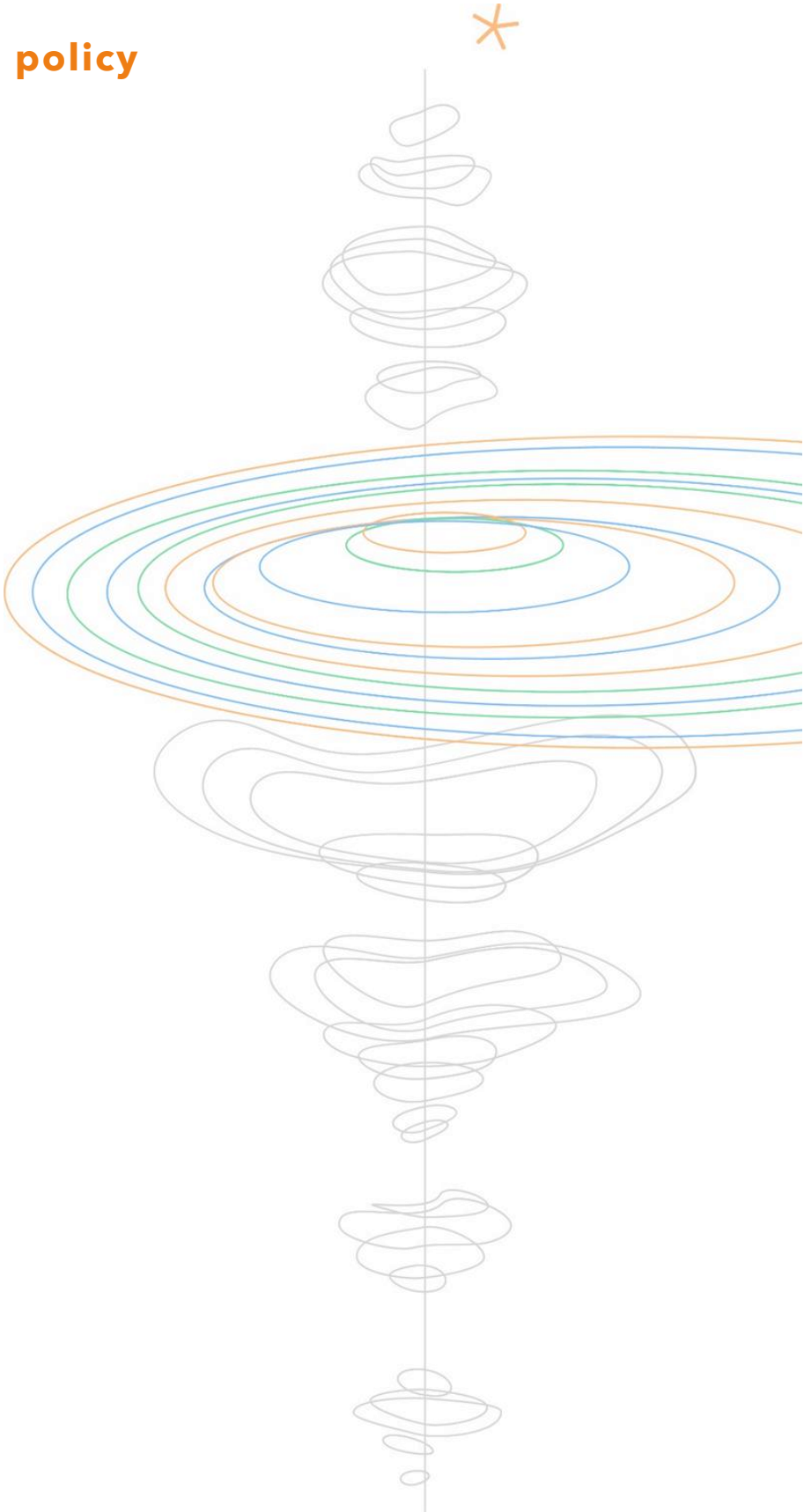


TOBAM Remuneration policy



The **remuneration policy** is effective as of 31/12/2016 (the "Remuneration Policy") and therefore concerns the remuneration received by the Identified Persons (as defined below) in respect of their remuneration received unless amended accordingly.

TOBAM is acting as an asset manager of UCITS and AIF funds. Pursuant to AIFM 2011/61/EU and UCITS V 2014/91/EU Directives, the Executive Committee has validated the following policy.

Therefore the ESMA Guidelines on sound remuneration policies under the UCITS Directive and under AIFMD have been kept under appropriate consideration.

I. Scope

This Remuneration Policy represents a set of rules in order to be consistent with and promote effective risk management and never encourage risk taking which is inconsistent with the risk profiles, rules or instruments of incorporation of the funds managed by TOBAM. Therefore, TOBAM's Remuneration Policy consists of rules designed to protect the interests of our investors by appropriate governance requirements. The Remuneration Policy is available on TOBAM's website.

II. General Governance

The Remuneration Policy is the responsibility of the TOBAM Executive Committee. The Executive Committee ensures that the Remuneration Policy complies with an effective risk management framework and it ensures that there is an alignment of the risk appetite of Tobam and the investment strategy of the funds concerned.

The Executive Committee reviews the Remuneration Policy once a year. It will seek any input from the operational teams as for example Human Resources, Compliance, Risks and any other third party as it may deem necessary. Any time the Executive Committee takes a decision, it should take into account the long-term interest of investors and other stakeholders and public interest.

The Executive Committee members, the Head of Human Resources form the Remuneration Committee. Its role is to issue a recommendation on the correct application of the remuneration policy.

III. Identified Persons

The Remuneration Policy shall apply to all employees of TOBAM. However only Identified Persons shall be subject to the Variable Remuneration Rules.

The Identified Persons shall be performing professional activities that have a material impact on the risk profiles of the UCITS Funds managed by TOBAM, in this regard, the Executive Committee have determined the following to be Identified Persons:

- Executive Committee,
- Heads of support functions (including but not limited to Head of Marketing, Head of HR, Chief Financial Officer, Head of Legal, Head of IT, Head of Client Service and Head of Business Development),
- Members of the Portfolio Management and trading team,
- Members of the Compliance team;
- Members of the Risk team;
- Head of Sales or any other employee having a significant impact on the risk profile of the UCITS funds managed directly by TOBAM.

This list may be extended upon the Executive Committee's decision.

IV. Remuneration Components

General principles

All remuneration received by any of the Identified Persons shall fall under the Remuneration Policy. It shall include any form of payment or benefit, any amount paid or transfer of shares, monetary or non-monetary payment.

In any case, no payment shall pursue the objective to avoid the application of the Regulation.

The remuneration is composed of a fixed remuneration and a variable remuneration (even some non-monetary remuneration).

The Executive Committee with the Human Resources assistance will ensure that the total remuneration is appropriately balanced.

Fixed Remuneration

The fixed remuneration takes into account the position, responsibilities and the level of remuneration for this kind of position on the market. There may also be in-kind benefits for some employees. The value of this non-monetary remuneration shall be taken into account as part of the fixed remuneration.

The Executive Committee and the relevant manager will re-examine the fixed remuneration of the employees on an annual basis.

Variable Remuneration

- **Evaluation of the performance**

The variable remuneration depends on the performance of each employee and is entirely discretionary. The variable remuneration cannot be guaranteed although it may be possible to agree on predetermined bonus to a newly hired employee for his/her first year. It will vary taking into account the achievement of each employee's predetermined objectives. The objectives shall be determined at the beginning of each year and formalized during the annual review.

The manager shall agree certain objectives with each member of its team that are in accordance with TOBAM's strategy of development for the coming year to assess at the end of the period the performance of each person. The objectives are composed of quantitative and qualitative objectives together with an assessment of the individual's overall performance of their role. The remuneration structure does not encourage excessive risk-taking with respect to sustainability risks. Employees that are designated as being relevant to the sustainability measures at TOBAM are notified as such and this metric is included in their annual performance review. TOBAM's performance management, reward and personal development processes such as end of year appraisal processes have a responsible investment element for managers and employees involved in ESG risks and opportunities considerations.

Goals and responsible investment considerations are included in appraisal processes and variable pay is linked to the inclusion of risks and opportunities related to ESG.

The risk alignment process should use a mix of quantitative and qualitative approaches.

In fact sales' bonus is calculated according to a formula and includes a discretionary part linked to compliance with TOBAM's procedures and Code of Ethics and with TOBAM's values.

The Human Resources will supervise the way each manager implements its annual reviews and the determination of the objectives of its team.

- **Attribution of the variable remuneration**

The process below is performed in order to align the horizon of risk and performance measurement with the holding period recommended to the investors of the funds managed by Tobam and their investment risks.

Variable remuneration paid in cash and in financial instruments:

If the variable remuneration is above 200,000 EUR, the company will pay at least 50% of the variable remuneration in financial instruments.

In relation to the cash component of the variable remuneration and : when this component is higher than 200,000 EUR, specific rules apply:

- A maximum of 60% shall be paid immediately,
- At least 40% will be deferred over a period of three years and paid evenly each year.

Eligible instruments could include shares in the TOBAM Group or other instruments complying with the regulation.. A vesting period of at least 6 months for these instruments is applicable for employees in the ESMA zone.

TOBAM forbids employees who receive financial instruments as part of their variable remuneration to hedge part or all of it.

If during the deferred period, an employee is convicted of fraud, intentional misconduct, or if the Executive Committee considers the remuneration variable is not sustainable according to the financial situation of the Management Company as a whole and justified according to the performance of the business unit, the UCITS or the individual concerned, the Executive Committee may decide to waive or apply certain conditions to all or part of this deferred remuneration.