law**”);
- alternative investment fund manager as per the provisions of the July 12<sup>th</sup>, 2013 Law on alternative investment fund managers (the “**2013 Law**”);
- discretionary management and non-core services referred to in Article 101(3)(a) of the 2010 Law and Article 5(4) of the 2013 Law.

Andbank Group’s control framework has to comply with the specific regulatory requirements of each jurisdiction. In this respect, AAML shall comply with the Commission de Surveillance du Secteur Financier (“**CSSF**”) rules, which require IFMs to have a robust central administration and internal governance in Luxembourg.

AAML is currently organized with an internal governance structure based on the “three-lines-of-defence” model.

- The first line of defense consists of the business units within AAML’s organization that take or acquire risks under a predefined policy and limits and carry out controls;
- The second line consists of (i) the functions of Risk management and Compliance which contribute to the independent risk control (including sustainability risks), as well as of (ii) the support functions, including the IT function and accounting function;
- The third line consists of the internal audit function which provides an independent, objective and critical review of the first two lines of defense.

## 2.2 Legal Framework

The Policy is designed with a view to comply with the requirements set out in the following laws and regulations (together the “Remuneration Rules”):

- Circular CSSF 10/437 related to the guidelines concerning the remuneration policies in the financial sector (the “CSSF Circular 10/437”);
- CSSF Regulation N° 10-4 of December 20<sup>th</sup>, 2010, transposing Commission Directive 2010/43/EU of July 1<sup>st</sup>, 2010 implementing Directive 2009/65/EC of the European Parliament and of the Council, as regards organizational requirements, conflicts of interest, conduct of business, risk management and content of the agreement between a Depositary and a Management Company (the “CSSF Regulation N° 10-4”);
- CSSF Circular 18/698, regarding specific provisions on the fight against money laundering and terrorist financing applicable to investment fund managers and entities carrying out the activity of registrar agent (the “CSSF Circular 18/698”);
- Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers (the “AIFMD”), transposed into the July 12<sup>th</sup>, 2013 Law;
- European Commission Delegated Regulation (EU) N° 231/2013 of December 19<sup>th</sup>, 2012, supplementing Directive 2011/61/EU of the European Parliament and of the Council with regard to exemptions, general operating conditions, depositaries, leverage, transparency and supervision (the “Delegated Regulation”);
- European Securities and Markets Authority’s Guidelines on sound remuneration policies under the UCITS Directive and AIFMD (“the ESMA Guidelines”);
- MiFID II Directive 2014/65/EU on Markets in Financial Instruments (MiFID II Regulations);
- Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS), transposed into the Law of 17 December 2010 on UCIs;
- Circular CSSF 14/585 - Transposition of the European Securities Markets Authority's (ESMA) guidelines on remuneration policies and practices (MiFID).
- Pursuant to article 5 of the EU Regulation n. 2019/2088, the Remuneration Policy contains appropriate information on how such policy is consistent with the integration of sustainability risks.

## 2.3 Purpose and Scope of Application

The purpose of this policy (the “Remuneration Policy”) is to ensure compliance of AAML with the remuneration principles applicable to an IFM and to define and describes the remuneration principles and practices set out by AAML.

The general principles and provisions set out by the Remuneration Policy shall prevail on all existing principles and rules set by other documents and apply to all employees of AAML. The general principles and provisions set out by the Policy shall prevail on all existing principles and rules set by other documents and apply to all employees of AAML.

The Remuneration Policy takes into account the principle of proportionality “which allows procedures, mechanisms and organizational structure to be calibrated to the nature, scale and complexity of AAML’s business and to the nature and range of activities carried out in the course of its business”.

The overall philosophy of the Remuneration Policy is to promote sound and effective risk management, as well as a long-term perspective, and to discourage excessive risk-taking by AAML’s employees. In particular, consideration has been given to the business strategy, objectives, values and interests of AAML and the Funds and those of the investors in such Funds, in accordance with the Conflicts of Interest Policy. The general principles and provisions set out by the Policy shall prevail over all existing principles and rules set by other documents.

The Remuneration Committee together with Internal Audit and Compliance function will control the Remuneration Policy.

### **Review of the Remuneration Policy and its implementation**

The Supervisory Function should ensure that the Remuneration Policy of the management company and its implementation will be reviewed on an annual basis at a minimum.

The relevant internal Control Functions (i.e. internal audit, risk management, compliance functions, etc.) as well as other key Supervisory Function committees (i.e. audit, risk, and compliance committees) should be closely involved in reviewing AAML remuneration system.

In all cases, the Supervisory Function should remain responsible for the review of remuneration policies and practices and for ensuring that the results of the review are followed up; moreover, the Control Functions should be closely involved.

### **2.4 General principles**

In taking measures to comply with the remuneration principles, AAML developed a framework of remuneration that is appropriate to its size, internal organisation and the nature, scope and complexity of its activities.

The general principles are based on the following pillars:

- **Sound and effective risk management**

The Remuneration Policy and related practices aim to protect the long term interests of AAML, the Funds and their investors and all AAML stakeholders. In this context, the Remuneration Policy AAML is consistent with the Remuneration rules and promotes sound and effective risk management and which does not encourage excessive risk-taking (including sustainability risks).

- **Avoidance of conflicts of interest**

The Remuneration Policy incorporates measures to avoid conflicts of interest, as set out by the AAML's Conflicts of Interests Policy. AAML's employees who are identified as risk-takers are not remunerated based on the performance of the funds under management.

- **Competitive and attractive remuneration**

To ensure that the satisfaction and the protection of AAML's stakeholders remain at the heart of its philosophy, AAML wishes to attract, retain and motivate highly qualified professionals in their respective domains. With this in mind, AAML offers remuneration packages that, while in line with market practices, do remain competitive and attractive.

- **Alignment between performance and remuneration**

Variable remuneration methods, while being part of the standard compensation packages offered by AAML, are linked to effective performance and are subject to strict assessment rules that aim to prevent excessive risk-taking, the ultimate objective being to protect the long term interests of the different stakeholders. In this context, AAML does not reward failure.

- **Proportionality**

In the framework of this Policy, AAML resorts to the proportionality principle "among institutions".

This decision is motivated by the analysis of the ESMA Guidelines that will be updated on an annual basis, based on the review and analysis from the control functions. The results of the proportionality analyses will be reported to the Nomination and Remuneration Committee.

In this context of the ESMA Guidelines on sound remuneration policies and taking as reference the CSSF Circular 11/505, AAML neutralizes the following requirements:

- Requirement to pay out a part of the variable remuneration in instruments and, de facto, the related instrument retention obligations;
- Requirement to pay out a part of the variable remuneration through a deferral scheme.



## 2.5 Delegation of the investment management functions

As a general principles, with regard to AIFs and UCITs, the portfolios of which are managed by third parties, and to whom AAML has delegated such activities, AAML will verify that the principles set out in Annex II of the July 12<sup>th</sup>, 2013 Law (AIFs) and in Articles 111bis and 111ter of Law of 17 December 2010 (UCITS) laws be adhered to by the said third parties.

As a consequence, when delegating investment management functions (including risk management) AAML should ensure that: a) the entities to which investment management activities have been delegated are subject to regulatory requirements on remuneration that are equally as effective as those applicable under these guidelines;

or b) appropriate contractual arrangements are put in place with entities to which investment management activities have been delegated in order to ensure that there is no circumvention of the remuneration rules set out in the present guidelines; these contractual arrangements should cover any payments made to the delegates' identified staff as compensation for the performance of investment management activities on behalf of the management company.

For the purpose of letter a) under the previous paragraph, an entity can be considered subject to regulatory requirements on remuneration that are equally as effective as those applicable under these guidelines, inter alia, where the following conditions are met: i) the entity with whom the delegation arrangement is concluded is subject to the remuneration rules under either Directive 2013/36/EU (CRD IV) or Directive 2011/61/EU (AIFMD) , and ii) the staff of the entity who are identified staff for the purpose of these guidelines are subject to the CRD IV or AIFMD rules.

Legal is responsible to verify that the contracts entered into between AAML for the delegation of the investment management function are compliant with the points 16 and 17 of the ESMA Guidelines on Remuneration. When the UCIs are marketed in the European Union, Business Implementation and Legal ensure that the arrangements for the remuneration of marketing intermediaries including, where appropriate, benefits are compliant with the MiFID II Regulation.

In particular, during the due diligence process on investment managers, Business Implementation shall ensure that the delegate falls under the scope of the amended Law of 17 December 2010 and the Law of 12 July 2013. If not, Legal team shall ensure that there are contractual arrangements in place with the delegate in order to ensure that there is no circumvention of the remuneration rules. This verification of the remuneration rules is mentioned in the Client Acceptance Committee.

## 3 GOVERNANCE

### 3.1 Supervisory Function

The Board of Directors of AAML (the “**Board**”) (the “**Supervisory Function**”) is responsible for:

- approving and maintaining the Remuneration Policy, and overseeing its implementation;
- approving any subsequent material exemptions or changes to the Remuneration Policy and carefully consider and monitor their effects;
- taking into account the inputs provided by all competent corporate functions (i.e. risk management, compliance, human resources, etc.) when design and overseeing the Remuneration Policy;
- ensuring that the Remuneration Policy is consistent with and promotes sound and effective risk management
- ensuring that AAML overall corporate governance principles and structures, as well as their interactions with the remuneration system are considered within the design and implementation of the remuneration policies and practices;
- ensuring that the following elements are taken into account: the clear distinction between operating and the Control Functions, the skills and independence requirements of members of the management body, the role performed by internal committees, including the remuneration committee, the safeguards for preventing conflicts of interests and the internal reporting system and the related parties’ transactions rules.

The Supervisory Function will approve any subsequent material exemptions or changes to the Remuneration Policy and carefully consider and monitor their effects, and will review the Remuneration Policy at least annually.

The Supervisory Function should determine and oversee the remuneration of the senior management and specifically approve and oversee the remuneration of senior executives and staff members who receive the highest amounts of total remuneration within AAML.

The Supervisory Function should ensure that the following elements are taken into account: the clear distinction between operating and the Control Functions, the skills and independence requirements of members of the management body, the role performed by internal committees, including the remuneration committee, the safeguards for preventing conflicts of interests and the internal reporting system and the related parties’ transactions rules.

## 3.2 Remuneration Committee

### Roles

The main roles of the Nomination & Remuneration Committee, as a specialized committee of the Board, consist of:

- assisting and advising the Board in all analyses and decisions related to nomination and remuneration;
- providing its support and advice to the Board on the design of the management company's overall remuneration policy;
- overseeing the central and independent review of the implementation of the remuneration policies and practices;
- Assessing and appointing new Board members, Authorised Managers or Head of Control Functions and approving their fixed and variable remuneration;
- Reviewing the list of Identified Staff;

The others responsibilities of this Committee are described in the ESMA Guidelines [2016-575](#), [point 11.2.3](#).

### Composition

The Nomination & Remuneration Committee is constituted in a way that enables it to exercise competent and independent judgment on the remuneration policies and practices and the incentives created for managing risks.

The Nomination & Remuneration Committee will be formed by at least two members (excluded Management Body). The secretary of the Nomination & Remuneration committee will be the Head of the Human Resources Department.

## 3.3 Management Body

The Management Body has the primary responsibility for ensuring that the ultimate goal of having sound and prudent remuneration policies and structures is not improperly circumvented.

In particular, the Management Body shall be involved in all the below situations:

- the conversion of parts of the variable remuneration into benefits that normally pose no incentive effect in respect of risk positions;
- the outsourcing of professional services to firms that fall outside the scope of the UCITS Directive (unless these firms are subject to regulatory requirements on remuneration that are equally as effective as those applicable under the ESMA Guidelines;
- the use of tied agents or other persons not considered "employees" from a legal point of view;
- transactions between AAML and third parties in which the risk takers have material interests;

- the setting up of structures or methods through which remuneration is paid in the form of dividends or similar pay outs and non-monetary material benefits awarded as incentive mechanisms linked to the performance.
- dividends or similar distributions that partners receive as owners of AAML when the material outcome of the payment of such dividends results may be seen as a circumvention of the Remuneration Rules

When they are aware of any of the above situations, Legal, Compliance and Human Resources shall report to the Management Body for approval and implementation of appropriate measures.

### **3.3.1 Remuneration of members of the management body and supervisory function**

The remuneration of the members of the management body should be consistent with their powers, tasks, expertise and responsibilities.

The remuneration of the Management Body shall be determined and overseen by the Supervisory Function.

The Supervisory function is only compensated with fixed remuneration.

If instruments are granted to members of the Management Body and/or Supervisory Body, appropriate measures should be taken, such as retention periods until the end of the mandate, in order to preserve the independence of judgment of those members.

## **3.4 Control Functions**

The Control Functions shall (i) have an active role in the design, ongoing oversight and review of the remuneration policies for other business areas and (ii) work closely with the remuneration committee and the Supervisory Function and Management Body, (iii) assist in determining the overall remuneration strategy applicable to AAML, having regard to the promotion of effective risk management. To that aim, the Control Functions participate to the discussions with the Human Resources, Management Body and/or the Supervisory Body when the discussions are in scope of the Remuneration Policy and of the Remuneration Rules.

In addition, the risk management function should assess how the variable remuneration structure affects the risk profile of AAML.

The compliance function shall analyse how the remuneration structure affects the management company's compliance with legislation, regulations and internal policies.

The internal audit function shall periodically carry out an independent audit of the design, implementation and effects of the management company's remuneration policies.

As a matter of good practice, the risk management function and the compliance function attend to a meeting of the Remuneration Committee for the purpose of reporting the results of their assessments related to the adherence of AAML to the Remuneration Rules.

#### **3.4.1 Remuneration of Control Functions**

The remuneration structure of the Control Functions shall not compromise their independence or create conflicts of interest in their advisory role to the Remuneration committee, Supervisory Function and/or Management Body. As a consequence, the variable remuneration granted to Control Function is based on function specific objectives and should not be determined solely by AAML performance criteria.

The remuneration (fixed and variable) of the senior staff responsible for heading the Control Functions is overseen by the Supervisory Function, the Management Body and the Remuneration Committee provided that their remuneration should not be solely left to the Supervisory Function.

Control functions should not be placed in a position where approving a transaction, making decisions or giving advice on risk and financial control matters could be directly linked to an increase or decrease in their performance-based remuneration.

## 4 IDENTIFIED STAFF

### 4.1 Definition

As per the ESMA Guidelines, identified staff means categories of staff, including senior management, risk takers, the Control Functions and any employee receiving total remuneration that falls into the remuneration bracket of senior management and risk takers, whose professional activities have a material impact on AAML risk profile or the risk profiles of the UCITS/AIF that it manages and categories of staff of the entity(ies) to which investment management activities have been delegated by AAML, whose professional activities have a material impact on the risk profiles of the UCITS/AIF that AAML manages ( the “Identified Staff”).

### 4.2 Assessment and Materiality

In order to establish its risk profile and, ultimately, to determine its Identified Staff , performs a detailed analysis in order to identify its members of staff whose professional activities have a material impact on its risk profile or on the risk profiles of the Funds. This analysis is performed by

AAML is required by ESMA Guidelines to conduct an assessment of staff members, whose activities could potentially have a significant impact on AAML’s results and/or balance sheet and/or on the performance of the Funds. The aim is to ensure that the correct staff members are captured in the scope of the Remuneration Policy.

For this purpose, AAML defined criteria of materiality:

- The employee can take decisions that could have an economic impact above 5% of AAML own funds and/or the Funds/ AAML business activity;
- The employee can negotiate agreements in terms of fees and services which an economic impact above 5% of AAML own funds and/or the Fund/ AAML business activity;
- The employee can take decisions in terms of hiring or firing the employees;
- The employee can propose or accept new client relationship with an economic impact above 5% own funds and/or the Funds/ AAML business activity;
- The Head of Asset Management is considered a risk taker with material impact;
- The employee whose total remuneration falls into the remuneration bracket of senior managers and who have a material impact on the risk profile of AAML, the Funds or AAML business activity.

There could be cases where a staff member does not earn a high amount of total remuneration but could have a material impact on the risk profile of AAML, the Funds and AAML business activity given the individual’s particular job function or responsibilities.

Human Resources, in collaboration with the Risk Management and the Compliance departments, with the oversight of Management Body and the Remuneration Committee performs on regular basis an analysis of job functions and responsibilities at AAML including a proper assessment of the roles that could materially affect the risk profile of AAML, the Funds or AAML business activity.

Based on this assessment, if they have a material impact on the risk profile of AAML, the Funds or AAML business activity, other employees, whose total remuneration falls into the remuneration bracket of senior managers and risk takers should be included as the identified staff. The list of Identified Staff can be amended at any time.

## **5 STRUCTURE OF REMUNERATION PACKAGES**

### **5.1 Remuneration and risks (Including Sustainability risks)**

The total amount of remuneration is based on a combination of the assessment of the performance of the individual and of the Fund concerned and of the overall results of AAML, and when assessing individual performance, financial as well as non-financial criteria are taken into account.

AAML strives for Remuneration to be competitive and to comply with market standards, the applicable rules and regulations, and with AAML's values.

In addition, Remuneration should be aligned with AAML's business strategy goals and the long-term interests of its shareholders and clients (in particular the Funds which AAML manages and, by extension, the investors in these Funds).

Furthermore, AAML acknowledges that competitive Remuneration is an important component allowing it to attract, retain and motivate employees.

However, Remuneration, and in particular Variable Remuneration, may lead to excessive risk-taking; on the other hand, Variable Remuneration serves as an important incentive to facilitate the business strategy of AAML, and to stimulate employees to make efforts to strengthen the long-term value of AAML for the benefit of its shareholders and clients.

Accordingly, in order to enable AAML to identify, measure, manage, and have control of the risks linked to Remuneration, the latter shall be structured in a manner that promotes a sound and effective risk management and counteracts excessive risk-taking by employees.

AAML has structured its remuneration packages around a fixed component and a variable component.

Finally, in accordance with the Sustainable Finance Disclosure Regulation EU 2019/2088 (SFDR), AAML regularly assesses its Remuneration Policy to be in line with its policy on the integration of sustainability risks in investment decisions outlined in its Sustainability Risk Policy.

Based on the characteristics of AAML's Funds, the current exposure to those risks have been assessed as not material and are deemed not to have any impact on the financial return of the investment. As such, there are no impacts on the remuneration policy. However, AAML will continue to monitor sustainability risks and If its position should change, it will review and plan to implement necessary changes to its Remuneration Policy.

## **5.2 The Fixed Remuneration**

AAML shall remunerate its employees primarily with a salary, i.e. a fixed amount of pay per month. This **fixed remuneration** which is determined on the basis of the role of the staff member, including level of responsibility, job complexity and local market conditions, includes the annual base salary and the fringe benefits:

- Annual base salary which is paid monthly in 13 instalments
- Lunch vouchers;
- The pension scheme, insurance scheme and life insurance scheme based on the terms of the contracts established by AAML and signed with Insurance Companies.

These fixed remuneration components are normally granted to all AAML employees with a permanent contract. Employees with fixed-term contract do not receive other fringe benefits than meal vouchers

It is also to be noted that AAML may, at its own discretion, offer additional fringe benefits to some employees such as parking places, company cars, scholarship costs, representation allowances and accommodation costs.

## **5.3 The Variable Remuneration**

Variable remuneration awards consider both a group component and an individual component. This seeks to reward the contribution of all employees to the financial results of AAML and the achievements in the implementation of its strategy. Not only is financial success taken into account in the process, but also the conduct towards staff members and clients as part of carrying out business activities.

Both financial and non-financial (quantitative and qualitative) factors shall be taken into consideration when determining the individual's variable remuneration, i.e. compliance with the Group's core values, internal guidelines and procedures, including customer and investor related guidelines. A discretionary assessment is always made to ensure that other factors – including factors which are not directly measurable – are



considered.

The performance is assessed in context of divisional financial and non-financial (quantitative and qualitative) targets. The financial targets are subject to appropriate risk adjustment. For the infrastructure functions, the performance assessment is based on the achievement of cost and control targets. At the level of the individual, managers must fully appreciate both the absolute and relative risk-taking activities of individuals to ensure that variable remuneration allocations are balanced and risk-taking is not inappropriately incentivized. The factors and metrics to be considered include, but are not limited to, divisional risk-adjusted financial and non-financial performance, culture and behavioural considerations, disciplinary sanctions, and individual performance. Managers of Material Risk Takers must document the factors and risk metrics considered when making Individual variable compensation decisions, and demonstrate how these factors influenced the Individual variable compensation decision.

There shall be an appropriate balance between Fixed and Variable Remuneration as determined in Section 5.9.

Specifically, Variable Remuneration for Identified Staff shall be based both on the individual performance of the employee and of AAML. Both financial and non-financial criteria (such as achievement of strategic targets, internal and external audit results, adherence to the risk management policy, compliance with internal and external rules, cooperation with other business units and with Control Functions, etc.) shall be considered when assessing the employee's performance. The financial and non-financial criteria on which the Variable Remuneration is based on shall be specified and documented for each employee of the Identified Staff.

Assessment of the results of AAML shall be conducted using a multi-year perspective in order to ensure that the assessment process is based on longer term performance.

AAML shall ensure that the employees of the Internal Control Functions are independent from the business units they supervise and have appropriate powers and resources to monitor and control the risks associated with AAML's remuneration system. Any Variable Remuneration paid to employees responsible of the Internal Control Functions shall be based on goals linked to their position, which shall be independent from the result in the controlled business areas.

For confidentiality reasons, the employees will only receive information relating to his/her own remuneration.

The Human Resources function directs the entire remuneration process, engaging with the governing bodies, the Control Functions and other teams responsible for verifying the AAML's earnings and financial data.

## **5.4 The Variable Remuneration Principles**

The variable remuneration is determined on the basis of a combination of the assessment of the performance of the individual and of the business unit or AIF/UCIT concerned and of the overall results of the management company through both financial and non-financial criteria, enabling the alignment of the employees' interests with the management company and the AIFs/UCITs it manages. Furthermore, the variable remuneration depends on the achievement of specific objectives assigned to the employees. In identifying such objectives, the Management Company does not encourage excessive risk-taking with respect to sustainability risks.

Fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component.

## **5.5 Considerations for specific categories of employee**

### Non-Executive Directors

No variable remuneration is granted to Non-Executive directors for the exercise of their mandate. The fixed remuneration granted to Non-Executive Directors is decided by the Board and the Ordinary General Meeting of AAML.

The fixed and variable remuneration of the Identified Staff is put forward by the Remuneration Committee and approved by the Supervisory Function.

### Executive and Senior Management

Executive and Senior Management have both fixed and variable remuneration, based on their role in the organization and their performance. The fixed and variable remuneration granted to Executive and Senior Management is put forward by the Nomination and Remuneration Committee and approved by the Supervisory Function.

### Other Risk-Takers:

The variable remuneration granted to the Identified Staff is subject to the criteria and restrictions set out in the Remuneration Policy. The variable remuneration granted to other Risk-Takers is put forward by the Nomination and Remuneration Committee and approved by the Supervisory Function.

## 5.6 Guaranteed Variable Remuneration

By principle, AAML shall not offer guaranteed Variable Remuneration.

Deviations from this principle may only be made if such Variable Remuneration is paid to an employee in connection with a new employment or in other exceptional situations. The “Welcome bonuses” may be granted in the context of recruiting of new employees on an exceptional basis only and can be offered only during the first year of employment within AAML (i.e. sign-on bonus to cover Variable Remuneration generated at a previous employer which is not paid out by such employer).

## 5.7 Specific Pay-Out Provisions

The fact that a management company is or risks becoming unable to maintain a sound financial situation, should be a trigger for, inter alia:

- **Malus clause and Clawback**

Variable remuneration is awarded to Identified Staff based on their performance and on the premise that he/she has been fully compliant with the regulatory framework and internal procedures of AAML.

In the event of inappropriate behaviour of the employee, such as harassment or failure to comply with the Code of Ethics and Standards of Conduct of AAML or in any case a clear misalignment with the values of the group, the Nomination and Remuneration Committee may consider a partial or total reduction of the bonus paid to the employee. Malus event must be defined as fraud, or regulatory issues.

In case AAML needs to strengthen its financial situation, the Supervisory Function can exceptionally decide to reduce or eliminate the Variable Remuneration to employees as appropriate.

Given the nature of AAML’s business, applied pay-out structures, the period for applying malus is set in three years.

In certain circumstances as follows, the Board can decide that an employee will pay back the Variable remuneration he/she received:

- In case of established fraud or misleading information;
- Misbehaviour or serious error, such as breach of AAML’s policies.

Given the nature of AAML’s business, applied pay-out structures, the period for applying malus is set in three years.

- **Severance payments**

Severance payments must reflect performance achieved over time and must not reward failure or misconduct. Severance pay will not be awarded where there is an obvious failure which allows for the immediate cancellation of the contract or the dismissal of the employee, or when there is a voluntary resignation.

Severance payments will be paid in the event the management of AAML considers that the risk of losing potential court proceedings is probable and will not offer severance payments that enter in conflict with the Luxembourgish Labour Law.

Severance payments for the identified staff are payable in accordance with relevant local legislation and applicable collective agreements. The overall policy and agreements on severance pay are determined by Management, HR and relevant the Control Functions. Severance pay will constitute an appropriate compensation for early termination by the Group, will be decided upon consideration of the individual's responsibility and decision making powers and it will be taken into account that it must not constitute a reward for failure. Normally, severance pay is linked to seniority, as employees will earn entitlement to severance pay throughout their years of service. Most employees are solely entitled to severance pay pursuant to legislation or the applicable Collective Bargaining Agreement. The amount of severance payments will be calculated taking into account Section 12.3 of ESMA Guidelines.

Severance payments for the identified staff will be authorized by the Supervisory Function upon assessment of the Nomination and Remuneration Committee.

For severance payments granted, documentary evidence will be retained on the reasons for the severance payment, the criteria used to determine the amount and confirmation that the severance is linked to the performance achieved over time and that it does not reward failure or misconduct.

### **5.8 Other Terms and conditions relating to Variable Remuneration**

In the event an employee gives or receives notice of termination of his or her employment with AAML, regardless of the reason hereof, before the Variable Remuneration Calculation period has finished (usually year-end), the employee is not entitled to Variable Remuneration..

AAML shall not make payments of discretionary pension benefits or gratuities. A pension scheme is implemented by AAML and is in line with the business strategy, objectives, values and long-term interests of AAML and the Funds it manages.

Employees cannot receive any professional or personal compensation for the partial or total loss of their variable remuneration, neither from any personal risk hedging strategies nor from any insurances scheme.

At least a declaration of self-commitment by the identified staff member that he or she will refrain from concluding personal hedging strategies or insurances for the purpose of undermining the risk alignment effects is necessary. Human resources should perform at least spot-check inspections of the compliance with this declaration with regard to the internal custodianship accounts.

## 5.9 Balance between Fixed and Variable Remuneration

Remuneration that is comprised of both Fixed and Variable Remuneration shall be appropriately balanced. Fixed Remuneration shall represent a large enough portion to be able to, if necessary, set any or all Variable Remuneration to zero.

Regarding the proportion of the variable remuneration, the following limits apply to AAML's Identified Staff:

	Maximum Variable remuneration in % of the annual fixed remuneration
Non-Executive Board Members	0%
Senior Management/Conducting Officers	100%
Internal Control Functions	100%
Other Identified Staff	100%

From a global standpoint, the total amount of variable remuneration to be paid by AAML to all its employees amounts to approximately 6% of the total annual remuneration of all staff members (i.e. incl. fixed & variable remuneration and fringe benefits).

## 6 PERFORMANCE ASSESSMENT

AAML assesses the performance of all of its employees once a year, but from a long term perspective and taking into account outstanding risks associated with performance. This yearly performance assessment makes it possible to, on the one hand, define and follow up on the development of every staff member and, on the other hand, determine the evolution of both fixed and variable components of remuneration.

From a general standpoint, the performance assessment is based on a combination of the assessment of the performance of the individual and of the business unit or AIF/UCIT concerned and of the overall results of the management company using both financial and non-financial criteria (quantitative and qualitative), enabling the alignment of the employees' interests with the management company and the AIFs/UCITs it manages.

### 6.1 Performance criteria

Variable remuneration will be based primarily on an assessment of AAML overall results (i.e. elaboration of the financial statements of the entity based on the group's financial statements) along with several other important indicators.

Quantitative performance measures will be taken into account in order to ensure that at a basic level there are sufficient funds to allocate bonuses.

Assessment criteria for the allocation of bonus could comprise:

- Profit before tax compared with the budget
- Cost trend (i.e. maintenance of cost control and operational efficiencies)
- Performance against the business plan and achievement of strategic objectives
- Compliance with internal business procedures
- Satisfactory audits and reports from regulators

The Control Function will be involved in the process to ensure that risk, capital and liquidity limits are not exceeded with regards to the level of bonuses.

### **Department performance criteria**

AAML will also assess the milestones achieved of the objectives related to each department, which shall be defined by avoiding inappropriate incentives;

### **Individual performance criteria**

During the first quarter of the year, all individuals will agree on the performance criteria and objectives with their line managers for the year. The objectives must reflect the business strategy and risk profile of AAML.

The assessment of the individual Identified Staff performance shall be effected over a multi-year framework in order to ensure that the assessment is made in view of the long term performance of the individual and that the payment is made over the business cycle of the undertaking.

Where it is appropriate, poor performance in the non-financial variables overrides good performance in terms of profit generation, i.e in the case of unethical or non-compliant behaviour, the individual performance will be impacted and the variable remuneration will not be allocated (i.e Specific pay out provisions - Malus clause – ex post risk adjustment mechanism).

All the aspects related to the evaluation of the employees of AAML are detailed in the Evaluation Guide and the Evaluation Form attached in Appendix to the Remuneration Policy. This Evaluation Guide and Evaluation Form will be available to all the employees through the intranet of the Entity.

Please see LUXAM-PRO-1070 Evaluation Guide

## 7 DISCLOSURE

As required by the point 14.1 of the ESMA Guidelines, the detailed information regarding the remuneration policies and practices for members of staff whose professional activities have a material impact on the risk profile of the UCITS the management company manages must be disclosed. This disclosure should be published on at least an annual basis and as soon as practicable after the information becomes available. This Remuneration Policy includes this information and will be published every year on the website of AAML as through an independent remuneration policy statement.

### 7.1 In the Annual Report

An account of all Remunerations paid by AAML to employees shall at the latest be disclosed in connection with the publication of the Annual Report. The Report shall indicate the way in which the Remuneration Policy is structured and applied.

- This Report shall also include: the total remuneration of the entire staff of AAML, indicating the number of beneficiaries;
- The total remuneration of those staff of AAML who are fully or partly involved in the activities of the Funds, indicating the number of beneficiaries;
- The proportion of the total remuneration of the staff of AAML attributable to the Funds, indicating the number of beneficiaries.

Where relevant, the total remuneration for the financial year shall also mention the carried interest paid by the Fund.

Where information is disclosed at the level of AAML, an allocation or breakdown shall be provided in relation to each Fund, in so far as this information exists or is readily available. As part of this disclosure, a description of how the allocation or breakdown has been provided shall be included.

AAML shall provide general information relating to the financial and non-financial criteria of the Remuneration Policy and practices for relevant categories of staff to enable investors to assess the incentives created. AAML shall disclose at least the information necessary to provide an understanding of the risk profile of the funds and the measures it adopts to avoid or manage conflicts of interest.

AAML will ensure that the following information is disclosed:

- Information concerning the decision-making process used for determining the Remuneration Policy;
- Information on linkage between pay and performance;
- Information on the criteria used for performance measurement and the risk adjustment;
- Information on the performance criteria on which the entitlement to shares, options or variable components of remuneration is based;

- The main parameters and rationale for any annual bonus scheme; and
- The main parameters and rationale for any other non-cash benefits.

For confidentiality reasons, the information must be published in such a manner that the economic conditions of individuals are not revealed.

AAML discloses information at the level of the AIF/UCIT in the annual report of the relevant AIF/UCIT. It is to be noted that all the aforementioned information shall only be disclosed from the accounting period commencing 1st of January of the considered year, i.e. in the Annual Audited Report of December 31<sup>st</sup> of each year and of each Fund.

## **7.2 To Employees**

The Remuneration Policy should be accessible to all staff members of that management company. The staff members should know in advance the criteria that will be used to determine their remuneration. The appraisal process should be properly documented and should be transparent to the member of staff concerned. Human Resources are in charge of informing the relevant personnel of the Remuneration Policy, and any change thereto including of the criteria used to determine their remuneration and of the appraisal process. Human Resources will ensure that the Remuneration Policy are published on at least an annual basis and as soon as practicable after the information becomes available., either on the website of AAML as through an independent remuneration policy statement.

## **8 APPENDICES**

1. Evaluation Guide
2. Evaluation form



**9 DOCUMENT TRACEABILITY**

<b>CONTROL VERSION</b>			
	<b>Name</b>	<b>Signature</b>	<b>Date</b>
<b>(a) Responsible Areas</b>	Compliance		
	Human Resources		
<b>(b) Approval</b>	Management Committee		
	Board of Directors		