



## **REMUNERATION POLICY**

Procedure reference	Remuneration Policy
Concerned Department(s)	All Departments of JTC Global AIFM Solutions S.A.
Responsible owner of the Procedure	Conducting Officer in charge of Compliance
Reviewed by	Leticia Lopes, Compliance Officer and Louis Lamotte, Conducting Officer in charge of Compliance
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## VERSION HISTORY

The following table describes the history of this document.

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2.0	April 2018	Annual update	Nathalie Lang
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5.0	March 2022	Annual update	Elma Memic, Administrator and Louis Lamotte, Conducting Officer in charge of Compliance
6.0	September 2022	Update	Leticia Lopes, Compliance Officer

**Sections of this policy which are shaded in clear purple are additional extracts from the JTC Group's policies and procedures.**

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## 1. OBJECTIVE AND SCOPE OF THE POLICY

JTC Global AIFM Solutions S.A. (hereafter “JTC Lux AIFM” or the “Company”) is an alternative investment fund manager authorised by the CSSF in Luxembourg under Chapter 2 of the law of 12 July 2013 on alternative investment fund managers.

The Company has designed and implemented this remuneration policy (the “Remuneration Policy”) in line with the provisions of the European Union (Alternative Investment Fund Managers) Regulations 2013 and the European Commission Delegated Regulation No 231/2013 (together the “AIFM Regulations”), as amended, consolidated or replaced from time to time. This Remuneration Policy has also been drafted in accordance with the European Securities Markets Authority (“ESMA”) Guidelines on Sound Remuneration Policies under the AIFMD (ESMA/2016/579) (the “ESMA AIFMD Guidelines”) (the Regulations and the ESMA Guidelines, collectively, the “Remuneration Requirements”) and 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 (SFDR).

This Remuneration Policy has been prepared in line with the size, internal organisation and the nature, scope and complexity of the activities of the Company. The business strategy, objectives, values and interests of the Company and the Funds or the investors of the Funds were considered so that it ensures that the Company maintains and applies a sound and prudent remuneration process which does not impair compliance with the Company’s duty to act in the best interest of the Funds, which identifies and manages any conflicts of interest, promotes sound and effective risk management and does not encourage risk taking which is inconsistent with the risk profile of the Company or the risk profiles and constitutional documents of the alternative investment funds (“AIFs”) under management (together, the “Funds”).

## 2. GUIDING PRINCIPLES

***The pay strategy of JTC Group is designed to reward competitively the achievement of long-term sustainable performance and attract and motivate the very best people, regardless of gender, ethnicity, age, disability or any other factor unrelated to performance or experience with the Group, while performing their role in the long-term interests of our stakeholders.***

***To achieve this objective, JTC Group believes that effective governance of our remuneration practices is a key requirement. Performance is judged not only on what is achieved over the period but more importantly on how it is achieved, as JTC believes the latter contributes to the long-term sustainability of the business.***

***Core to the Group’s unique culture is that all employees will/can have an ownership stake in the business. The importance of this shared ownership is wider than merely the financial incentives and this model brings a set of competitive advantages which are encompassed in the Group’s guiding principles and client facing behaviours.***

***JTC ensures that the remuneration package is competitive in the market place and benchmarks against its peer group.***

### 3. DEFINITION OF REMUNERATION

For the purposes of this Remuneration Policy, remuneration consists of:

- All forms of payments or benefits paid by the Company;
- Any amount paid by a Fund itself, including carried interest (e.g. performance fees);
- Any transfer of units or shares of a Fund, in exchange for professional services rendered by the Identified Staff (as defined below).

All remuneration can be divided into:

- Fixed remuneration (payments or benefits without consideration of any performance criteria);
- Variable remuneration (additional payments or benefits depending on performance or, in certain cases, other contractual criteria).

Both components of remuneration (fixed and variable) may include monetary payments or benefits (such as cash, shares, share options, cancellation of loans to staff members at dismissal, or pension contributions) or non-monetary benefits (such as discounts, fringe benefits or special allowances for car, mobile phone, etc.).

Ancillary payments or benefits that are part of a general, non-discretionary, Company-wide policy and which pose no incentive effects in terms of risk assumption are excluded from the definition of remuneration.

The Company ensures that variable remuneration is not paid through vehicles or methods that facilitate the avoidance of the Remuneration Requirements and the Board of the Company retains the primary responsibility for ensuring that the ultimate goal of having a sound and prudent remuneration policy and structure is not improperly circumvented. The pension policy of the Company is in line with the business strategy, objectives, values and long-term interest of the Company and the Funds it manages.

### 4. DEFINITION OF IDENTIFIED STAFF

This Remuneration Policy covers all staff whose professional activities have a material impact on the risk profile of the Company or of the Funds ("Identified Staff"). Under the ESMA Guidelines, Identified Staff are classified as categories of staff, including senior management, risk takers, 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 the Company's risk profile or the risk profiles of the Funds and categories of staff of the entity(ies) to which investment management activities or risk management have been delegated by the Company, whose professional activities have a material impact on the risk profiles of the Funds.

The ESMA Guidelines provide further detailed guidance regarding the classification of Identified Staff. On the basis of same, the Company has determined the following persons to be Identified Staff for the purposes of this Remuneration Policy:

- Non-executive board of directors;
- Conducting Officer for Portfolio Management;
- Managing Director of the Company and Conducting Officer for Compliance;

- Conducting Officer for Risk Management;
- Compliance Officer, RC.

Where the investment management function is performed by the Company itself in respect of any Fund, additional members of the investment management function can also be categorised as Identified Staff, where required and appropriate.

All Identified Staff are remunerated (i) as employees of the Company with a combination of fixed and variable discretionary remuneration where the latter is assessed on the basis of their overall individual contribution to the Company, with reference to both financial and non-financial criteria and not directly linked to the performance of specific business units or targets reached or the performance of the Funds, (ii) by way of a service agreement which contains no variable component (other than time spent).

Any performance related payment is assessed by the Company's local group human resources function in the context of longer term, multi-year performance and designed to not encourage short-term risk taking. Although the performance of the Funds could ultimately affect the performance of the Company because of its business model (the Company earns a basis point fee from certain Funds), the activities of the Identified Staff have no direct bearing on the performance capabilities of the Funds and the performance of the Funds does not directly impact the remuneration of the Identified Staff.

The investment and risk setting exercises of the Company occur in a collective collegiate framework which prevents any one Identified Staff exerting an inappropriate influence over the risk appetite and investment profile of the Funds.

Identified Staff are required to undertake not to use personal hedging strategies or remuneration- and liability-related insurance to undermine the risk alignments effects embedded in their remunerations arrangements.

## **5. THE PRINCIPLES AFFECTING PAY STRUCTURE AND RISK ALIGNMENT**

The Regulations require the Company to comply with a detailed list of principles when establishing and maintaining its remuneration policies and practices.

The Company has implemented a remuneration structure whereby the fixed and variable components of total remuneration are appropriately balanced, and the fixed component represents a sufficiently high proportion of the total remuneration. As any variable remuneration portion is fully discretionary, the Company retains full flexibility in the operation of the flexible remuneration component as it has the possibility to award no variable pay. This means that any variable remuneration is paid only if it is sustainable according to the financial situation of the Company, as a whole, and justified according to the performance of the Company together with the overall performance of the JTC Group and the individual concerned. Where there is subdued or negative performance of the Company, the award of any variable remuneration will consider the current total compensation of the individual and his/her contribution to the JTC Group as a whole.

The performance of the employees responsible for the control functions is measured on the basis of the achievements and objectives linked to their respective functions, and their remuneration is determined independently from the performance of the business areas that they control.

For the determination of performance-related bonuses various qualitative and quantitative factors are taken into consideration in the Company's appraisal process tailored to each job description:

- Qualitative factors to measure if the employee did demonstrate the core competencies and expected JTC behaviours when completing their daily tasks and work within the JTC environment in line with the definitions in the group's Behaviours Guide:
  - Accessibility
  - Integrity
  - Commercial Awareness
  - Personality
  - Engagement
  - Innovation
- Quantitative factors to determine if an employee completed all their agreed, objectively measurable goals, taken on additional goals and/or experienced any extenuating circumstances. Such goals are agreed at the beginning of the year with clear and objectively measurable achievements and the performance of any employee is reviewed at least annually with the respective manager.

***Under the remuneration framework, remuneration decisions are made based on a combination of:***

- ***Business results, including performance against strategic objectives.***
- ***Performance against Group's strategic objectives set out in performance scorecards.***
- ***Adherence to the JTC's values, business principles and Group risk-related policies. Risk objectives are included into the performance scorecard of senior management and there is a mandatory global risk objective applied for all employees in order to highlight the importance of managing risk and ensure its consistent reinforcement;***
- ***Individual performance; and***
- ***Local market position and practice.***

***JTC Group has Cultural Values which drive the Client-Facing Behaviours. These values are embedded into the remuneration structure and ensure greater global consistency in our approach to achieving alignment between risk and reward.***

An appropriate balance is maintained between fixed and variable remuneration components. The fixed salary components are at least 50% of the annual compensation and the variable remuneration components are at a maximum of 50% of the annual compensation. The proportion of the individual components varies depending on the position and function.

The Company does not offer guaranteed variable remuneration to any employees or directors. The Company is mindful that, should it in future offer guaranteed variable remuneration, that this may only be exceptional, occurring only in the context of hiring new staff and limited to the first year. Payments related to the early termination of a contract reflect performance achieved over times and are designed in a way that does not reward failure.

In light of the limited impact of the remuneration of the Identified Staff on the risk profile of the Funds, the nature of the business of the Company in its role as a third-party management company and the remuneration structure of the Identified Staff, the Company believes that it is not appropriate for any variable remuneration that is offered to Identified Staff to comprise units or shares of the Funds or equivalent ownership interests. Similarly, the Company does not deem appropriate that deferral of the variable remuneration policy should be implemented in view of the life cycle and redemption policy of the Funds, as the variable remuneration components are not based on the performance of the Funds and therefore there is no risk of misalignment with the nature of the risks of the Funds.

The Company remuneration policy promotes a sound and effective risk management with respect to sustainability risks since the structure of the remuneration does not encourage excessive risk-taking with respect to sustainability risk and is linked to the risk-adjusted performance when such risk is taken.

## 6. PROPORTIONALITY

The Remuneration Policy has been drafted taking into consideration the risk profile, appetite and risk strategy of the Company and each of the Funds together with a non-exhaustive combination of the Company's size, internal organisation, and the nature, scope and complexity of its activities as third-party management company, together with any other relevant criteria and within the limits of the ESMA Guidelines. Subsequently the Board has dis-applied the requirements of the ESMA Guidelines in relation to the following:

- variable remuneration in instruments related mainly to the Funds in relation to which the activities are performed;
- retention periods;
- deferral requirements
- remuneration committee; and
- Ex post incorporation of risk for variable remuneration

(Together, with the immediately foregoing bullets points, the "Pay-out Process Rules").

This determination to dis-apply the Pay-out Process Rules will be reviewed regularly by the Board and at a minimum on an annual basis as part of the overall Remuneration Policy review.

Notwithstanding the above, the Company reserves its right (without being obliged to do so, given the principle of proportionality is invoked) to demand full or partial repayment from any employee who has been rewarded a variable remuneration where the evaluation was based on data that subsequently turned out to be materially incorrect or manipulated.

## 7. DISCLOSURE

The Company will disclose details of its remuneration arrangements through a periodic disclosure in the annual report of the Company and as part of the public disclosure in the financial statements of the Funds. The Company will ensure that the disclosure is clear and easily understandable and accessible. Without prejudice to confidentiality and applicable data protection legislation and due to its size and

non-complexity the Company will provide some qualitative information and basic quantitative information regarding its practices for members of staff whose professional activities have a material impact on the risk profile of the Funds, as well as providing general information about the basic characteristics of the Company's remuneration policies and practices in line with the Remuneration Requirements.

## **8. DELEGATION OF PORTFOLIO MANAGEMENT OR RISK MANAGEMENT**

When delegating portfolio management or risk management activities according to the Regulations, the Company will ensure that:

- The entities to which portfolio management or risk management activities have been delegated are subject to regulatory requirements on remuneration that are equally as effective as those applicable under the ESMA Guidelines; or
- 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 ESMA Guidelines. These contractual arrangements cover any payments made to the delegates' Identified Staff as compensation for the performance of portfolio or risk management activities on behalf of the Company and the Funds under the terms of the relevant delegation agreement.

The Company performs the above assessment as part of its client approval/take on process. The Company acknowledges that delegates may be able to dis-apply the Pay-out Process Rules or the requirement to establish a remuneration committee under the ESMA Guidelines on the basis of proportionality and details of any such proportionality analysis will be provided by the delegate to the Company for review. The Company maintains remuneration details relating to the delegation arrangements for each Fund managed by the Company.

The Board requires regularly each delegate to provide them with a confirmation that its remuneration policies and practices have not changed over time and no breach of the remuneration policy occurred.

## **9. REVIEW AND IMPLEMENTATION OF THE REMUNERATION POLICY**

The Remuneration Policy has been adopted by the Board of Directors and the Board is responsible for its implementation and any issues arising in relation to the remuneration frameworks relating to the Company and the Funds. The Remuneration Policy is subject to at least annual review by the Board of Directors.

The Day-to-Day implementation of the Remuneration Policy has been assigned to the Conducting Officer of Compliance who is responsible for keeping the Remuneration Policy up to date in light of business and staff changes and in line with applicable regulatory requirements. The Internal Audit Function of the Company is responsible for an annual review of the Remuneration Policy and a review of its correct application with specific attention paid to variable and bonus remunerations.