



## **SUMMARY OF THE REMUNERATION & INCENTIVE POLICY OF EURIZON SLJ CAPITAL LIMITED**

May 2021

The "Remuneration and Incentive Policy of Eurizon SLJ Capital Limited" (hereinafter also referred to as the "Policy") is prepared on the basis of the Intesa Sanpaolo Group's (the "Ultimate Parent Company") Remuneration and Incentive Policies and, although not in conflict, not regulated or more restrictive, in compliance with European ("UCITS") and national (Law of December 2016) provisions governing the asset management sector.

The Policy is structured in three sections:

- Section I: Procedures for the adoption and implementation of the Remuneration and Incentive Policy", which describes the roles and responsibilities of the Board of Directors (the "Board") and the company's internal structures for the adoption and updating of the Policies;
- Section II: Principles, systems and instruments for remuneration and incentive", which details the remuneration and incentive systems and the related adoption and activation procedures;
- Section III: Rules for identifying personnel who have a material impact on the risk profile of the Ultimate Parent Company, Eurizon SLJ Capital Limited (the "Company") or the assets under management", which describes the principles and criteria used to identify personnel who have a material impact on the risk profile of the Company.

## **SECTION I: PROCEDURES FOR THE ADOPTION AND IMPLEMENTATION OF REMUNERATION AND INCENTIVE POLICIES**

As specified in the Articles of Association, the Shareholders' Meeting, on proposal of the Board of Directors (the "Board"), establishes the remuneration and other forms of compensation of the members of the Board.

The shareholders' meeting is also provided, at least annually, with a report (i) on the methods used to implement the remuneration and incentive policies (so-called ex-post disclosure), divided by roles and function and (ii) on the results of the audits conducted by the Internal Audit Function of Eurizon Capital SGR (the "Parent Company") and on the adoption of any corrective measures.

The Board reviews the Company's Policy on an annual basis and ensures that it is consistent with the overall choices made in terms of taking on risks, long-term strategy and objectives, corporate governance and internal controls. In defining the Policy, the Board involve the competent corporate functions in the process, each for its own responsibilities.

The Resources Change Management and Business Support Department of the Parent Company coordinates the process of defining and managing the Company's Policy. The Risk Management Function of the Parent Company participates in the process of defining the Policy, assessing the alignment of the remuneration structure with the Company's risk profile, while the Compliance & Risk Officer Function of the Company verifies that the Policies are consistent with the objectives of compliance with the rules, the Articles of Association and the Code of Ethics or other standards of conduct applicable to the Company or the Ultimate Parent Company, in order to limit the assumption of legal and reputational risks. Every year, at the end of the application cycle of the Policy, the Internal Audit Function of the Parent Company checks that the remuneration practices comply with the approved Policy and that they are in line with the relevant legislation. The results of the checks carried out are brought to the attention of the Shareholders' Meeting on an annual basis.

## **SECTION II: PRINCIPLES, SYSTEMS AND INSTRUMENTS FOR REMUNERATION AND INCENTIVES**

The Policy aims to align management and personnel behaviour with the interests of all Stakeholders, directing their action towards achieving sustainable medium/long-term objectives within the framework of prudent assumption of current and future risks, as well as helping to make the Company and the Group an "Employer of choice" in terms of their ability to attract, motivate and retain the best resources.

In particular, the Policy is based on the following principles:



The Company pays great attention to the issues of "Diversity & Inclusion" and is committed to implementing and disseminating, within and outside the Company, a policy in favour of the inclusion of all forms of diversity. In this context, the Company, in line with the final decisions made in 2020 by the Intesa Sanpaolo Group, will implement the "Principles on Diversity & Inclusion" within which specific commitments were made aimed at ensuring gender equity in HR processes and people management in 2021. The Company, in line with the provisions of the Group, adopts a gender-neutral Policy that contributes to pursuing complete equality among personnel. The Policies ensures that for the same activity carried out, all personnel have an equal level of remuneration, also in terms of the conditions for its recognition and payment.

## **SEGMENTATION OF PERSONNEL**

The Policy is based on a logic of segmentation of personnel, which allows the principles of merit and fairness to be defined operationally in order to appropriately differentiate total remuneration, as well as to provide for specific mechanisms for its payment for the various clusters of personnel, with particular focus on those with regulatory relevance for which stricter requirements are envisaged.

In application of these logics, the Company's personnel can be divided into two macro-segments:

- Risk Taker;
- Professional.

## **IDENTIFICATION OF COMPANY RISK TAKERS**

As an asset management company belonging to a banking group, the identification of the "most significant personnel" (the so-called "Company Risk Taker"), i.e. the categories of persons whose professional activity has or may have a significant impact on the risk profile of the Company or of the managed UCIs, takes place both (i) at Group level, in application of the provisions of the banking regulations (CRD IV) and (ii) at Company level, in accordance with the provisions of the regulations governing the asset management sector.

The "Company Risk Takers" population consists of the following persons:

- i) The Chief Executive Officer;
- ii) The Co-Chief Investment Officer;
- iii) The Head of Operations & Outsourcing Control;
- iv) The Compliance & Risk Officer.

## **THE STRUCTURE OF REMUNERATION**

The remuneration structure of the Company's personnel includes:

- the fixed component, defined on the basis of the contractual framework, the role held, the responsibilities assigned, the particular experience and competence matured by the employee.
- the variable component (short and long term), linked to the services provided by the personnel and symmetrical with respect to the results actually achieved and the risks prudentially assumed.

It is the Ultimate Parent Company's and the Company's practice to establish ex-ante maximum and balanced limits on variable remuneration for all personnel segments, by defining a specific "cap" on the increase in bonuses in relation to any over-performance.

In compliance with current industry regulations and the Ultimate Parent Company's Remuneration Policies, there is a maximum limit on the variable remuneration compared to the fixed remuneration of:

- 400% for Personnel belonging to the Portfolio Managers category (including Risk Takers);
- 200% for Group Risk Takers not belonging to the Company Control Functions and the Personnel belonging to the commercial chain dedicated to the non-captive market;
- 100% of the fixed remuneration for the other roles not belonging to the Company Control Functions;
- 33% of the fixed remuneration for the roles belonging to the Company Control Functions.

Remuneration may not be paid in any form, instrument or manner that circumvents the provisions of the law.

It should be noted that in the face of the macroeconomic situation resulting from the Covid-19 pandemic, in line with the recommendation addressed to the Ultimate Parent by the European Central Bank (the "ECB") in December 2020 on the adoption of extreme restraint with respect to the decisions relating to variable remuneration for employees whose professional activity has or may have a significant impact on the risk profile of the Group (the so-called "Group Risk Taker"). In this context, the Group - and the Company as part of it - adopts the utmost prudence in defining the premiums accruing by the Group's Risk Takers for the current year which translates into a contingent reduction in the maximum amount of accrued variable remuneration.

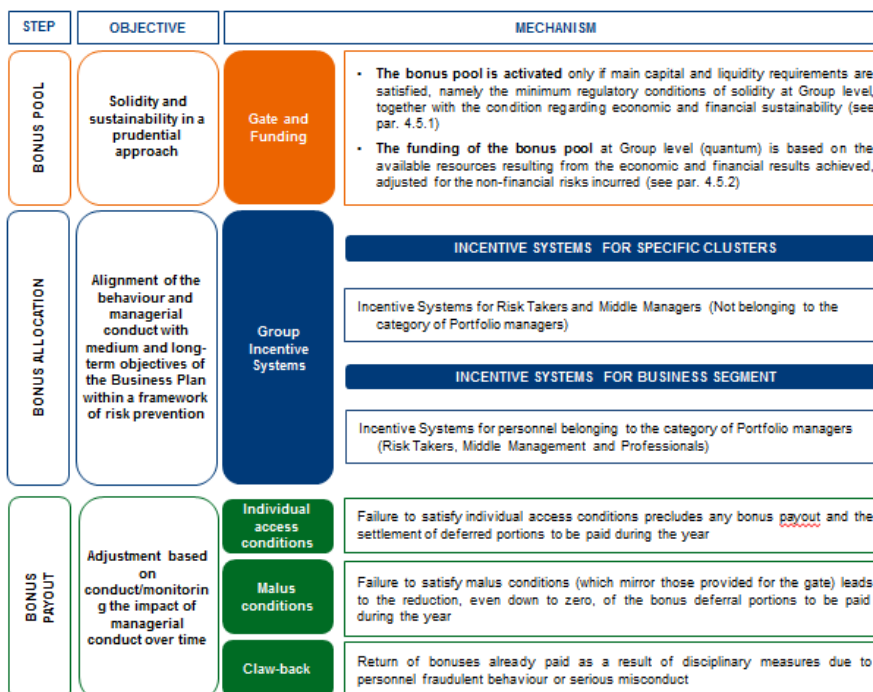
However, if the macroeconomic context improves, if the results of the Group are confirmed at least in line with budget forecasts and the ECB does not renew the recommendations for moderation on variable remuneration for Risk Takers (currently in force until September 30, 2021), the Group reserves the right to review the premiums accrued by the Group's Risk Takers during the year until the levels set ordinarily are restored.

### ANNUAL INCENTIVE SCHEMES

The annual incentive schemes adopted by the Company, in line with the provisions of the Ultimate Parent Company:

- are geared towards achieving the medium and long-term objectives set out in the Corporate Plan;
- take into account the Ultimate Parent Company's Risk Appetite and Risk Tolerance, as well as the risk/return profile of the various assets managed;
- are aimed at promoting value creation objectives for the current year, within a framework of sustainability, given that the premiums paid are correlated to the financial resources available.

The following is a synoptic diagram of the operating mechanisms and main characteristics of the annual incentive systems:



All the incentive and bonus systems for the Company's personnel are subject to the following types of conditions:

- conditions for activation at the Ultimate Parent Company and Company level inspired by the principles of financial sustainability of the variable component of remuneration;

- financing conditions provided for by a structured financing mechanism at the Ultimate Parent Company level and in the Asset Management Division;
- individual access conditions.

Failure to meet the above conditions will result in the non-activation of incentive schemes for the Company's personnel. This system is designed to reward the best performance, with a view to optimizing the risk/return ratio, also taking into account the Company's results and assets under management, through the assignment of *ex-ante* objectives and the *ex-post* evaluation of the results achieved with respect to the objectives assigned.

The "Most significant personnel" and personnel who receive short-term variable remuneration in excess of 100% of the fixed remuneration are subject to stricter conditions of payment, such as:

- deferral, i.e. the payment of part of the bonus in the years following the year in which the up-front portion accrues (which occurs in the year following the year in which performance is measured);
- allocation partially in cash and partially in units of Units in Collective Investment Schemes ("UCIs") managed by the Company;
- provision of a retention mechanism for the units of managed UCITS assigned;
- provision of *ex-post* correction mechanisms such as malus clauses.

In particular, for those who receive a variable remuneration of a particularly high amount, it is also envisaged<sup>1</sup>:

- the deferral from 40% to 70% of the variable component, assigned in tranches over a time horizon of 2<sup>2</sup> to 5 years;
- the assignment of a significant share (equal to at least 50%) in financial instruments, through the assignment of quotas of UCIs managed by the Company, equally balanced between up-front and deferral remuneration;
- a holding period for the assigned units of managed UCITS (two years for the upfront component and one year for the deferred component).

The deferred portion is subject to the employee remaining in the Group of the Ultimate Parent Company at the end of the deferral period/at the deadlines set for the delivery of the units of managed UCIs, except as provided for in the event of termination of the employment relationship, as well as to *ex-post* correction mechanisms, such as:

- i. the so-called "malus condition", according to which the amount recognised and/or the number of units of UCIs managed may be reduced, to zero, in the year in which the deferred portion is paid);
- ii. the activation of claw-back mechanisms, or the repayment of bonuses already paid, in the presence of negative events directly attributable to the conduct of the person that have compromised the sustainability of the Company's results or of the assets managed;
- iii. the absence of the so-called individual compliance breaches - such as violations sanctioned by name by the Supervisory Authorities, disciplinary measures, etc. - which would entail the non-payment of the bonus for the year in which the compliance breach was committed and the cancellation of the deferred shares whose vesting conditions refer to the same year.

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<sup>1</sup> To individual employee is explicitly forbidden undertake personal hedging or insurance strategies on their remuneration or other aspects that may alter or undermine the effects of the alignment with risk inherent in the various remuneration mechanisms adopted by the Group and the Company.

<sup>2</sup> The 2-year deferral refers only to cases in which the variable remuneration is greater than 100% of the fixed remuneration but equal to or less than the materiality threshold, and is assigned in cash.

That said, the company, in line with the Group Policies, has defined an identification threshold for the so-called "Relevant Bonus" (materiality threshold) equal to 50,000 euros for Group Risk Takers. For corporate Risk Takers and Professionals, in continuity with the practices adopted, the materiality threshold of 80,000 euros is maintained. The variable remuneration, the amount of which is inferior to the aforementioned thresholds, is paid up front and entirely in cash provided that the amount received is equal to or less than 100% of the fixed remuneration.

With specific reference to the category of Portfolio Managers, the definition of variable remuneration takes into account the risk/return profile of the various assets managed in order to orient and reward the best performance and at the same time align the incentive schemes with the interests of the investors/customers. This system provides for a direct link with the performance of the UCIs managed over a multi-year period such as to consider, with a specific weighting formula, the performance achieved up to four years prior to the calendar year of reference. In determining the variable remuneration of the category of Portfolio Managers, the Company also takes into account the complexity of the management activity of the individual Manager, as well as the achievement of individual qualitative objectives aimed at rewarding not only the quantitative result, but also the ways in which it is achieved.

This System is designed to promote the achievement of the growth objectives set out in the start-up business plan for the period of time that is necessary for the Company to achieve a positive and/or minimum level of profitability (up to a maximum of three consecutive years), within a broader Group framework in which the conditions of capital strength, liquidity and sustainability are verified.

For the purposes of determining the incentive due, the Company's performance is measured with respect to the milestones envisaged in the specific multi-year business plan and, in any case, in terms of improvement year on year, in line with the medium/long-term objectives that characterise all the Ultimate Parent Company's Incentive Systems.

In accordance with the principle of sustainability, the maximum incentive that can be accrued is in any case limited to and compatible with the economic and financial context of the Company.

## **INTEGRATION OF SUSTAINABILITY RISKS**

The Policy is also consistent with the provisions on the integration of sustainability risks pursuant to EU Regulation 2019/2088 of November 27, 2019 relating to information on sustainability in the financial services sector (Sustainability-Related Disclosures Regulation - SFDR).

In particular, consistency is ensured by attributing a specific objective within the Incentive System of all Group Risk Takers and corporate Risk Takers, among the objectives of strategic action, linked to the company's initiatives, which take into account environmental, social and governance factors (so-called "Environmental, Social and Governance factors" - ESG).

It is specified that, in line with the SFDR Regulation, the Company has adopted a specific "Sustainability Policy" which describes the methodologies for integrating the "sustainability risks" relating to the products - mutual funds and portfolio management - managed. The Company has therefore adopted specific methodologies for selecting financial instruments, appropriately graded according to the characteristics and objectives of the individual products managed, which take into account ESG factors and principles of Sustainable and Responsible Investments (SRI). The criteria for selecting and monitoring issuers based on ESG and SRI profiles integrate the traditional financial analysis of the risk / return profiles of the issuers that the Company takes into consideration in the formation of its investment choices, in order to avoid environmental, social and governance may have a significant negative impact, actual or potential, on the value of the investments of managed assets.

## **SEVERANCE PAY**

With regard to *Severance Pay*, the Company applies the provisions of the Ultimate Parent Company. In this regard, in accordance with the Ultimate Parent Company's Remuneration and Incentive Policies on remuneration, the remuneration agreed upon in view of or on the occasion of the early termination of the employment relationship or for the early termination of the office, for the portion exceeding the provisions of the Collective Bargaining Agreement regarding the indemnity for failure to give notice, constitutes the so-called *severance*. The non-competition agreement is included among these in relation to the total amount paid.

The principles for the definition of these compensations in the Ultimate Parent Company, inspired by the criteria of correlating the severance pay to the continuous performance provided over time and the mitigation of potential litigation, are as follows:

- i. safeguarding the level of capitalisation required by the Regulations;
- ii. "no reward for failure";
- iii. blamelessness of individual behaviour (consistency with compliance breach criteria);
- iv. alignment with international and local best practices.

## **UCITS MANAGEMENT DELEGATIONS**

In the event of delegation of portfolio management or risk management activities of UCIs, the Company shall verify that (i) the delegate is subject to remuneration obligations equivalent to those applicable to the Company and (ii) the contract granting the mandate contains clauses such as to avoid possible circumvention of the regulations.

## **INFORMATION**

The Prospectus of the managed UCIs contains the essential contents of the Policy and practices for personnel, referring to the Company's website for detailed updated information on the same, including the criteria and methods for calculating remuneration and other benefits and the persons responsible for determining remuneration and the allocation of other benefits, as well as the composition of the Board including its Independent Non-Executive Directors. A hard copy or other durable medium containing such information is available to investors free of charge upon request.

The KIID's for each managed UCI also contains a statement that up-to-date detailed information on the Company's remuneration and staff incentive policy and practice is available on the Company's website and that a hard copy or other durable medium containing such information is available to investors free of charge on request.

In accordance with the provisions of national legislation, the Company submits to the Shareholders' Meeting an annual report on the manner in which the Policy has been implemented (so-called *ex post* information), broken down by role and function.

Finally, the Policy is made available to all Company employees.

### **SECTION III: RULES FOR IDENTIFYING STAFF WHOSE PROFESSIONAL ACTIVITIES HAVE A MATERIAL IMPACT ON THE RISK PROFILE OF THE GROUP, THE COMPANY AND THE MANAGED ASSETS.**

Current legislation on remuneration and incentives requires that remuneration policies be defined and applied according to a logic of proportionality related to the role, contribution and impact of personnel on the risk profile of the Ultimate Parent Company and the Company.

The criteria to be used in order to assess whether the professional activities of personnel have a significant impact on the risk profile of the Company and the assets under management must:



- be based on a recognition and assessment of individual positions (responsibilities, hierarchical levels, activities carried out, operating powers, etc.);
- take into account the internal organisation of the asset management company, the characteristics, size, nature, scope and complexity of the other activities carried out (e.g. portfolio management, pension fund management), as well as the number and size of assets managed;
- take into account the process of identifying personnel that has a substantial impact on the Ultimate Parent Company's risk profile, carried out at Group level.

The identification of Relevant Personnel is carried out in line with national regulations.

The Board is responsible for the process of identifying personnel who have or may have a significant impact on the Company's risk profile and assets under management.

The Internal Audit Function of the Parent Company also checks that the process for identifying Relevant Personnel has been correctly implemented and that it complies with the relevant legislation.

The rationale for identifying personnel who have or may have a significant impact on the Company's risk profile and the related list are updated on an annual basis, prior to the preparation of the Company's Policy. On the other hand, Relevant Personnel are updated at least once a year, and in any case also during the year, in the event of any changes to the Company's organisational structure or to the relevant legislation.