

REMUNERATION POLICY

Date	In charge	Description/cause of the modification	Codir	Board approval
03/2021	V. Balsamo	Update		
12/2022	N. Hanus	Update		30/12/2022
09/2023	N. Hanus	Update	09/2023	24/10/2023
03/2024	N. Hanus	Update		31/05/2025
02/2026	N. Hanus	Update	02/2026	31/03/2026

Contents

1	Introduction	3
2	Scope and Objective	3
3	Definitions	6
3.1	Remuneration and Risks	7
3.2	Fixed Remuneration	7
3.3	Variable Remuneration.....	7
3.3.1	Determination of the Variable Remuneration	7
3.3.2	Guaranteed Variable Remuneration	8
3.3.3	Other Terms and Conditions relating to Variable Remuneration.....	8
3.3.4	Balance between Fixed and Variable Remuneration.....	9
3.4	Additional arrangements	9
3.5	General prohibition	9
3.6	Features of the remuneration for the independent director.....	9
3.7	Clawback Measures.....	10
3.8	Individual Performance Criteria.....	10
3.9	Proportionality Principle.....	10
4	Supervision and implementation of the remuneration policy.....	11
5	Integration of sustainability risks.....	11
6	Conflict of interest	12
7	Disclosure of information	12
7.1	Disclosure in the Annual Reports and in the offering documentation	12
7.2	Disclosure to AISM employees.....	12
8	Role and remuneration of the control functions	13
8.1	Role of the control functions as regards the investment policy.....	13
8.2	Remuneration of the control functions	13
9	Staff commitment.....	13
10	Monitoring and review	13

1 Introduction

The purpose of this document is to present the existing procedure with regard to the remuneration policy adopted by Alpha Investor Services Management S.A. (« AISM » or the “Company”).

AISM is a company incorporated under the laws of the Grand-Duchy of Luxembourg with a share capital of 750,000 Euros and whose business activities are supervised by the Commission de Surveillance du Secteur Financier (hereinafter referred to as the “CSSF”), with its registered office at 21, Rue Aldringen, L-1118 Luxembourg, and registered under number B165086 at the Registre de Commerce et des Sociétés, Luxembourg (“RCS Luxembourg”).

AISM is a management company of undertakings for collective investment in transferable securities (hereafter “**UCITS**”) pursuant to Chapter 15 of the Law dated 17 December 2010 relating to undertakings for collective investments, as amended from time to time (the “**Law of 2010**”) As per relevant requirements on remuneration aspects prescribed by both the Law of 2010 and the Law of 2013 and subsequent regulations, guidelines and circulars at European and Luxembourg level, AISM has adopted relevant internal arrangements as further described in this remuneration policy (the “**Policy**”).

In addition, the Company is licensed by the CSSF to provide investment services, primarily the management of portfolios of investments, including those owned by pension funds and institutions for occupational retirement provision, in accordance with mandates given by investors on a discretionary, client-by-client basis pursuant to the provisions of Article 101 (3) (a) of the UCI Law.

2 Scope and Objective

This Remuneration Policy (the “Policy”) is designed with a view to ensure that AISM is fully compliant with the requirements set out in various pieces of legislation and regulation, as follows:

- (i) the UCI Law, and in particular its Articles 111a. and 111b.;
- (ii) the Law of April 5th, 1993, relating to the financial sector, as amended, and in particular its Articles 38-5, 38-6, 38-9, 38-10 and 38-11;
- (iii) the law 20 May 2021 (new CRD V rules in Luxembourg law : thresholds, remuneration committee, group rules, proportionality)
- (iv) the law 30 May 2018 (MIFID II transposition)

- (v) CSSF Circular 10/437 on guidelines concerning the remuneration policies in the financial sector;
- (vi) CSSF Circular CSSF 11/505 on details relating to the application of the principle of proportionality when establishing and applying remuneration policies that are consistent with sound and effective risk management;
- (vii) CSSF Circular 15/622 on the higher ratio notification procedure applicable to remuneration policy;
- (viii) CSSF Circular 18/698 on the authorisation and organisation of investment fund managers incorporated under Luxembourg law;
- (ix) Circular CSSF 22/797 on the application of the guidelines of the European Banking Authority on sound remuneration policies under Directive 2013/36/EU (repeal of Circular CSSF 17/658 and 11/505);
- (x) Circular CSSF 23/841 repeal of Circular CSSF 14/585, modification of Circular CSSF 07/307 and application of the guidelines of the European Securities and Markets Authority (“ESMA”) on certain aspects of the MIFID II remuneration requirements (ESMA35-43-3565);
- (xi) Circular CSSF 25/884 (application of EBA guidelines on remuneration policies IFR/IFD)
- (xii) The commission recommendation of 3T April 2009 on remuneration policies in the financial sector (guiding principles to avoid incentives for excessive risk-taking, applicable to all financial institutions in the EU)
- (xiii) Directive 2013/36/EU on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC
- (xiv) Directive 2019/878 amending Directive 2013/36/EU as regards exempted entities, financial holding companies, mixed financial holding companies, remuneration, supervisory measures and powers and capital conservation measures
- (xv) Directive 2014/65/EU on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (MIFID II Directive (remuneration requirements aimed at avoiding conflicts of interest in the provision of investment services)
- (xvi) The European Securities and Markets Authority Guidelines (the “ESMA Guidelines 2016/575”) on sound remuneration policies under the UCITS Directive 2009/65/EC as amended by Directive 2014/91/EU (UCITS V);
- (xvii) Regulation (EU) 2019/2088 on “sustainability-related disclosures in the financial services sector (SFDR Regulation)” and appropriate information on how this policy is consistent with the integration of sustainability risks.

This Policy is applicable to:

- (i) the members of the Board of Directors of AISM, be they executive or independent
- (ii) (ii) AISM’s Conducting Officers and employees
- (iii) (iii) the employees of service providers when acting for, or on behalf of, AISM (all the foregoing hereinafter referred to as the “employees”).

It shall also apply, to the extent necessary and on basis of the proportionality principle, to other entities belonging to AISM, including any branches or representative offices located elsewhere than Luxembourg.

The objective of the Policy is to lay down the principles governing how the remuneration of AISM's employees shall be established, applied, and monitored.

This Policy considers the principle of proportionality, whereby its core principles are set out "in a way and to the extent that is appropriate to their size, internal organisation and the nature, scope and complexity of their activities" (Article 111b. (1) of the UCI Law) -see Section 10.

The overall philosophy of this Policy is to:

- Ensure that AISM's remuneration structure is in line with the business strategy, objectives, corporate values, economic interests and long-term perspective of AISM acting as UCITS management company or AIFM and the collective investment schemes ("CIS") it manages as well as their investors
- Not encourage risk-taking which is inconsistent with the risk profiles, rules or articles of incorporation or management regulations of the CIS AISM manages nor impair compliance by AISM with the obligation to act in the best interest of the CIS it manages
- Ensure consistency with and promotion of sound and effective risk management to avoid excessive risk taking
- Avoid or manage conflicts of interest

Under UCITS V, details of the remuneration policy must be included in the prospectus, the Key Investor Information Document (KIID) and the annual report of the Funds.

The ESMA guidelines on sound remuneration policies under the UCITS Directive (ESMA/2016/575) also confirm that *"In taking measures to comply with the remuneration principles management companies should comply in a way and to the extent that is appropriate to their size, internal organisation and the nature, scope and complexity of their activities"* and provide further clarification on the criteria of size, internal organisation, nature, scope and complexity of activities to be assessed from a proportionality perspective.

3 Definitions

Inourced Control Functions	Refers to the Compliance and the Risk Management functions of AISM
Risk-Takers	Refers to AISM's employees who are in a Front-Office role, i.e. Portfolio Management and Sales and Marketing
Identified Persons	Refers to the Board of Directors, Conducting Officers (meaning the persons in charge of the day-to-day management of the Company), control functions (i.e. internal audit, risk manager, compliance officer and if and when applicable, legal officer), staff responsible for heading the portfolio management, administration, marketing and human resources
Remuneration	Remuneration consists of all forms of payments or benefits made directly by, or indirectly, but on behalf of the Company, in exchange for professional services rendered by staff. All remunerations can be divided into either fixed remuneration (payments or benefits without consideration of any performance criteria) or 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, options to staff members, pension contributions, or non (directly) monetary benefits (such as health insurance, discounts, fringe benefits or special allowances for car, mobile phone, etc.).
Fixed Remuneration	Refers to contractual remuneration with monetary payments or benefits without consideration of any performance criteria regarding AISM's employees

Variable Remuneration

Refers to additional monetary payments or benefits depending on the performance of AiSM's employees (i.e. annual bonus).

3.1 Remuneration and Risks

AiSM strives for remuneration to comply with the applicable rules and regulations, as well as market standards. Competitive remuneration is an important component allowing it to attract, motivate, and thus retain employees. However, variable remuneration in particular may lead to excessive risk-taking on both general and sustainability risks. That's why the Company shall monitor on the ongoing basis the balance between the fixed and variable remuneration, aiming at promoting long-term sustainable performances.

Remuneration levels are justified according to the performance of the individual concerned. The total amount of variable remuneration is based on a combination of the assessment of the performance of the employee and the overall results of the product (where relevant), as well as the conduct of the employee under any relevant internal procedures, policies, and compliance requirements (which may, to the extent applicable, include factors relating to Sustainability Risks). This will be reviewed as appropriate on a regular basis.

3.2 Fixed Remuneration

AiSM shall remunerate its Conducting Officers as well as its employees primarily with a fixed remuneration (contractual remuneration).

Fixed remuneration is set on an individual basis with consideration to the employee's level of education and professional experience, as well as market standards in respect of the relevant position. The remuneration also includes lunch vouchers for risk-takers, insourced control function and staff only. Some adjustments can be made to reflect the changes in the market, the changes in the position of staff members or to adjust to the seniority of staff members if this has a direct impact on the performance. The base salary is fixed and then it does not depend on the performance.

3.3 Variable Remuneration

3.3.1 Determination of the Variable Remuneration

Each year, a variable cash incentive can be earned based on the assessment of the employee's performance. Variable remuneration shall be determined and paid after the end of the financial year.

There is no obligation for the Company to pay any bonus and the amount of the bonus is decided by the Board taking into account:

- the performance of the employee
- the financial situation of the Company, and,
- the strategy and the objectives of the Company

As a general principle, the variable remuneration will be considerably contracted where subdued or negative financial performance of the Company or of the CIS concerned occurs, considering both current compensation and reductions in pay-outs of amounts previously earned, including through malus or claw back arrangements.

The assessment of the financial results of AISM shall be conducted using a multi-year perspective.

3.3.2 Guaranteed Variable Remuneration

By principle, AISM shall not offer guaranteed variable remuneration to its employees and senior management members (risk-takers, insourced control functions and staff).

Deviations from this principle may only be made if such variable remuneration is paid to an employee in connection with a new employment and shall be limited to his/her first year of employment within AISM (e.g. a sign-on bonus to cover variable remuneration generated at a previous employer which is not paid out by such employer).

3.3.3 Other Terms and Conditions relating to Variable Remuneration

In the event an employee's employment with AISM is terminated, either at his/her own initiative or at the initiative of AISM, and regardless of the reason for such termination, before any variable remuneration is paid out, then the employee is not entitled to any variable remuneration at all.

Employees may not use personal risk hedging strategies or take out insurances that aim at reducing or eliminating the effects of variable remuneration being adjusted or cancelled altogether.

3.3.4 Balance between Fixed and Variable Remuneration

Remuneration that is comprised of both fixed and variable remuneration shall be appropriately balanced. Fixed remuneration (contractual remuneration) shall represent a sufficiently high proportion of global remuneration to allow the operation of a fully flexible approach regarding variable remuneration, including the possibility to pay no variable remuneration at all.

In any event, variable remuneration shall not exceed 100% of fixed remuneration (contractual remuneration) for no AISM identified person individually taken.

3.4 Additional arrangements

In addition to the main conditions of employment, some additional arrangements can be included in the employment agreements. These arrangements can include expense and relocation allowances, medical insurance, accident insurance, contributions to employees' personal pension plans or car arrangements.

3.5 General prohibition

Some arrangements are excluded from those authorized by this policy:

- Variable salary (partly or fully depending of some criteria)
- minimum bonus
- multi-year guaranteed bonus
- golden parachute
- payment in instruments (stock option, equity instruments...)

3.6 Features of the remuneration for the independent director

For the performance of his services, the independent director shall be remunerated through an annual flat fee.

3.7 Clawback Measures

AISM must maintain a sound financial situation, and thus must take into consideration any negative financial result when determining variable remuneration.

Accordingly, if AISM needs to strengthen its financial situation in a given accounting year, variable remuneration to employees shall be reduced or not paid as appropriate.

As defined by the ESMA Guidelines, “Clawback” means that, in certain circumstances as follows (exemplative list), AISM can decide that identified person(s) will pay back all or part of the variable remuneration which he/she received:

- evidence of misbehaviour or serious error by the employee (e.g. breach of policies and procedures, especially concerning risk management and/or excessive assumption of sustainability risks)
- fraud or negligence to the detriment of the Company and, in general, a non-compliant conduct with applicable laws and regulations requirements
- whether AISM and/or a specific business unit and/or units of the CIS subsequently suffers a significant downturn in the fund financial result

3.8 Individual Performance Criteria

Each employee shall be informed of the individual criteria that govern his/her remuneration and how his/her performance is assessed.

A general individual criterion is that the employee has acted in compliance with all relevant laws and regulations, as well as with AISM’s internal policies and procedures.

3.9 Proportionality Principle

In accordance with the principle of proportionality (mainly due to the size and type of the activities carried out), AISM:

- Shall not make arrangements for variable remuneration to be paid out in the form of shares of AISM nor of units/shares of the CIS
- Shall not make arrangements for the deferral over a period of time of the variable remuneration payments; and
- Shall not set-up a remuneration committee.

4 Supervision and implementation of the remuneration policy

The Board of Directors of AISM shall:

- Ensure that AISM's financial situation will not be adversely affected by:
 - (i) The overall pool of variable remuneration that will be awarded

and

- (ii) The amount of variable remuneration that will be paid or vested.

In the event AISM becomes unable to maintain a sound financial situation, it will have an impact on the variable remuneration to reduce it.

- Establish and approve the general remuneration principles and is responsible for the application and follow-up of this Remuneration Policy

Based on the foregoing principles, the Board of Directors shall resolve on:

- The total amount of variable remuneration to be paid for each accounting year (after the end of the financial year)
- Individual remuneration to Identified Persons, based on pre-determined and measurable criteria
- Measures for the implementation of this Policy, including clawback measures
- Any exception regarding the application of this Policy.

The Conducting Officers of AISM, who have the supervisory function as defined in the ESMA Guidelines, shall prepare decisions on measures for the application and the follow-up of this Policy.

5 Integration of sustainability risks

The Policy considers the integration of sustainability risks as required by Regulation (EU) 2019/2088 as follows:

- Personal capability of each and all the identified persons to cover and perform the duties of the role in a manner that is sustainable
- The quality and typology of the financial performance achieved during the period by the Company through its activities and from sustainable financial investments.

6 Conflict of interest

Possible conflicts of interest, criteria for the identification of conflicts of interests and implemented measures taken to avoid or to manage conflicts of interest are described in further detail in the “Conflict of interest policy”.

7 Disclosure of information

7.1 Disclosure in the Annual Reports and in the offering documentation

An account of all remuneration paid by AISM to employees shall be disclosed in the offering documentation of the CIS. The reports shall indicate the way in which this Policy is structured and applied as well as a statement that the details of the remuneration policy are available on a website and by a paper copy.

Annual Reports shall indicate:

- The total amount of remuneration during the fund’s financial year, split into fixed and variable remuneration, paid by the management company to its staff, the number of beneficiaries, and any amount paid by the CIS itself
- The aggregate amount of remuneration broken down by categories of employees or other members of staff that are subject to the remuneration rules. This appears to require a breakdown of remuneration by each category of staff, including senior management, other risk takers and control functions
- A description of how the remuneration and benefits have been calculated

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

7.2 Disclosure to AISM employees

This Policy shall be made available to all employees.

AISM shall inform each employee of the criteria that govern their remuneration, and how their performance is assessed.

8 Role and remuneration of the control functions

8.1 Role of the control functions as regards the investment policy

The compliance function will analyse how the remuneration structure affects the Company's compliance with legislation, regulations, and internal policies.

The internal audit function will periodically carry out an independent audit of the design, implementation and effects of the Company's remuneration policies as further detailed in section 10.

8.2 Remuneration of the control functions

The remuneration of the internal auditor will be fixed based.

The Board will compensate the other control functions, in accordance with the achievement of the objectives linked to their functions, independent of the performance of the business area they control.

9 Staff commitment

The relevant Identified Staff will be 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.

10 Monitoring and review

The implementation of this Policy will be reviewed at least annually by AISM's Compliance Officer, and any change to it shall be submitted for the approval of the Board of Directors.

A distinct review shall also be conducted on a yearly basis by AISM's Internal Audit function and shall be commented upon into the latter's annual report. This report shall be submitted to the Board of Directors and to the CSSF.