



MAPLES
GROUP

Maples Fund Management Ireland Limited

Executive Summary – Remuneration Policy

September 2024

1 Introduction

1.1 Background

Part of the Maples Group, Maples Fund Management Ireland Limited (the "**Company**") is authorised by the Central Bank of Ireland (the "**Central Bank**") as an alternative investment fund manager ("**AIFM**") pursuant to the European Union (Alternative Investment Fund Managers) Regulations 2013 (S.I. No. 257 of 2013), as amended, consolidated or substituted from time to time (the "**AIFMD Regulations**"). The Company has also been authorised by the Central Bank as a UCITS management company pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (S.I. No. 352 of 2011), as amended, consolidated or substituted from time to time (the "**UCITS Regulations**").

Article 13 of AIFMD (transposed into Irish law pursuant to Regulation 14 of the AIFMD Regulations) requires, inter alia, all authorised AIFMs to have remuneration policies and practices that are *"consistent with and promote sound and effective risk management and do not encourage risk-taking which is inconsistent with the risk profiles, rules or instruments of incorporation of each Fund it manages"*.

Similarly, Article 14a of the UCITS Directive (as updated by UCITS V and transposed into Irish law pursuant to Regulation 24A of the UCITS Regulations), requires UCITS management companies, such as the Company, to, *"establish and apply remuneration policies and practices that are consistent with, and promote, sound and effective risk management and that neither encourage risk taking which is inconsistent with the risk profiles, rules or instruments of incorporation of the UCITS that they manage nor impair compliance with the management company's duty to act in the best interest of the UCITS."*

Article 5 of Regulation 2019/2088 on sustainability-related disclosures in the financial services sector requires financial market participants to include in its remuneration policy information regarding the integration of sustainability risks ("**SFDR Requirements**").

The Company's remuneration policy (the "**Remuneration Policy**") takes into account the nature, scale and complexity of its business, consistent with the principles in the AIFMD Regulations, the UCITS Regulations and SFDR Requirements. Due consideration has also been given to the resources available to the Company and the resources and expertise of the various third parties engaged to support the Company and carry out certain functions on its behalf.

The board of directors of the Company (the "**Board**") recognise the important role played by sound risk management in protecting its stakeholders. Moreover, the Board acknowledges that inappropriate remuneration structures could in certain circumstances result in situations whereby individuals assume more risk on the relevant institution's behalf than they would have done had they not been remunerated in this way.

2 Scope of Remuneration

2.1 Remuneration

Remuneration consists of all forms of payments or benefits made directly by, or indirectly, but on behalf of the Company, in exchange for professional services rendered by staff. This shall include:

- (a) all forms of payments or benefits paid by the Company;
- (b) any amount paid by the Funds, including carried interest; and
- (c) any transfer of units or shares of any Fund;

in exchange for professional services rendered by the Identified Staff (as defined below). Specifically for the Company, the following categories of staff are included as Identified Staff:

- (a) directors;
- (b) any individuals who report directly to the Board or who head significant business lines;
- (c) staff responsible for control functions;
- (d) other risk takers – being staff members who acting individually or as part of a group can materially influence the Company's risk profile (of funds it manages); and
- (e) staff whose remuneration takes them into the same bracket as senior managers and risk takers but who don't fall into one of the categories above must be assessed to determine whether they have a material impact on the risk profile of the Company.

The Board is responsible for awarding all forms of payments and benefits to staff.

2.2 Sustainability Risk

Sustainability risk means an environmental, social or governance event or condition that, if it occurs, could cause a negative material impact on the value of the investment.¹

The Company utilises a model whereby it primarily delegates investment management activities to external investment managers. The Company shall ensure that its investment manager delegates address sustainability risks in their respective remuneration policies, where relevant.

The remuneration structure of staff of the Company has been designed to consider and promote the long-term interests and strategy of the Company.

¹ Article 2(22) Regulation 2019/2088 on sustainability-related disclosures in the financial services sector

This model ensures that the long-term interests and strategy, of the Company and the risks, including consideration of sustainability risks, to which it is exposed is considered and appropriately managed.

2.3 Types of Remuneration

Fixed remuneration means payments or benefits without consideration of any performance criteria.

Variable remuneration means additional payments or benefits depending on performance or, in certain cases, other contractual criteria. Variable remuneration (if any) payable to staff is at the absolute discretion of the Company and subject to the working capital needs and cash flow of the Company in any given year. It is primarily the responsibility of the Company to assess its own characteristics and to develop and implement remuneration policies and practices which appropriately align the risks faced and provide adequate and effective incentives to its staff. Variable remuneration is dependent on the profits and costs of the Company during the year along with performance of staff. The discretionary pension benefits payable to staff are in line with the business strategy, objectives, values and long-term interests of the Company and the funds it manages.

In assessing what is proportionate, both in respect of the Company itself and in relation to any delegate, the Company will have regard to the provisions contained in the European Securities and Markets Authority ("**ESMA**") Guidelines on sound remuneration policies under AIFMD issued by ESMA on 3 July 2013 (the "**AIF Guidelines**") and the criteria referenced therein - i.e. (i) size, (ii) internal organisation and (iii) the nature, scope and complexity of the activities. The AIF Guidelines state that the proportionality assessment needs to be done in consideration of all the criteria in aggregate, noting that this is not an exhaustive list so other factors may be relevant which the Company may determine from time to time.

3 Delegates

The Company has the facility to appoint delegates to carry out portfolio management or risk management activities on its behalf in accordance with its delegation policy.

In accordance with the AIF Guidelines, the Company will ensure that delegates are subject to regulatory requirements on remuneration that are "equally as effective" as those applicable under the AIF Guidelines or that appropriate contractual agreements are in place to ensure that the delegation arrangements do not circumvent the remuneration requirements. The Company will ensure that each delegate's remuneration policy covers, where appropriate, categories of staff at each delegate involved in the provision of portfolio management or risk management activities, where such activities have a material impact on the risk profile of the relevant alternative investment fund. The Company will receive confirmation on an annual basis of any material changes to the remuneration policies.

4 Remuneration Committee

The Board has determined that given the Company (i) is not of significant size (ii) does not have a complex internal governance structure nor is it listed on a regulated market and (iii) its nature, scope and complexity, that it is not required to have a remuneration committee.

5 Board Oversight and Updates to the Remuneration Policy

The Board will be responsible for the oversight and compliance with the Remuneration Policy. It will review the appropriateness of the Remuneration Policy periodically and will ensure that it is operating as intended. It will also review the Remuneration Policy to ensure that it continues to be compliant with applicable national and international regulations, principles and standards.

6 Disclosure

Pursuant to the ESMA UCITS and AIFMD Q&A, for any intervening periods, the Company shall include the remuneration related information in the funds' annual report on a best efforts basis and to the extent possible, explaining the basis for any omission.

The most up-to-date comprehensive Remuneration Policy of the Company is available in hard copy form at the following address:

Maples Fund Management Ireland Limited
32 Molesworth Street
Dublin 2 Ireland