

# International Fund Management Limited

## Remuneration Policy

International Fund Management Limited (the “**Company**”) has created and implemented this remuneration policy (the “**Remuneration Policy**”) in line with the provisions of the European Union (Alternative Investment Fund Managers) Regulations 2013 and the European Commission Delegated Regulation No 231/2013, as amended, consolidated or replaced from time to time (the “**Regulations**”). The Remuneration Policy has also been drafted in accordance with the European Securities Markets Authority (“**ESMA**”) Guidelines on Sound Remuneration Policies under the AIFMD (ESMA/2013/232) (the “**ESMA Guidelines**”) and Article 5 of the Sustainable Finance Disclosure Regulation (“**SFDR**”)[1] (the Regulations, the ESMA Guidelines and SFDR, collectively, (the “**Remuneration Requirements**”).

The Remuneration Policy has been prepared in line with the business strategy, objectives, values and interests of the Company and the Funds or the investors of the Funds it serves. It also ensures the Company maintains and applies a sound and prudent remuneration process, which does not impair compliance with the Company’s duty to act in the best interest of the Funds, which identifies and manages any conflicts of interest, promotes sound and effective risk management and does not encourage risk taking which is inconsistent with the risk profile of the Company, or the risk profiles and constitutional documents of the alternative investment funds (“**Funds**”) under management.

The Remuneration Policy has been adopted by the board of directors of the Company (the “**Board**”) and will be reviewed on an annual basis.

### Definition of remuneration

For the purposes of this Remuneration Policy, remuneration consists of:

- All forms of payments or benefits paid by the Company;
- Any amount paid by a Fund itself, including carried interest (e.g. performance fees);
- Any transfer of units or shares of a Fund,

in exchange for professional services rendered by the Identified Staff (as defined below).

Remuneration can be divided into:

- Fixed remuneration (payments or benefits without consideration of any performance criteria); and
- Variable remuneration (additional payments or benefits depending on performance).

Both components of remuneration (fixed and variable) may include monetary payments or benefits (such as cash, shares, share options, cancellation of loans to staff members at dismissal, or pension contributions) or non-monetary benefits (such as discounts, or special allowances for car, mobile phone, etc.).

Ancillary payments or benefits that are part of a general, non-discretionary, Company-wide policy and which pose no incentive effects in terms of risk assumption are excluded from the definition of remuneration.

---

[1] Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector

The Company ensures that variable remuneration is not paid through methods that facilitate the avoidance of the Remuneration Requirements and the Board of the Company retains the primary responsibility for ensuring that the ultimate goal of having a sound and prudent remuneration policy and structure, is not improperly circumvented.

### **Definition of Identified Staff**

This Remuneration Policy covers all staff whose professional activities have a material impact on the risk profile of the Company or of the Funds ("Identified Staff"). Under the ESMA Guidelines, Identified Staff are classified as categories of staff, including senior management, risk takers, control functions and any employee receiving total remuneration that falls into the remuneration bracket of senior management and risk takers, whose professional activities have a material impact on the Company's risk profile or the risk profiles of the Funds and categories of staff of the entity(ies) to which investment management activities or risk management have been delegated by the Company, whose professional activities have a material impact on the risk profiles of the Funds.

The ESMA Guidelines provide further detailed guidance regarding the classification of Identified Staff. On this basis, the Company has determined the following persons to be Identified Staff for the purposes of the Remuneration Policy:

1. all designated persons;
2. all members of the Board;

The Company's ultimate parent is PraxisIFM, a company listed on The International Stock Exchange. All Directors of the Company are part of PraxisIFM and as such, receive no separate remuneration for their role within the Board of the Company.

All Identified Staff are remunerated as employees of the Company with a variable discretionary remuneration, assessed on the basis of their overall individual contribution to the Company and PraxisIFM, with reference to both financial and non-financial criteria and not directly linked to the performance of the Funds.

Any performance related payment is ultimately approved by PraxisIFM's CEO and CFO and designed to not encourage short-term risk taking. Although the performance of the Funds could ultimately affect the performance of the Company because of its business model (the Company may earn a basis point fee from certain Funds), the activities of the Identified Staff have no direct bearing on the performance capabilities of the Funds and the performance of the Funds does not directly impact the remuneration of the Identified Staff. As such, considering the application of variable remuneration principles, the Company considers that the principles of remuneration described in this Remuneration Policy are not inconsistent with, and have no direct impact on, the integration of sustainability risks on the investment decision making process of the Funds.

The investment and risk frameworks of the Company are considered and approved by the Board as a whole. Additionally, the Company also ensure that all new business is referred to and approved by, internal risk and new business committees. With such governance in place, this prevents any one Identified Staff exerting an inappropriate influence over the risk appetite and investment profile of the Company.

## **The Principles affecting pay structure and risk alignment**

The Regulations require the Company to comply with a detailed list of principles when establishing and maintaining its remuneration policies and practices.

The Company has implemented a remuneration structure whereby the fixed and variable components of total remuneration are appropriately balanced, and the fixed component represents a sufficiently high proportion of the total remuneration. As any variable remuneration portion is fully discretionary, the Company retains full flexibility in the operation of the flexible remuneration component and as such, is not guaranteed. This means that any variable remuneration is paid only if it is sustainable according to the financial situation of the Company and PraxisIFM as a whole and justified according to the performance of the Company, together with the overall performance of PraxisIFM and the individual concerned.

In light of the limited impact of the remuneration of the Identified Staff on the risk profile of the Funds and the nature of the business of the Company in its role as a third-party management company, the remuneration structure of the Identified Staff and generally the delegation of the investment management activity for Funds to advisors, the Company believes that it is not appropriate for any variable remuneration that is offered to Identified Staff, to comprise units or shares of its Funds.

Where Identified Staff also receive pension benefit arrangements, these arrangements will be in line with PraxisIFM policies, which the Company has no discretion on.

### **Proportionality**

The Remuneration Policy has been drafted in line with the Remuneration Requirements in a way and to an extent deemed appropriate to its size, internal organisation and the nature, scope and complexity of its activities as a third-party management company.

Within the limits of the ESMA Guidelines, the Board has dis-applied the requirements of the ESMA Guidelines in relation to the following:

- a) variable remuneration in instruments;
- b) retention;
- c) deferral; and
- d) ex post incorporation of risk for variable remuneration.

### **Remuneration Committee**

The Company is mindful of the requirement that management companies which are significant in terms of their size or the size of the funds they manage, their internal organisation and the nature, the scope and the complexity of their activities must establish a remuneration committee responsible for the preparation of decisions regarding remuneration, including those which have implications for the risk and risk management of the Company or the Funds and which are to be taken by the Board in its supervisory function. However, currently the Company does not consider itself to be of a complex nature, nor that its assets under management, or number of Funds sizeable enough to warrant a Remuneration Committee. The appointment of a Remuneration Committee will be reviewed on an ongoing basis and as appropriate.

Despite a Remuneration Committee not being in place at this time, all remuneration is overseen and approved by PraxisIFM's CEO and CFO, whom are independent of the Company's Board.

## **Disclosure**

The Company will disclose any necessary remuneration arrangements if required and a statement of the remuneration as required under the Regulations is available upon request at [info@intfundmanagement.com](mailto:info@intfundmanagement.com).

## **Delegation of Portfolio Management/Risk Management**

When delegating portfolio management or risk management activities according to the Regulations, the Company will ensure that:

- a) the entities to which portfolio management or risk management activities have been delegated, are subject to regulatory requirements on remuneration that are equally as effective as those applicable under the ESMA Guidelines; or
- b) appropriate contractual arrangements are put in place with entities to which investment management activities have been delegated, in order to ensure that there is no circumvention of the remuneration rules set out in the ESMA Guidelines. 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, under the terms of the relevant delegation agreement;
- c) the entities adopt remuneration policies and procedures which are consistent with the integration of sustainability risks into the investment decision making processes, where relevant. The Company shall seek periodic confirmations from each such entity that these policies are being complied with and the remuneration structures are not encouraging excessive risk-taking with respect to sustainability risks and remuneration is limited to risk adjusted performance.

## **Review and Implementation of the Policy**

The Remuneration Policy has been adopted by the Board and the Board is responsible for its implementation. The Remuneration Policy is subject to at least annual review by the Board. The Remuneration Policy is not subject to an independent external review.

The day-to-day implementation of the Remuneration Policy has been assigned to the business, who are responsible for keeping the Remuneration Policy up to date and is overseen by the Compliance Officer, as part of the wider Compliance Monitoring Program.