

- 6.3.4 placing the health and safety of any individual in danger
- 6.3.5 damage to the environment
- 6.3.6 deliberate concealment relating to any of the above
- 6.4 The “failure to comply with any legal obligation” would include a failure to comply with regulatory obligations, as described in this Manual.
- 6.5 We hope that, in many cases, you will be able to raise any concerns with your superior. However, if you would prefer not to raise it with your superior, you should contact the Compliance Officer. Where your superior and/or the Compliance Officer cannot quickly and completely reassure you, a meeting will be arranged with you as soon as possible to discuss your concern. You may bring a colleague or a trade union representative to any meetings under this policy. Your companion must respect the confidentiality of your disclosure and any subsequent investigation. Please note that your superior must discuss any concerns raised with him or her under this policy with Compliance and/or COO.
- 6.6 We hope that staff will feel able to voice concerns openly under this policy. Anonymous disclosures are difficult to investigate. If you want to raise your concern confidentially, we will make every effort to keep your identity secret and only reveal it where necessary to those involved in investigating your concern.
- 6.7 The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases you should not find it necessary to alert anyone externally. The law recognizes that in some circumstances it may be appropriate for you to report your concerns to an external body such as the Whistleblowing Reports Unit set up within the Enforcement Unit of the MFSA. The External disclosures should be made in writing by downloading and completing the Whistleblowing External Disclosure Form available on the MFSA web site.
- 6.8 We aim to encourage openness and will support whistleblowers who raise genuine concerns under this policy, even if they turn out to be mistaken.
- 6.9 Whistleblowers must not suffer any detrimental treatment as a result of raising a genuine concern. If you believe that you have suffered any such treatment, you should raise it with COO or the Compliance Officer.
- 6.10 You must not threaten or retaliate against whistleblowers in any way. If you are involved in such conduct you may be subject to disciplinary action. However, if we conclude that the whistleblower has made a false allegation maliciously or with a view to personal gain, the whistleblower may be subject to disciplinary action.
- 6.11 If you have any general issues or concerns, or require more information on the firm’s whistleblowing policy, please contact the Compliance Officer.

## **8 THE FIRM REMUNERATION POLICY**

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- 6.12 The Remuneration Policy applies to all identified employees whose professional activities have a material impact on the Firm’s risk profile or the risk profiles of the schemes under management. The policy reflects the Firm’s objectives for good corporate governance as well as sustained and long-term creation for shareholders and clients. In addition, it ensures that:
  - a) the firm is able to attract, develop and retain high-performing and motivated employees in a competitive international market;
  - b) employees are offered a competitive and market aligned remuneration package making fixed salaries a significant remuneration component;

- c) employees feel encouraged to create sustainable results and that a link exists with the Firm's growth in business; and
- d) Employees are engaged with the firm's commitment on sustainable development and good governance objectives.

- 6.13 This policy focuses on ensuring sound and effective risk management through:
- i. a stringent governance structure for setting goals and communicating these goals to employees;
  - ii. alignment with the Firm's business strategy, values, key priorities and long-term goals;
  - iii. alignment with the principle of protection of clients, investors and investment funds under management managed by the Firm ensuring prevention of conflict of interests;
  - iv. alignment with the integration sustainability risks on the investment-decision process identified by the Firm; and
  - v. ensuring that the total bonus pool does not undermine the Firm's capital base.

### **Introduction**

- 6.14 The objective of this policy is to establish, implement and maintain remuneration policies, procedures and practices that support the Firm's business objectives and corporate values, including promoting sound and effective risk management, by attracting, retaining and motivating the key talent to achieve its objectives. Furthermore, due to the nature, scale and complexity of the business of the Firm, the Firm currently operates under a derogation from the requirement to:
- (i) establish a remuneration committee; or
  - (ii) apply the pay-out process rules.
- 6.15 The Compliance Officer is entrusted with the ongoing assessment of the viability or otherwise of this derogation and for submitting the result of this assessment to the MFSA every two years.
- 6.16 The Remuneration Policy will be reviewed in the event of material changes to the Firm.
- 6.17 This Policy will be reviewed on an annual basis as part of annual process and procedures. As part of this process the board of directors will seek the input from Risk, Compliance and other control functions and independent third parties as required.

### **Scope**

- 6.18 This policy applies to the Firm's identified employees. It covers all aspects of remuneration including salaries, bonuses, incentive plans, hiring and severance packages, pension arrangements, etc. The Firm shall avoid creating any incentive for employees to take any inappropriate risks and in general all remuneration-related decisions are approved by the CEO which in turn will report to the board of directors for acknowledgement and approval, where necessary.
- 6.19 The ESMA Guidelines on sound remuneration policies under the UCITS Directive and AIFMD which define 'identified staff' 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 management company's risk profile or the risk profiles of the UCITS that it manages and categories of staff of the entity(ies) to which investment management activities have been delegated by the management company, whose professional activities have a material impact on the risk profiles of the UCITS that the management company manages.
- 6.20 In adherence with the above definition, the Firm has identified the following staff as being 'identified staff':

<b>Role</b>	<b>Name</b>
<b>Lorenzo Savi</b>	Director
<b>Paul Magro</b>	Director
<b>Edoardo Grigione</b>	Director and Branch Manager (Italy)
<b>Roberto Colapinto</b>	Portfolio Manager and Investment Committee Member
<b>Riccardo Teodori</b>	Director, CIO, Portfolio Manager and Investment Committee Member
<b>Salberto Acciani, Stefano Sabbatini, Dario Cominotti and Alessandro Raschella'</b>	Members of the Valuation Committee (including members who may be appointed on an ad hoc basis)
<b>All the members appointed from time to time</b>	Investment Committee Member
<b>Alessia brignoli</b>	Risk Manager
<b>Jose Luis Villar</b>	Compliance Officer / MLRO
<b>Andrea Venturini</b>	CEO and COO
<b>Alberto De Min</b>	Portfolio Manager
<b>Giuseppe Ghezzi</b>	Portfolio Manager
<b>Ilaria De Paulis</b>	Chief Financial Officer

### ***Risk Management and Risk Tolerance***

- 6.21 It is the Firm's policy to promote sound and effective risk management and to discourage risk-taking that exceeds the level of tolerated risk of the Firm. As such the Firm shall maintain:
- strong disclosure practices, which provide investors with the information they need to determine whether to invest in a fund, to monitor their investment and to make a decision whether to redeem their investment, based on the risk profile of the investment strategy;
  - robust valuation policies and procedures to provide for clear and consistent valuations of the investments in the funds' portfolio, with independent oversight provided by the funds' Board or other governing body, third party administrators, independent auditors;
  - comprehensive risk management processes to measure, monitor, report and manage risk, including stress testing of the portfolio and liquidity risk management;
  - sound operational and regulatory systems and controls;
  - due consideration for the sustainability risk and adverse impact of investment decisions on the sustainability objectives; and
  - a strong culture of compliance, sponsored by Senior Management with specific practices to address conflicts of interest.
- 6.22 Due to the nature of the market, and sensitivity of investors to both risk and performance, the Firm has determined that its offering is based on its ability to provide an agreed balance between risk and reward. This balance is to be respected in the Firm's risk management and remuneration policy. The Firm shall not manage portfolios which become systemically important as this entails additional risks that the Firm would not be able to manage as their determination is outside the control of the Firm.
- 6.23 As this is part of the Firm's strategy, the Firm shall not operate risk policies which may result in mirroring the risk profile of other investment pools or being involved in investment propositions which result in the strategy being operated in line with a group of other managers which may result in a policy having a systemic impact on the market. Therefore, the Firm shall align its remuneration policies with its risk profile which attempts to be diversified against the market.

### ***Supporting Business Strategy***

- 6.24 The Policy shall be in line with the business strategy, objectives, values and long-term interests of the Firm and its investors:
- the Firm's business objective is to provide investors with absolute returns within a reasonable risk profile that protects their assets from significant falls in the market.
  - the Firm operates management fees, performance fees and high water marks.
- This means that it is expected that the Firm will cover its costs even during poor performance having a sufficient income to be able to look after the assets during adverse market conditions.
- 6.25 The Firm considers its wind down process as part of its Internal Capital Adequacy Assessment process to ensure that it would take such steps to protect the assets before it runs out of resources. The performance fees usually accrue only once the funds under management earn positive returns for investors and there are high watermarks. Absolute returns promised are only rewarded when achieved.
- 6.26 In order to achieve the principles set forth therein the Firm is required to attract appropriate talent which creates a balance of people who take risk and those who can manage it. As such the Firm needs to provide some flexibility and retain confidentiality in respect of some of the terms it introduces. However, these terms are appropriate and respect the principles in this policy. In line with its business objectives, the Firm needs to manage its fixed costs against this background and ensure that any variable costs are only payable once actual performance targets are achieved.

### ***Avoiding Conflicts of Interest***

- 6.27 The Firm considers all conflicts within its Conflicts of Interest Policy. This requires the Firm to review potential conflicts of interest on a regular basis.
- 6.28 Conflicts of interest involve a failure by the Firm to act in the best interests of its clients and will typically involve a material risk of damage to the interests of any client. Either the Firm (and connected persons) may gain a benefit at the expense of a loss or disadvantage to a client; or one client may gain a benefit at the expense of a loss or disadvantage to another client. When assessing a potential conflict of interest, the Firm must consider whether it:
- is likely to make a financial gain, or avoid financial loss, at the expense of the client;
  - has a distinct interest in the outcome of the service provided to the client or of a transaction carried out on behalf of the client;
  - has a financial or other incentive to favour the interest of another client or group of clients over the interests of the client;
  - carries on the same business as the client; or
  - receives, or will receive, from a person other than the client an inducement in relation to the service provided to the client, in the form of monies, goods or services, other than the standard commission fee or fee for that service.
- 6.29 Individuals may act unfairly between clients if their remuneration structure encourages them to favour one fund over another or one client over the other. The Firm ensures fair treatment of clients by having an investment policy and ensuring that it adheres to that policy; investment opportunities are allocated in line therewith.
- 6.30 The Firm aligns its interests with the interest of its clients by the operation of this policy. Senior Management's holdings in the funds align their interests with that of investors. Furthermore, remuneration is designed to ensure return is achieved in line with risk management. The long-term objectives of the Firm and the clients are to achieve absolute returns throughout the life time of the funds. Therefore, the objective of long-term returns aligns the interests of both parties.
- 6.31 The Firm also operates a high-water mark to ensure such long-term alignment. Lastly, the Firm has a Conflicts of Interest Policy to avoid undue influence on the trade allocation process.

## **Governance**

- 6.32 The Firm, based on its size, internal organization and the nature, scale and complexity of its activities, has elected not to establish a Remuneration Committee.
- 6.33 Should the Firm be required to establish a Remuneration Committee it would be composed of the non-executive directors of the Firm. Furthermore, the objectives, constitution and responsibilities of the Remuneration Committee would include:
- oversight of the remuneration policy, to ensure these are operated in a way that promotes effective risk management and does not encourage risk taking which exceeds the stated risk appetite and framework;
  - ensuring that the risks associated with the operation of remuneration policies are considered;
  - giving due regard to any relevant legal and regulatory requirements, and associated guidance, as well as to the risk and risk management implications of its decisions;
  - reviewing and, if thought fit, approving remuneration proposals who are impacted by any local regulations from time to time.
- 6.34 More generally, the Remuneration Committee will be responsible for the preparation of decisions regarding remuneration, including those decisions which have implications for the risk and risk management of the Firm or the Funds under management and which are taken by the Board of Directors of the Firm.
- 6.35 Currently, the independent director on the Board handles the implementation of the Remuneration Policy. The Firm monitors fund performance against its own risk profile and will ensure that individual reward is linked to appropriate risk management practices.

## **Independent Control Function**

- 6.36 The Firm has some control functions undertaken by entities appointed by the board of directors. As such the internal resources dedicated to control functions are involved in the oversight of activities (listed hereunder) which are already being undertaken by independent entities:
- External Book-Keeping;
  - Independent External Auditors;
  - Fund Appointed Administrators (External Middle Office);
  - Fund Appointed External Auditors;
  - Fund Appointed Compliance Officer (where applicable);
  - Independent IT Service Providers;
  - Marketing (where applicable).
- 6.37 Any issues which arise as result of the overlap of responsibilities or a conflict of interest can be raised to the board of directors for determination. The relevant control functions (i.e. risk management, compliance, etc.), whether delegated or not, are aware of their responsibility to review the remuneration policy and its implementation.

## **Compliance and Risk**

- 6.38 The Firm's Compliance Officer and Chief Risk Officer has drafted this policy for the consideration of the board of directors and are entrusted with the ongoing oversight. The board of directors has reviewed this Policy and confirmed its implementation and that it also applies to the senior officer(s) in the risk management and compliance functions. The Senior Management team authorises changes to remuneration payments in line with this policy and payments are assessed by the Board as conducted in line with this Policy.
- 6.39 Due to the relatively small number of people in the organisation and the commercial and personal sensitivity of the information on a person's income, the Firm aims to restrict the distribution of such

information as much as possible and in line with this Policy and requirements.

### ***Remuneration and Capital (Firm-Wide)***

- 6.40 The Firm, based on its size, internal organization and the nature, scale and complexity of its activities, has also elected not to apply the pay-out process requirements and has obtained a derogation in this regard.
- 6.41 Senior Management agree with individuals the nature of their reward structures, when they are hired, and this is subject to on-going review by the board of directors. The board of directors decides, and annually reviews, whether hired individuals fall under Identified Employee (and document why this should not be so).
- 6.42 The Firm ensures that any material change in remuneration is only effected after the Firm has satisfied its capital resource requirements. This includes a consideration of direct and indirect risks to the Firm and stress and scenario testing.

### ***Profit-Based Measurement and Ex-Ante Risk Adjustment***

- 6.43 Fixed based remuneration, i.e. salary, is agreed at the point of hiring the individual and is in line with prevailing market conditions for the specific condition. Salaries are reviewed, where deemed appropriate, on an annual basis. Individuals are reviewed based on their contribution to the overall strategy in the following areas:
- investment generation;
  - investment trading;
  - sales and marketing; and
  - operations.
- 6.44 The review also assesses the competencies for both financial and non-financial metrics, and specific behavioral competencies including compliance matters. Competencies assessed are:
- Contribution and Effectiveness;
  - Business and Technical Knowledge;
  - Attitude and Commitment;
  - Communication;
  - Ability to carry out relevant role without supervision, considering the individual's experience, knowledge and skills;
  - Ability to pass the MFSA's fit and proper test for approved persons (for senior positions); and
  - Compliance with and provision of all records required by the Firm's policies and procedures.
- 6.45 At the end of each financial year performance reviews are completed by Senior Management and these feed into the compensation review. Compensation recommendations for all of the Firm's identified employees will ultimately be reviewed and approved by the board of directors prior to finalization.
- 6.46 When reviewing salaries, the following will be considered:
- Overall Funds' performance, with appropriate stress testing;
  - Overall Firm performance;
  - Collective performance of the relevant team;
  - Individual performance relative to job requirements and with specific attention to stand-out performance;
  - Competitive market benchmarking data; and
  - The duty of the Firm's employees to act honestly, fairly, professionally and in the best interest of Clients and investors.
- 6.47 The review shall be discussed with individuals and is in line with both Clients' and investors' requirements and the Firm's requirements – in terms of both current and potential risks. This aligns

the risk profile appropriately to remuneration. The Firm shall also operate a high watermark.

- 6.48 Notwithstanding the above, the Firm will give due consideration to the manner in which remuneration contributes to the prevention of excessive risk-taking, the efficiency of the Firm and the Funds it manages and the consistency of the remuneration policy with effective risk management.

#### ***Pension Policy***

- 6.49 The Firm does not operate a company pension scheme.

#### ***Personal Investment Strategies***

- 6.50 Employees must not use personal hedging strategies or contracts of insurance relating to remuneration which could undermine the risk alignment effects embedded in their remuneration arrangements.
- 6.51 Employees will be required to undertake on an annual basis that they will not use such personal hedging strategies/insurance. Breach of this undertaking and/or the use of such personal hedging strategies/insurance may constitute gross misconduct and will render the individual liable to immediate removal from employment, without notice or payment in lieu.
- 6.52 The Firm will review on an annual basis the personal account dealing records of employees to ensure that employees are not using personal hedging strategies in breach of their undertakings.

#### ***Avoidance of Remuneration Code***

- 6.53 The Firm will not pay remuneration through any vehicles or methods that will facilitate the avoidance of the Remuneration's Policy

#### ***Remuneration Structures***

- 6.54 As mentioned elsewhere therein, individuals are reviewed based on their contribution to the overall strategy, which is usually assessed on an annual basis, taking into account their contribution to investment generation, investment trading, sales and marketing and operations, but the Firm's ability to maintain competitive salaries is based on the performance of the Funds it manages.
- (a) *Guaranteed Bonuses*: The Firm does not award, pay or provide guaranteed variable remuneration.
- (b) *Reward Bonuses*: The Firm will not pay variable remuneration.
- (c) *Deferral of Annual Discretionary Bonuses*: The Firm will not pay variable remuneration
- (d) *Buy-Out Awards*: Buy-out awards will only be offered exceptionally and will reflect the amount and terms (including any deferral or retention periods) or the variable remuneration awarded or offered by the individual's previous employer.
- (e) *Severance*: Severance pay is at the Firm's absolute discretion, unless contractually defined. Any payments related to early termination of contracts or retirement from employment will reflect performance achieved over time and will be designed in a way which does not reward failure. Severance packages for employees and any material severance payments are subject to the approval of the Board. This does not exclude termination payments in situations such as early termination of the contract due to changes in the strategy of the Firm or of the Funds it manages, or in the case of mergers or takeover situations.
- (f) *Enhanced Pensions*: The Firm does not provide any enhanced pension benefits to employees.

#### ***Transparency / External Disclosure***

- 6.55 The Firm will disclose the total amount of remuneration for the financial year, split into fixed and variable remuneration (where applicable), paid to its employee, indicating the number of beneficiaries and, where relevant, performance fees paid by the Funds. The disclosure will indicate:
1. Total remuneration of the identified employee, indicating the number of beneficiaries;
  2. Total remuneration of those employee who are fully/partly involved in the activities of the Fund indicating the number of beneficiaries; and

3. The proportion of the total remuneration of the employee attributable to the Fund and the number of beneficiaries (pro rata allocation).
- 6.56 The annual report must also disclose the aggregate amount of remuneration of senior management and members of employee of the Firm “whose actions have a material impact on the risk profile of the Fund”.
  - 6.57 The remuneration disclosure will also be made in the annual report of each Fund managed by the Firm, where applicable (i.e. an allocation of the Firm’s remuneration to the Fund insofar as this information exists or is readily available, including a description of how the allocation has been provided).
  - 6.58 This Policy shall furthermore be made available to clients.

***Breaches of this Policy***

- 6.59 Any significant breach of this policy or proposed changes to the policy that could have a significant impact on the Firm’s risk profile or resources will be promptly notified to the MFSA in accordance with their rules.

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