

REMUNERATION POLICY

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Sponsor	Compliance
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OVERVIEW

The Policy aims to discourage excessive risk taking by the Identified Staff while exercising their duties, and ensure that the practices are consistent with the Company's business strategy, objectives, values and interests, sustainability of investments, as well as the interests of the funds it manages, and those of the investors in such funds.

Policy changes			
Date	Responsible	Change	Approval/Ratification Date
September 2022	Compliance	Formatting Annual review and update	10 November 2022
April 2021	Compliance	Annual review and update	April 2021
December 2022	Compliance	Annual review and update	December 2020
June 2019	Compliance	Change of address	June 2019
June 2017	Compliance	Annual review and update	June 2017
June 2016	Compliance	First version	June 2016

1. Purpose

The remuneration policy (the “Policy”) of Gen II Management Company S.A. (the “Company”) establishes a remuneration system for Identified Staff (defined below in section 2.1) of the Company in order to manage conflicts of interest and is in line with the Company’s sound and proper risk management.

The Company is a management company whose business activities are governed by (i) the provisions of Chapter 15 of the Law of December 20, 2010 on undertakings for collective investment (the “UCI Law”), since CSSF approval as of December 27, 2012; (ii) the Alternative Investment Fund Manager Directive (the “AIFMD”), as implemented in Luxembourg by the AIFMD Law, since CSSF approval as of January 18, 2014, and (iii) Article 14 of the European Regulation n° 345/2013 of April 17, 2013 on European venture capital funds (The “EuVECA”), since CSSF approval as of August 7, 2015.

The Policy is designed to fulfil the requirements of (i) the Commission de Surveillance du Secteur Financier (the “CSSF”) CSSF including, but not limited to, its Circular 10/437 (and specifically, Point 2.16 of that Circular), on the guidelines concerning the remuneration policies in the financial sector, issued on February 1, 2010, (ii) the Annex II of the July 15, 2013 Law on alternative investment fund managers (the “AIFMD Law”) and (iii) the European Securities and Markets Authority’s Guidelines on sound remuneration policies under the UCITS Directive (ESMA Guidelines 2016/575) and AIFMD 2016-411 (ESMA Guidelines 2016/579), (the “ESMA Guidelines”).

The Policy aims to discourage excessive risk taking by the Identified Staff while exercising their duties, and ensure that the practices are consistent with the Company’s business strategy, objectives, values and interests, sustainability of investments, as well as the interests of the funds it manages, and those of the investors in such funds. The Policy encourages the Identified Staff to maintain a sound financial situation and to avoid any conflicts of interest. In case the Company delegates the portfolio management of UCITS or AIFs under its management to third parties, the Company shall take appropriate oversight measures to ensure that such third parties apply equivalent remuneration policies.

The implementation of the Policy will be reviewed annually by the Company’s Head of Legal and Compliance and any change to it will be submitted for the approval of the Company’s board of directors (supervisory function). Such review will also be verified by the Company’s internal auditors (the “Internal Auditors”) and incorporated into their annual report. The annual report will be submitted to the board of directors of the Company and made available to the CSSF.

2. Application and scope

The Policy is applicable to all Identified Staff (defined below in section 3.1).

3. Policy

1. Identified Staff

The Company has identified the following staff within the scope of the definition of Identified Staff for the purpose of this Policy:

- Members of the board of directors of the Company (the “Board of Directors”);
- Conducting Officers of the Company;
- The control functions (staff responsible for the risk management, internal audit and compliance functions):
 - o The Conducting Officers in Charge of Risk Management and the Conducting Officer in charge of Compliance have been included in the identified staff category, as part of the control function;
 - o The internal audit function is provided by an external service provider pursuant to a service contract with the Internal Auditors. The Internal Auditors are not employed by the Company and receives a fixed remuneration only based on the service contract terms.

3.2 Principle of Proportionality

The Company applies the principle of proportionality in annual frequency in the assessment of its remuneration.

Therefore, the following requirements will not apply:

- The requirements on the pay-out process for which guidelines are given by the ESMA guidelines (under section “Payout process”). This means that, either for the total of their identified staff or for some categories within their identified staff, may decide not to apply the requirements on:
 - o Variable remuneration in instruments;
 - o Retention;
 - o Deferral;
 - o Ex-post incorporation of risk for variable remuneration;
- The requirement to establish a remuneration committee for which guidelines are given by the ESMA guidelines (under section “Remuneration Committee”).

3.3 Structure of the Remuneration

The potential total remuneration of Identified Staff is composed of a fixed component and may be composed of a variable component. The Company applies the following structure to this remuneration system:

- Compensation of the members of the administrative and management bodies is fixed by the Board of Directors;
- The Board of Directors is not entitled to any variable remuneration for their work as members of the Board of Directors;
- Members of the Board of Directors who are not employed by the Company but are instead employed by another company within the Gen II group of companies are not entitled to any remuneration from the Company, fixed or variable;

- The fixed component of the total compensation of each individual (the “Salary”) will always be larger than its variable component (hereinafter the “Bonus(es)”), which in no circumstances will amount to more than 25% of the Salary;
- The Identified Staff are eligible for Bonuses that are granted on a discretionary basis only - thus depending both on (i) the performance of the Company (sound financial situation) and (ii) the performance of the relevant individual (taking into account the appraisal process referenced in Section 3.4 of the Policy);
- Bonuses are not comprised of units or shares of the funds it manages, or equivalent ownership interests, or share-linked instruments or equivalent non-cash instruments and thus the Company does not apply section (m) of Annex II.1 of the AIFMD Law;
- Bonuses may be comprised of cash, securities or shares (payable over a fixed period of time) in the Company, or both cash and securities;
- Guaranteed bonuses are only be granted to new hires of Identified Staff and exclusively in respect of their first year of employment with the Company;
- Bonuses are not deferred over a period of time and thus the Company does not apply section (m) of Annex II.1 of the AIFMD Law;
- In the event of the early termination of an Identified Staff’s employment contract, the individual concerned will only be entitled to his/her Salary, in accordance with the provisions of the employment contract and the relevant labour law regime. Bonuses are not granted in the event of early termination;
- The Company has analysed its size, the size of the funds it manages, its internal organisation and the nature, the scope and the complexity of activities and determined that it will not establish a remuneration committee in accordance with Annex II.3 of the AIFMD Law;
- The Company grants to the Identified Staff lunch vouchers, mobile phones, supplementary health insurance and an occupational pension scheme, which is contributed to by both the Company and the Identified Staff. In certain circumstances, the Company, as part of its remuneration, may provide a Company

car to be used by the Identified Staff. In providing a Company car, the Identified Staff warrants that this is in no linked to the Funds managed by the Company. All these forms of remuneration are part of the general, non-discretionary Company-wide policy and pose no incentive in terms of risk assumption;

- The Company confirms that the Identified Staff of the control functions are independent from the business units they supervise and have appropriate powers and resources to control the risks associated with the Company's remuneration policies. Bonuses paid to Identified Staff of the control functions are based on performance linked to their positions, independently from the result in the controlled business units.

3.4 Appraisal Process within the Company

Where remuneration is performance-related, the total amount of remuneration is based on a combination of the assessment of the performance of the individual, of the business unit concerned and of the overall results of the Company.

Such assessment includes qualitative and quantitative criteria appreciated through a dedicated performance appraisal held on a yearly basis for all employees.

3.5. SFDR Impacts

As prescribed by the Sustainable Finance Disclosure Regulation (EU) 2019/2088, adopted by the European Parliament on November 27, 2019, the Company ensures when performing its activities as AIFM/management company that the structure of its remuneration does not encourage excessive risk taking with respect to sustainability risks.

In this context, the Policy is consistent with the integration of sustainability risks and promotes sound and effective risk management.

The Policy does not encourage risk-taking which is inconsistent with the risk profile and the rules instruments of the underlying funds managed.

4. Review and Disclosure of the Policy

1. Governance

The Board of Directors in its supervisory function approves and annually reviews the Policy and oversees its implementation.

The Conducting Officers of the Company are in charge of ensuring that the Policy is duly implemented.

The control functions have been involved in the construction and maintenance of this Policy.

The risk management function assesses how the variable remuneration structure affects the risk profile of the Company.

The implementation of the Policy will be subject at least to an independent review performed by an independent control function.

In this context, the review will be conducted by the Internal Auditors.

The Compliance Function will ensure that the review of the Policy is included in the Internal Audit Triennial Plan.

4.2. Disclosure

The Policy is part of Company's policies and procedures and, as such the main principles apply to all categories of staff. The Policy is all times accessible to all Company staff.

The staff is regularly informed via the internal written rules about their remuneration, the criteria used to measure their performance and the link between performance and pay.

The Policy is also disclosed on the Company's website:

<https://www.gen2fund.com/regulatory>

5. Consequences

Failure to comply with this Policy, the Group's Code of Conduct and Ethics or other related policies, procedures, laws, and regulations applicable to your role, will be viewed as a serious breach of your employment and may result in disciplinary action, up to an including termination of employment.

6. Derogations

Any requests for derogation from this policy must be submitted to the Group Policy and Procedures Committee (policy@gen2fund.com).

Definitions	
AIFMD	Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers
AIFMD Law	Law of July 15, 2013 Law on alternative investment fund managers
Board of Directors	Members of the board of directors of Gen II Management Company S.A.
Bonus(es)	Variable component of the total compensation of each individual
Company	Gen II Management Company S.A.
CSSF	Commission de Surveillance du Secteur Financier
ESMA Guidelines	The European Securities and Markets Authority's Guidelines on sound remuneration policies under the UCITS Directive (ESMA Guidelines 2016/575) and AIFMD 2016-411 (ESMA Guidelines 2016/579)
EuVECA	European Regulation n° 345/2013 of April 17, 2013 on European venture capital funds
Internal Auditors	Gen II Management Company S.A.'s internal auditors
Policy	Remuneration Policy
Salary	The fixed component of the total compensation of each individual
UCI Law	Law of December 20, 2010 on undertakings for collective investment



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