

Remuneration Policy

Last update:	April 2021
Previous versions:	December 2020

1. GENERAL PROVISIONS

The remuneration policy (the “**Policy**”) of Crestbridge Management Company S.A. (the “**Company**”) aims at setting up a sound remuneration system managing conflicts of interest and in line with the Company’s sound and proper risk management.

The Policy is designed with regard to the requirements of (i) the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) CSSF in its Circular 10/437 on guidelines concerning the remuneration policies in the financial sector, issued on February 1st, 2010, (ii) the Annex II of the July 15th, 2013 Law on alternative investment fund managers (the “**AIFMD Law**”) and (iii) the European Securities and Markets Authority’s Guidelines on sound remuneration policies under the UCITS Directive and AIFMD 2016-411, dated March 31st, 2016 (the “**ESMA Guidelines**”).

The Company is a management company whose business activities are governed by (i) the provisions of Chapter 15 of the Law of December 20th, 2010 on undertakings for collective investment (the “**UCI Law**”), since CSSF approval as of December 27th, 2012; (ii) the Alternative Investment Fund Manager Directive (the “**AIFMD**”), as implemented in Luxembourg by the AIFMD Law, since CSSF approval as of January 18th 2014, and (iii) article 14 of the European Regulation n° 345/2013 of April 17th 2013 on European venture capital funds (The “**EuVECA**”), since CSSF approval as of August 7th, 2015.

The Policy applies to the *Identified Staff* (as defined hereafter) of the Company.

The overall philosophy of the Policy is to discourage excessive risk taking by the Identified Staff while exercising their duties, and in particular by taking into consideration the Company’s business strategy, objectives, values and interests, sustainability of investments as well as aligning the interests of the funds it manages and those of the investors in such funds with those of the Identified Staff and maintaining a sound financial situation and avoid any conflicts of interest. In case the Company delegates the portfolio management of UCITS or AIFs under its management to third parties, the Company shall take appropriate oversight measures to ensure that such third parties apply equivalent remuneration policies.

The implementation of the Policy will be reviewed annually by the Company's Head of Legal and Compliance and any change to it will be submitted for the approval of the Company's board of directors (supervisory function). Such review will also be verified by the Company's Internal Auditors and incorporated into their annual report. The latter will be submitted to the board of directors of the Company and made available to the CSSF.

2. REMUNERATION SYSTEM

2.1. IDENTIFIED STAFF

The Company has identified the following staff within the scope of definition of Identified Staff for the purpose of this Policy:

- Members of the board of directors of the Company (the “**Board of Directors**”): They do not receive variable remuneration for their work as members of the Board of Directors;
 - Board member(s) of the Company being staff of another Crestbridge group company established in Jersey and subject to the supervision of the Jersey Supervisory Authority (the *Jersey Financial Services Commission*) receive(s) neither remuneration from the Company, nor from the Funds it manages, or any transfer of the same Funds units.
- Conducting Officers of the Company;
- The control functions (staff responsible for the risk management, internal audit and compliance functions):
 - The Conducting Officers in Charge of Risk Management and the Conducting Officer in charge of Legal and Compliance have been included in the identified staff category, as part of the controls functions;
 - The internal audit function is provided by an external service provider pursuant to a service contract. The above-mentioned external service provider is not employed by the Company and receives fixed remuneration only.

2.2. STRUCTURE OF THE REMUNERATION

The potential total remuneration is composed of a fixed component and may be composed of a variable component. The Company applies the following structure to these two folded remuneration system:

- The fixed component of the total compensation of each individual (the “**Salary**”) will always be larger than its variable component (the “**bonus(es)**”), which in no circumstances will amount to more than 25% of the Salary;
- The Identified Staff are eligible for Bonuses that are granted on a discretionary basis only - thus depending both on (i) the performance of the Company (sound financial situation) and (ii) the performance of the relevant individual (taking into account for the latter financial and other criteria, such as seniority, etc.);

- Guaranteed bonuses might only be granted to new hires of Identified Staff and exclusively in respect of their first year of employment with the Company;
- In the event of the early termination of an Identified Staff's employment contract, the individual concerned will only be entitled to his/her Salary, in accordance with the provisions of the employment contract and the relevant labour law regime. In particular, no Bonus will normally be granted to any such individual.
- For appropriateness reasons and in line with the Company's size, internal organization and the nature, scope and complexity of its activities, the Company:
 - will not make arrangements for Bonuses to be paid out in the form of units or shares or similar instruments of the Funds it manages;
 - will not make arrangements for the deferral over a period of time of Bonus payments; and
 - will not set-up a remuneration committee.
- The Company grants to the Identified Staff lunch vouchers, mobile phones, supplementary health insurance and an occupational pension scheme, which is contributed to by both the Company and the Identified Staff. One also has a company car and one of the Identified Staff has been granted warrants that are not linked to the Funds managed by the Company in year 2015. All these forms of remuneration are part of the general, non-discretionary Company-wide policy and pose no incentive in terms of risk assumption.
- The Company confirms that the Identified Staff of the control functions are independent from the business units they supervise and have appropriate powers and resources to control the risks associated with the Company's remuneration policies. Bonuses paid to Identified Staff of the control functions are based on performance linked to their positions, independently from the result in the controlled business units.

2.3. APPRAISAL PROCESS WITHIN THE COMPANY

Where remuneration is performance-related, the total amount of remuneration is based on a combination of the assessment of the performance of the individual, of the business unit concerned and of the overall results of the Company.

Such assessment includes qualitative and quantitative criteria appreciated through a dedicated performance appraisal held on a yearly basis for all employees.

2.4. SFDR IMPACTS

As prescribed by the Sustainable Finance Disclosure Regulation (EU) 2019/2088 adopted by the European Parliament on November 27th, 2019, the Company ensures when performing its activities as AIFM/management company that the structure of its remuneration does not encourage excessive risk taking with respect to sustainability risks.

In this context, the Policy is consistent with the integration of sustainability risks and promotes sound and effective risk management.

The Policy should not encourage risk-taking which is inconsistent with the risk profile and the rules /instruments of the underlying funds managed.

3. REVIEW AND DISCLOSURE OF THE REMUNERATION SYSTEM

3.1. GOVERNANCE

The Board of Directors in its supervisory function approves and annually reviews the Policy and oversees its implementation.

The Conducting Officers of the Company are in charge of ensuring that the Policy is duly implemented.

The control functions have been involved in the elaboration of this Policy. The risk management function assesses how the variable remuneration structure affects the risk profile of the Company.

The implementation of the Policy will be subject at least to an independent review performed by an independent control function.

In this context, the review will be conducted by the Internal Audit Function.

The Compliance Function will ensure that the review of the Policy is included in the Internal Audit Triennial Plan.

3.2. DISCLOSURE

The Policy is part of Company's policies and procedures and, as such the main principles apply to all categories of staff. The Policy is all times accessible to all Company staff.

The staff is regularly informed via the internal written rules about their remuneration, the criteria used to measure their performance and the link between performance and pay.

The Policy is also disclosed on the Company's website: <https://www.crestbridge.com/regulatory>.