



**Applicable entity/entities:**

**Waystone Management Company (IE) Limited**

**Waystone Management Company (IE) Limited – Luxembourg Branch**

# Remuneration Policy

**September 2024**

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## **1. Introduction**

This document sets out the approach taken by the Board of Waystone Management Company (IE) Limited and Waystone Management Company (IE) Limited – Luxembourg Branch (collectively, the “Company”) to Remuneration.

## **2. Entity Background**

Waystone Management Company (IE) Limited is authorised by the Central Bank of Ireland (the “Central Bank”) as an AIFM and UCITS Management Company to manage AIFs and UCITS Funds (collectively, “Funds”). Pursuant to the AIFMD and UCITS Regulations, the Company has established a Branch in Luxembourg (the “Lux Branch”) to manage Luxembourg domiciled Funds.

Investment activities performed on behalf of these Funds may be retained within the Company or delegated to external Investment Managers (the “Delegates”).

## **3. Regulatory [or other] Requirements**

This Policy has been drafted in accordance with Regulation 14 and Schedule II of the European Union Alternative Investment Fund Managers Regulations, 2013 (the “AIFM Regulations”) and the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended, consolidated or replaced from time to time (the “UCITS Regulations”) (collectively, both the AIFM Regulations and UCITS Regulations will be referred to herein as the “Regulations”). This Policy has also been drafted in accordance with Regulation (EU) 2019/2088 on sustainability-related disclosures (“SFDR”) in the financial services sector and regulatory guidance published by relevant authorities thereon, the European Securities Markets Authority (“ESMA”) Guidelines on Sound Remuneration Policies under the AIFMD (ESMA/2013/232) (the “ESMA AIFMD Guidelines”) and the ESMA Guidelines on Sound Remuneration Policies under the UCITS Directive (ESMA/2016/575) (the “ESMA UCITS Guidelines”) (the ESMA AIFMD Guidelines and the ESMA UCITS Guidelines, collectively the “ESMA Guidelines”) (the Regulations and the ESMA Guidelines, collectively, the “Remuneration Requirements”).

## **4. Purpose and Scope**

The objective of this Policy is to ensure the Company has established, implemented and maintained a framework that is relevant, effective and compliant with current applicable regulations and guidance taking into account the size, nature and complexity of the business activities undertaken by the Company. This Policy also ensures that the Company maintains and applies a sound and prudent remuneration process, which identifies and manages any conflicts of interest, promotes sound and effective risk management (including sustainability risk aspects) and does not encourage risk taking which is inconsistent with the risk profile of the Company or the risk profiles and rules of the managed Funds. Additionally, the Policy is designed to ensure that variable remuneration is not paid through vehicles or by the application of methods which are designed to circumvent the ESMA Guidelines.

This Remuneration Policy applies to all employees of the Company.

## 5. Policy

This Policy reflects the Company's objectives to ensure good corporate governance and alignment of the long term interests of the Company, its Staff Members, and its clients. Additionally, the Policy is designed to ensure that:

- The Company is able to attract, develop and retain high-performing and motivated Staff Members in a competitive, international market;
- Staff Members are offered a competitive remuneration package; and Staff Members feel encouraged to create sustainable results in line with the long-term interests of the Company and its clients.

This Policy focuses on promoting sound and effective risk management through a governance structure of setting goals, communicating these goals to employees, incorporating measures to avoid conflicts of interest, including both financial and non-financial goals in performance targets and result assessments and, making non-performance related remuneration the main remuneration component. The Policy is reasonably designed to neither encourage risk taking that is inconsistent with the risk profiles and constitutional documents of the Fund nor adversely impact the ability of the Company to act in the best interests of any Funds under management.

### *Identified Staff*

Identified Staff are described in the ESMA Regulations as “categories of staff, including senior management, risk takers, control functions and any employee receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers, whose professional activities have a material impact on the risk profile of the Company or the risk profiles of the Funds that it manages and categories of staff of the entity(ies) to which portfolio management or risk management activities have been delegated by the AIFM, whose professional activities have a material impact on the risk profiles of the AIF that the AIFM manages.” ESMA Guidance provides further clarification as to Identified Staff and the Company shall ensure that all appropriate employees are correctly identified for the purposes of this Policy.

For the purposes of this Policy, Identified Staff whose compensation falls under the provisions of the ESMA Guidelines and therefore this Remuneration Policy include:

- all members of the governing body of the Company (i.e. the Directors); holders of Pre-Approval Controlled Functions (“PCF”)

Where the Investment Management Function is performed by the Company itself, additional members of the Investment Management Function and any relevant committees may also be categorised as Identified Staff, where required and considered appropriate by the Remuneration Committee.

*Basis of application of ESMA Guidelines*

The ESMA Guidelines relating to governance, the remuneration committee (if applicable) and transparency, and certain of the risk-alignment guidelines, apply to all employees of the Company.

All of the risk alignment guidelines apply to *Identified Staff*, being those categories of staff whose professional activities have a material impact on the risk profile of the Company or the Managed Funds.

**Definition of Remuneration**

For the purposes of this Policy remuneration consists of:

- all forms of payments, fixed and variable remuneration or benefits, of any type, paid by the Company in exchange for professional services rendered by Identified Staff;
- any amount paid to a Staff Member or employee by any of the Managed Funds, including where relevant performance fees or carried interest, except where the payment is in relation to a return on investment linked to the Staff Member's holding in the Managed Funds;
- any transfer of units or shares of a Managed Fund (with the exception of transactions in relation to the Staff Member's holding in that Managed Fund which are performed at arm's length);
- other forms of compensation e.g. pension contributions and non-monetary benefits which are not available to all Staff as part of a non-discretionary remuneration package.

Apart from the reimbursement of costs and expenses, any amounts paid by a Managed Fund to the Company for the benefit of an Identified Staff member for performance of professional services will also be considered remuneration for the purposes of this Policy. In general, it is not anticipated that any such fees would be payable by a Managed Fund.

Dividends paid to Clifton Directors Limited as the sole shareholder of the Company are not considered remuneration for these purposes to the extent that such payments do not facilitate any circumvention of the Remuneration Requirements.

An investment by a member of Identified Staff into a Managed Fund must be represented by an actual cash disbursement, and the Company will not grant loans to any Staff Member for this purpose. If a loan was to be provided the entire investment and any related profit would be considered to be a form of remuneration. Any investment by Staff into a Managed Fund must be approved in advance by the Compliance Officer and recorded in the Personal Account Dealing Register and monitored accordingly.

*Consideration of contractual arrangements with third parties*

When appointing agents or service providers external to the Company, due consideration is given to ensuring that none of the Identified Staff have any material interest or are in any way linked to such third parties. Where such a link or interest is identified, the Board will review the arrangements to ensure that they are not incompatible with the Remuneration Requirements or could be seen to be evading the ESMA Guidelines in relation to Remuneration Requirements.

### *General Policy*

The Company does not impose a limit with regard to variable versus fixed compensation. The Company's policy is to pay all Identified Staff a fixed component representing a sufficiently high proportion of the total remuneration of the individual to allow the Company to operate a fully flexible policy, with the possibility of not paying any variable component.

In general, given the nature of the business model, the Company's employees will not receive any variable remuneration directly linked to the investment performance of any or all the Managed Funds. Any proposed amendment to this General Policy must be approved by the Board of Directors.

Where the Company pays performance related remuneration to Identified Staff, the Board will ensure that the following is applied as appropriate:

- a) the total variable remuneration is based on a combination of the assessment of the performance of the individual and of the business unit, and where relevant their risks, and of the overall results of the Company. When assessing individual performance, financial as well as non-financial criteria are taken into account in accordance with the Staff Goal Setting and Appraisal process;
- b) no guaranteed variable remuneration will be paid except in an exceptional case in the context of hiring new staff and will be limited to the first year;
- c) any payments made in relation to the early termination of a contract will reflect performance achieved over time and will be designed in such a way that the payment does not reward failure;
- d) the measurement of performance used to calculate variable remuneration components or pools of variable remuneration components includes a comprehensive adjustment mechanism to integrate all relevant types of current and future risks;
- e) any pension benefits provided by the Company to its staff shall be in line with the business strategy, objectives, values and long-term interests of the Company. Such benefits shall be structured in accordance with standard practice within the industry. If a member of Identified Staff leaves the Company before retirement, discretionary pension benefits may be held by the Company for a period of five years in the form of instruments (comprising shares or units in a Managed Fund or equivalent ownership interests, or share-linked instruments or equivalent non-cash instruments). In the case of a Staff Member reaching retirement, discretionary pension benefits shall be paid to the Staff Member in the form of instruments referred to in this paragraph, subject to a five-year retention period;
- f) Staff Members are required to undertake not to use personal hedging strategies or remuneration and liability-related insurance to undermine the risk alignment effects embedded in their remuneration arrangements; and
- g) variable remuneration will not be paid through vehicles or methods that facilitate the avoidance of the Remuneration Requirements of the Regulations.

### *Disapplication of certain provisions of the ESMA Guidelines*

In accordance with the proportionality provisions and of the Regulations, together with the risk profile, appetite and risk strategy of the Company and each of its Managed Funds, taking into account a non-exhaustive combination of its size, nature and the scope and complexity of its activities, together with any other relevant criteria and within the limits of the ESMA Guidelines, the Board has dis-applied the following requirements of the ESMA Regulations and the Guidelines in relation to the following:

- variable remuneration in instruments;
- retention;
- deferral; and
- ex post incorporation of risk for variable remuneration (together, with the immediate foregoing bullets points, the Pay-out Process Rules).

With regard to the ESMA UCITS Guidelines, the Board notes that these guidelines (unlike the ESMA AIFMD Guidelines) do not offer any guidance as to whether the application of the proportionality principle may enable management companies such as the Company to dis-apply the specific requirements above, however, in a letter to the European Union law-making institutions published alongside the ESMA UCITS Guidelines (the “ESMA Letter”), ESMA set out its view that it should be possible to dis-apply the requirements relating to the pay-out process under specific circumstances and that it should also be possible to apply lower thresholds whenever minimum quantitative thresholds are set for the pay-out requirements. In the absence of legislative amendment at European level, or clarification at member state level, the Company has made its own assessment as to the application of the proportionality principle and in doing so has deemed it appropriate to have regard to ESMA’s views in the ESMA Letter regarding the circumstances in which the principle of proportionality may be relied upon.

The Board is satisfied that proportionality may be applied on the following basis:

***Size:***

At the time of the most recent Remuneration Policy review (May 2024) the Company had assets under management (“AuM”) of approximately €193 billion which is above the FCA indicative threshold. The Board however concluded that taking all other factors detailed below into account, it is appropriate to continue to dis-apply certain provisions of the ESMA Remuneration Requirements as disclosed in the Programme of Activity or Business Plan (where relevant) of the Company (the “Dis-Applied Rules”).

***Internal Organisation:***

The Company is structured as a private limited company and there are no plans to have it listed on any regulated market or exchange. The Company is authorised as an alternative investment fund manager pursuant to the AIFM Regulations and as a UCITS management company pursuant to the UCITS Regulations. The Company currently has approximately 150 direct employees, other than the Directors of the Company, with services provided by other Waystone Group entities.

***Nature, scope and complexity of the activities:***

Day to day portfolio management activity in respect of each Managed Fund is for the main part delegated to appropriately qualified third party investment managers (the “Investment Managers”). Where the portfolio management is retained, an appropriately experienced Investment Advisor is usually appointed with the trade execution, settlement and middle and back office activities being performed by the Company under the oversight of the Investment Oversight Committee. Refer to the section below on delegation of portfolio management.

In the interests of clarity, the Board has determined not to include within this Policy a detailed policy statement in relation to the requirements which have been disapplied. This Policy will be updated as and when the relevant sections become applicable.

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This determination to disapply certain requirements in accordance with the proportionality provisions of the ESMA guidelines will be reviewed regularly by the Board and at a minimum on an annual basis as part of the overall Policy review. Should there be a material change to any of the parameters noted above this will be a trigger for the Board to reconsider the disapplication of certain provisions.

### *SFDR Requirements*

Article 5 of the SFDR, requires financial market participants (i.e., UCITS Management Companies and AIFMs) to outline within their remuneration policies information on how those policies are consistent with the integration of sustainability risks and shall publish that information on their websites. In light of the limited impact of the variable remuneration of the Identified Staff on the risk profile of the Funds and the nature of the business of the Company including the delegation of the investment management activity for most Funds to the relevant entities appointed, it is considered that there is no risk of misalignment with the sustainability risks associated with the investment decision making process of the Company in respect of the Funds. As noted above, the Company generally delegates portfolio management activity to suitably qualified Delegates. Where delegated, the Delegate shall ensure that it adopts remuneration policies and procedures which are consistent with the integration of sustainability risks, if sustainability risks are integrated into the investment decision making process. The Company shall seek periodic confirmations from each delegate investment manager that these policies are being complied with and the remuneration structures are not encouraging excessive risk-taking with respect to sustainability risks. In certain instances, the Company may retain portfolio management. Accordingly, the Company believes that where portfolio management is retained, its existing structures are sufficient to prevent excessive risk taking in respect of sustainability risks.

### *Remuneration Committees:*

Based on an assessment of the nature, scale and complexity of the Company's activities, the Company has established a Remuneration Committee. The remuneration committee of the Company (the "Remuneration Committee") is responsible for assessing the proportionality of the remuneration principles applied within the Company. Please refer to the accompanying Terms of Reference document for further information.

### *Remuneration of the Board*

The fixed fee of the independent Directors of the Board is commercially negotiated. Members of the Board who are employees of the Waystone Group have permanently waived their right to receive any fee (either fixed or variable) for acting as a Director of the Company.

### *Remuneration of Risk and Compliance*

The remuneration of the Chief Risk Officer and the Compliance Officer and any other control functions reflects the achievement of the objectives linked to their respective functions and is done so independently of the overall performance of the business and/or of any Managed Fund.

## **Remuneration of Employees**

### *Performance and Appraisal Review*

- Each employee has an annual performance and appraisal review with their line manager and a less formal half year performance review.
- During this review the line manager evaluates and documents performance in relation to the goals established at the start of the year/commencement of employment. The evaluation and related comments are agreed between the line manager and the employee at this meeting or at

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a subsequent meeting if required. The employee and line manager work together to agree and document new goals for the coming year. Such goals are a combination of financial and non-financial goals focusing on the development and career path of the employee.

- All matters related to each employee's appraisal are available to the Board of Directors of the Company.
- Any decisions on adjustment of the employee's non-performance related or performance related remuneration outside of the usual annual review cycle are made on the basis of the performance and appraisal review by way of a proposal issued by the Chief Executive Officer of the Company to the Waystone Group HR Team. Amendments to remuneration and any performance related remuneration are reviewed at Waystone Group level.

### *Remuneration when delegating portfolio management and risk management activities*

In accordance with paragraph 18 of Section III of the ESMA AIFMD Guidelines and paragraph 16 of Section 5 of the ESMA UCITS Guidelines, when delegating certain portfolio management and certain risk management activities to the duly appointed Investment Managers in accordance with Regulation 21 of the Regulations, the Company will ensure that:

- the entities to which the portfolio management and risk management activities have been delegated are subject to regulatory requirements on remuneration that are equally as effective as those applicable under the Remuneration Requirements (e.g. where relevant, the entity and its identified staff are subject to AIFMD, the UCITS Directive, MiFID or CRD); or
- appropriate contractual arrangements are put in place to ensure that there is no circumvention of the applicable Remuneration Requirements; 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 they manage on behalf of the Company under the terms of the relevant delegation agreement. These arrangements may also include applying an appropriate remuneration policy at the level of an individual Fund.

The Board requires the Investment Manager of a Managed Fund to provide them with an annual confirmation that its remuneration policies and practices are in line with the applicable and relevant Remuneration Requirements.

The on-boarding and annual review of the Investment Managers, in accordance with the Supervision of Delegates Policy of the Company, includes an action to review the remuneration policy and/or related contractual arrangements as applicable of the Investment Managers.

### *Proportionality in relation to Delegated Service Providers*

The Company notes that the variable remuneration instruments requirement of the ESMA AIFMD Guidelines and the ESMA UCITS Guidelines do not apply where the AIFs or UCITS in question comprise less than 50% of the Company's total assets under management. As such, the Company considers that such a requirement should not apply in the case of an affected Investment Manager delegate where the AIFs or UCITS to which it has been appointed account for less than 50% of the affected Investment Manager delegate's assets under management (the "Affected Investment Manager Delegate").



Where permitted under the Regulations and having regard to the ESMA Guidelines, the Company intends to adopt a similar approach to the application of the principle of proportionality to its Affected Investment Manager Delegates as it does to the remuneration of its own Identified Staff.

Factors which the Board takes into account when considering whether the Pay-out Process Rules and the requirement to establish a remuneration committee may be disappplied in relation to an Affected Investment Manager Delegate on the ground of proportionality will include the number of staff employed, the number of funds managed and strategies used, whether the Affected Investment Manager Delegate is listed, traded or owned by its partners, the nature of certain fee structures, such as carried interest and performance fees and the nature of the delegation arrangements between the Company and the Affected Investment Manager Delegate.

In general, the Board is satisfied that there will be a working presumption that proportionality may be applied to an Affected Investment Manager Delegate where the majority of the following conditions are met or in circumstances, not outlined below, where there are other substantive reasons why proportionality should be applied:

- the Affected Investment Manager Delegate is a relatively small organisation, typically having fewer than 50 staff, having no subsidiaries and no branches;
- it is not a listed entity and in the case of a partnership is majority owned by its partners;
- its activities are primarily third party investment management and distribution of collective investment schemes;
- its assets under management are less than € 1.25 billion;
- the risk profiles of the Funds under management by the Affected Investment Manager Delegate are relatively low. Such risk profiles to consider the investment strategy, liquidity, ease of valuation, diversification and other related parameters; and
- in the case of AIF Affected Investment Managers the assets of the Managed Funds (to which the Affected Investment Portfolio Manager Delegate is to be appointed) in the twelve months following its launch are anticipated to comprise less than 50% of the assets under management by the Affected Investment Manager Delegate.

The assessment of the proportionality of the remuneration principles applied by delegate investment managers and portfolio managers is the responsibility of the Designated Person for Operational Risk Management.

## Monitoring and Oversight

### *Internal Review of Policy*

This Policy is reviewed on an annual basis by the Designated Person for Regulatory Compliance and by the Committee. The Policy will not be subject to an independent external review.

The Designated Person for Regulatory Compliance can request any remuneration information from the Company in order to fulfill their responsibilities.

The objectives of the internal review are to ensure that:

1. the overall remuneration system operates as outlined in this Policy;
2. all agreed plans/programs are covered by this Policy;
3. the remuneration pay-outs are appropriate;
4. the risk profile, long term objectives and goals of the Company and each of the Managed Funds are adequately reflected therein; and

5. the Policy is compliant with any relevant and applicable national and international regulations, principles and standards.

#### *Compliance Review*

This Policy is eligible for review by the Compliance function of the Company as part of its Annual Compliance Monitoring programme. The results of any such review should be provided to the Board.

#### *Internal Audit Review*

The Waystone Group Internal Audit Team includes the Company in their schedule of reviews and this Policy is eligible for review. The results of any such review would be provided to the Board.

The Board has the discretion to require a review of this Policy by Internal Audit.

Staff Members of the Waystone Group Internal Audit Team are remunerated in accordance with the achievement of the objectives of the Waystone Group Internal Audit Team, independently of the performance of the business areas of that they oversee, including the operations of the Company.

#### *Remuneration Committee and Board review*

- The Remuneration Committee of the Board assesses whether the Policy, where relevant, is operating as intended, and provides a report to the Board in line with the Terms of Reference of the Remuneration Committee. The Board considers the reviews and proposals of the Remuneration Committee, the Compliance Function and the Waystone Group Internal Audit Team.
- Any recommended adjustments to this Policy will also be submitted for consideration by the Board. Any such adjustments to the Policy should be reviewed in advance by the Compliance function.
- The Chair, who is an independent non-executive director, will always be in the Chair when the Board is discussing remuneration issues.

## **Remuneration Disclosures**

#### *Prospectus and Key Investor Information Documents (for UCITS only)*

The prospectus of each UCITS that is a Managed Fund can include either:

- a) The details of the up-to-date Policy, including, but not limited to, a description of how remuneration and benefits are calculated, the identities of persons responsible for awarding the remuneration and benefits including the composition of the remuneration committee, where such committee exists; or
- b) A summary of the Policy and a statement to the effect that the details of the up-to-date Policy, including, but not limited to, a description of how remuneration and benefits are calculated, the identity of persons responsible for awarding the remuneration and benefits, including the composition of the remuneration committee where it exists, are available on [www.waystone.com](http://www.waystone.com) and that a paper copy will be made available free of charge upon request.

The default disclosure by the Company will be option b. above i.e. that the key investor information document of each UCITS will include a statement to the effect that the details of the up-to-date Policy, including, but not limited to, a description of how remuneration and benefits are calculated, the identity of persons responsible for awarding the remuneration and benefits, including the

composition of the remuneration committee where it exists, are available on [www.waystone.com](http://www.waystone.com) and that a paper copy will be made available free of charge upon request.

*Annual Financial Statements (for UCITS only)*

The Company ensures that each Managed Fund which is a UCITS includes the following disclosures:

- a) the total amount of remuneration for the financial year, split into fixed and variable remuneration, paid by the Company and by the Managed Fund to the staff of the Company, and the number of beneficiaries, and, where relevant, any amount paid directly by the Managed Fund itself, including any performance fee.
- b) the aggregate amount of remuneration broken down by categories of employees or other members of staff who are Identified Staff.
- c) a description of how the remuneration and the benefits have been calculated.
- d) the outcome, including any irregularities that have occurred, of the reviews of the general principles of the Policy by the Board and their implementation and the annual central and independent internal review by the Compliance Function and the Waystone Group Internal Audit Team to ensure compliance with the Policy and the procedures emanating from same.
- e) material changes to the Policy.

Where an exemption is claimed from the above disclosure, the Company will ensure the exemption is in accordance with the Guidelines.

*Annual Financial Statements (for AIFs only)*

In accordance with the transparency requirements outlined in Article 22 of the AIFMD, the Company ensures that each AIF produces and files annual audited financial statements with the appropriate supervisory authority. Where appropriate, given the size and nature of the AIF and the impact to the Investment Manager's revenue streams of the income from the AIF, the Company will ensure that the financial statements include the following disclosures in relation to remuneration paid by the Company:

- a) The total amount of remuneration for the financial year, split into fixed and variable remuneration, paid by the Company to its staff, and the number of beneficiaries, and, where relevant, carried interest paid by the AIF;
- b) The aggregate amount of remuneration broken down by senior management and members of staff of the Company whose actions have a material impact on the risk profiles of the AIF.
- c) Where an exemption is claimed from the above disclosure the Company will ensure the exemption is in accordance with the ESMA AIFMD Guidelines.

*Internal disclosure*

This Policy is stored on the Waystone intranet (SharePoint) and is accessible to employees and discloses at least the details that are disclosed externally so as to allow employees to know in advance the criteria that are used to determine their remuneration. Furthermore, the appraisal process is properly documented and is transparent to the Staff Member concerned. Confidential quantitative aspects of the remuneration of employees are not subject to internal disclosure.

## 6. List of Associated Procedures

The following procedures should be read in conjunction with this policy:

- Financial Oversight Procedure;
- Financial Control Procedure.

## 7. Error/Incident Escalation Process

### *Exceptions*

The Board may deviate from this Remuneration Policy in individual cases if justified by exceptional circumstances. The Board shall carefully consider and monitor the effects of any such deviation, such considerations, conclusions and agreed actions to be duly documented in meeting minutes or other appropriate form. In the case of a newly appointed/recruited employee who falls within the definition of Identified Staff, the Chief Executive Officer of the Company, in conjunction with the Compliance Function, will ensure that the terms offered to such new Staff Member are consistent with this Policy. Where the terms offered by the Company to such an employee are not in compliance with this Policy (while being in compliance with the Remuneration Requirements), the offer of such terms will be subject to the prior approval of the Board, in consultation with the Compliance function. Such approval will be appropriately documented.

### *Exception Reporting*

The duly appointed Investment Managers are required to notify the Designated Person for Operational Risk and/or the Board should any material issues arise in relation to the Investment Manager's remuneration policies and practices which could impact the relevant Managed Fund.

### *Circumstances where Action is Required*

If, following an annual or other review of the levels of adherence to this Policy, it transpires that the Company is not fully compliant with the principles set out therein, corrective action may be required. Such corrective action may include revision of the level of remuneration payable to the Staff Member concerned. If a review of this Policy identifies any non-compliance with the ESMA Guidelines or the Remuneration Requirements, a re-statement of this Policy may be the appropriate course of action. Any such re-statement will be subject to the prior approval of the Board.

Where any other issue arises in relation to this Policy and the practices and procedures arising therefrom, the Compliance function will either table the matter for discussion at the next quarterly board meeting of the Company or, where the issue is material or time sensitive, follow the Company's Escalation Procedures.

## 8. Responsibilities

In accordance with the Fund Management Company Guidance, the Remuneration Policy sits under the oversight of the Designated Person for Regulatory Compliance (the "Designated Person").

This Policy is reviewed on an annual basis by the Compliance Function and by the Remuneration Committee. The Policy will not be subject to an independent external review.

## **9. Record Keeping and Monitoring**

Remuneration Policies of the Company, all Compliance Function reviews and internal independent reviews of remuneration by the Company are to be retained by the Company.

Remuneration Policies of Investment Managers are to be retained by the Company for not less than 5 years following termination of the business relationship.

Any decisions of the Board or Remuneration Committee are documented by the Company Secretary of the Company in the appropriate minutes where discussed at a meeting of the Board or Remuneration Committee and saved in the Company files maintained by the Company Secretary.

## **10. Penalties**

There have been no incidences identified of penalties imposed under legislation or regulation in relation to a failure to have this specific policy in place. There is also no evidence of penalties levied as a consequence of non-compliance with the requirements set out within this policy.

However, a regulator may request evidence that the policy is in place within the Company and failure to provide such evidence may result in a penalty being imposed upon the Company.

## **11. Disciplinary Action**

Non-compliance with either the letter or spirit of Waystone policies may result in disciplinary action against an employee or employees, including, but not limited to: mandatory retraining, reduction in or loss of contingent employee benefits, and/or termination. The level of disciplinary action that may result is dependent on several factors, including: the severity of the event, whether the non-compliance was willful or accidental, and the willingness of the relevant parties to engage in transparent and efficient escalation and correction of the matter.

It is the responsibility of all employees to remain aware of and follow Waystone's Policies and Procedures, and to escalate any incidents of non-compliance to their relevant supervisor and/or Risk or Compliance as the second line of defence.

## **12. Policy Review Frequency and Ownership**

The implementation of this Policy is reviewed, periodically but at least annually by the Remuneration Committee and is subject to central and independent review by the Compliance Function, and by the Waystone Group Internal Audit Function. The Policy will also be reviewed as and when a change to the business model necessitates or in the event of an amendment to the Regulations, and updated as required.

## **13. Disclosures to Investors & Third Parties**

A link to this policy shall be made available on the Waystone website and marketing documents, and a hard copy shall be provided on request.

Appendix 1 – Glossary of Terms and Acronyms

Acronym/Term	Definition
UCITS	Undertakings for Collective Investment in Transferrable Securities
AIFMD	Alternative Investment Fund Managers Directive
AIF	Alternative Investment Fund

Appendix 2 – RACI Matrix

Requirement	Responsible	Accountable	Support	Consulted	Informed
To document management of remuneration responsibilities	Remuneration Committee	Remuneration Committee	Compliance HR	The Board of Directors	The Board of Directors

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Appendix 3 – Version Control History

Note that the below table must be completed for all amendments made to policy, regardless of whether or not Board approval is required.

Version	Major/Minor/Annual Review	Updated By	Revision Date	Approved By	Approval Date	Reason for/Explanation of Changes
1.1	Major	SFW	March 2016	BoD	16 Sep 2016	To reflect minor changes re proportionality following completion of annual review.
2.0	Annual Review	SFW	December 2016	BoD	6 Dec 2016	To reflect changes required under UCITS V
2.1	Annual Review	KL	11 Dec 2017	BoD	11 Dec 2017	Annual Review
3.0	Annual Review	KL	26 Jun 2018	BoD	26 Jun 2018	CP86 implementation & general updates
3.1	Annual Review	KL	9 Dec 2019	BoD	9 Dec 2019	Annual Review
3.2	Annual Review	JR	7 Dec 2020	BoD	14 Jan 2021	Annual Review
4.1	Annual Review	NP	14 July 2022			Annual review updates, rebranding of documentation to Waystone template and change to disapplication of certain rules.
4.2	Minor Update		8 September 2023	LCO	N/A	Annual update, further details on integration of Sustainability Risks under the SFDR.
5.0	Annual Review	MD/JR	18 October 2023		19 Dec 2023	Annual Review
6.0	Annual Review	MP/GF	25 Sept 2024	BoD	26 Sept 2024	Annual Review and added RACI table