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# Remuneration Policy

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FundPartner Solutions (Europe) SA

Luxembourg, February 2023

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## Introduction

FundPartner Solutions (Europe) SA ("FPS"), is a Pictet Group Company and was established in January 2012. FPS is a Luxembourg UCITS Management Company governed by Section 15 of the Luxembourg Law of 17 December 2010 concerning undertakings for collective investment and since 21 January 2014 has been an AIFM governed by the Law of 12 July 2013 in accordance with Article 5 Section 2 of the Law of 12 July 2013.

FPS covers most areas related to investment fund administration, most notably fund accounting and NAV calculation, risk management, transfer agent functions, distribution and domiciliation support, as well as the monitoring of investment restrictions and governance support, and thus, offers the entire array of services in relation to risk, governance and legal support.

Management and distribution activities are delegated to external third-party managers and distributors respectively.

The aim of this Remuneration Policy is firstly to describe the Remuneration Policy as it is applied within FPS, as a Management Company subject to prudential supervision by the Commission de Surveillance du Secteur Financier au Luxembourg (CSSF), and secondly to meet the documentation and transparency requirements stated in:

- Law of 17 December 2010 concerning undertakings for collective investment;
- Law of 12 July 2013 on alternative investment fund managers;
- CSSF Circular 10/437; Guidelines concerning the remuneration policies in the financial sector;
- CSSF Circular 18/698 on authorisation and organisation of investment fund managers incorporated under Luxembourg law

hereinafter "the Directives"

This Policy is based on the same principles as the policy defined within the Pictet Group in terms of its underlying philosophy, the management and performance systems, and the principal remuneration components and structures used.

## Proportionality principle

FPS has decided to use the principle of proportionality at the level of management activities for the following reasons:

- Most FPS employees work in fund administration roles covering the standard activities of net asset value calculation, transfer agent as well as legal support and governance support; at no time do these give rise to risk-taking as defined by the Directives with regard to the link between the activities and risks that employees may take within the scope of their work and that would affect the risks for investors or third parties in terms of their search for performance, i.e. returns on the assets under administration;

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- Only a minority of FPS employees perform activities that are directly linked to the AIF and UCITS activities, hereinafter "the Funds", notably in the areas of risk management, monitoring of delegated activities and compliance under FPS Management;
  - FPS has no presence abroad, has no subsidiaries or branches, and is not listed;
  - The assets of the Funds under FPS Management do not exhibit a high degree of complexity;
  - The management and distribution activities are delegated to external third-party managers and distributors respectively.

Given these factors, the below requirements are neutralized:

- the payment of 50% of the variable remuneration in the form of financial instruments linked to the performance of the Fund;
- observing a retention period for variable remuneration paid in the form of financial instruments;
- the deferral of at least 40% of variable remuneration;
- the incorporation of ex-post risk adjustments (malus);
- establishing a Remuneration Committee at FPS.

## Identifying the risk takers

Having regard to the principles of the Directives and the ESMA guidelines, FPS conducts a detailed analysis in order to identify the persons whose professional activities are likely to have a significant impact on its risk profile.

Initiated by the Human Resources department, this analysis is then submitted to Risk Management and Compliance in order to draw up a list of material risk takers.

The list, which mainly comprises the members of the Management Committee and the heads of the control functions, is reviewed and updated on an annual basis.

## Remuneration philosophy

### 1) Concept of remuneration "package"

The FPS remuneration philosophy is based on the concept of the "remuneration package". A package can comprise one or more of the items described below. The objective is to find for each employee the right combination and the appropriate allocation of these elements to create a package adapted to their function, profile, effort and results.

#### ✓ Fixed salary

The base salary rewards the employee for the proper performance of his/her core tasks, as stated in the job description. It must allow the employee to maintain a quality of life that is reasonable and comparable to that offered by our main competitors.

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## ✓ **Bonus**

The bonus is an element of variable remuneration that is paid in addition to fixed remuneration in accordance with performance criteria or individual or collective results over a given period.

The individual targets are determined in accordance with the nature of the activities of the division, the function of the employee and his/her role, as well as the expected results of the division, team and individual.

Bonuses are generally granted on the basis of an assessment of the employee's performance over a one-year period but may also form part of a long-term plan. The performance criteria typically taken into account in an assessment are:

- The targets defined, insofar as possible, in accordance with the SMART (Specific, Measurable, Achievable, Relevant, Temporally defined) methodology;
- Other discretionary criteria, for example following exceptional events or projects, or when specific targets have not been set at the start of the period under review.

Any bonus is paid at the employer's discretion and does not constitute a guaranteed payment, either in principle or amount. No bonus is considered fixed or quasi-fixed remuneration, even if an employee receives the same amount over several years.

Bonuses granted on the basis of activities that prove to be fraudulent shall be repaid in full or in part.

## ✓ **Profit sharing system**

The profit-sharing system enables the employee to participate in the success of the Pictet Group as a whole and encourages his/her long-term loyalty.

Where an employee becomes entitled to a share of profit, they are assigned a number of "units". Strictly speaking, the unit has no intrinsic value but may be likened to a share with no value (and with no asset rights) that pays a variable dividend.

The number of units held by the employee may be increased depending on factors such as his/her training, experience, skills, responsibilities, commitment and number of years' service with the Group; it may also be reduced.

The profit-sharing system is not guaranteed either in principle or amount. It may not lead to risk taking on the part of its beneficiary.

## ✓ **Other variable elements**

In exceptional cases, FPS pays a guaranteed bonus upon the conclusion of an employment contract or following a period negotiated with the new employee. Such a period may not exceed 12 months.

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FPS may also pay a sign-on bonus at the end of the probationary period or a buy-out bonus as compensation for benefits accumulated under a former employer. These exceptional payments are unique, one-off payments and in all cases are paid in the 12 months following appointment.

✓ **Benefit in kind**

Benefits in kind, such as supplementary pension plans, company cars and meal allowances, are not granted in accordance with the same performance criteria but in relation to seniority, grade or other eligibility criteria.

**2) Performance management**

The aim is to encourage the alignment of personal targets for all employees with those of FPS and their function. The targets taken as the basis for the performance assessment may differ for each of these roles; however, under no circumstances shall performance be assessed on the basis of a single target: there are typically between 5 and 8 targets. The weighting of the targets also depends on the function performed.

It is important to note that even though performance versus the targets is clearly a factor determining the bonus attribution, the end-of-year process is based on the assessment of what we term the "4Ps" – performance (P1), profile (P2), promotion of values (P3) and progression (P4) – and that these four factors are discussed during the employee assessment interview.

**3) Internal control functions**

The individuals performing control functions are remunerated in accordance with their achievement of the targets relating to their functions, regardless of the performance of the areas of activity they control.

**4) Delegation**

Furthermore, FPS ensures that:

- The entities to which Portfolio Management activities have been delegated are subject to regulatory requirements on remuneration that are equally effective as those applicable under these guidelines; or
- Appropriate contractual arrangements are put in place to ensure that there is no circumvention of the remuneration rules in order to pay those individuals, from among the identified staff of the AIFM and the management company, whose professional activity may have a material impact on the risk profile.

## Governance and control mechanisms

**1) Control mechanisms**

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The remuneration levels, package structures and processes in place are reviewed on a regular basis and compared against internal and external benchmarks, the information available in the public domain and also the results of analysis performed by independent external consultants specialising in remuneration.

Payroll is consequently managed in a prudent manner so that the sustainable, long-term growth prospects of FPS are favored. We make a point of ensuring that our Remuneration Policy is aligned with the strategy of FPS, its targets and values, as well as its long-term interests. We consider that by placing the emphasis on identifying an appropriate mix of fixed and variable elements for each function we will not encourage our employees to take excessive risks.

Our policy in terms of risk management aims to protect the management company, our employees and our clients, and must take account of the regulatory requirements and best practice in the market. The remuneration policy integrates sustainability risks by way of the policies and procedures which employees are bound to respect. Compliance with internal policies and procedures form a part of an employee's annual review, which may include ESG limitations and taking into account sustainability risks. In addition, employees are held to the Group's general engagement on sustainability and responsible investing, as relevant to their function."

## **2) Governance**

### **✓ Role of Partners**

As owners and managers of the firm, the Pictet Partners play a very active role in defining the Group's pay policy and the remuneration structures applied in various sectors of activity as well as in determining certain individual packages, in particular those for members of Management and senior executives within the Group's different legal entities.

### **✓ Role of line of management**

The process of assessing each employee on an annual basis is the responsibility of his/her line manager: the latter assesses the performance of the employee versus the targets set at the beginning of the year, sets new targets for the year ahead and communicates these during the career progression interview.

The final stage in the end-of-year process is the "turnstile" meeting where each FPS employee sees his/her manager (often accompanied by the line manager's manager, the CEO of FPS and in some cases Partners), who informs him/her of the decisions taken with regard to his/her remuneration and any new appointment.

### **✓ Role of human resources and finances**

The Human Resources department provides support to the Partners, the sector heads, the CEO of FPS and the managers in the areas related to remuneration.

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The Chief Financial Officer ("CFO") and the Finance department ensure (together with Human Resources and the relevant risk control functions) the Group's capacity to fund and pay the different elements of the remuneration.

✓ **Role of control functions**

At Group level, the Partners' committee obtains verification at appropriate intervals that the implementation of the remuneration system complies with the policies and procedures defined by the control functions.

At FPS level, this examination is performed on a periodic basis by the internal audit unit and a report of the results is sent to the Board of Directors and the Partners' committee.

✓ **Role of local management**

Based on the general principles that the Partners' committee has drawn up governing the Remuneration Policy, the Board of Directors of FPS validates the Policy as well as any subsequent amendment or addition. A formal procedure is drawn up to report the various changes made to the Remuneration Policy.

The Management Committee of FPS is responsible for adoption, together with the implementation of this Remuneration Policy locally, while taking account of the requirements of the Directives.