Bridge Fund Management Limited

Remuneration Policy

February 2024

Introduction

Bridge Fund Management Limited (the "Company") is authorised as an Alternative Investment Fund Manager ("AIFM") under the European Union (Alternative Investment Fund Managers) Regulations 2013 (the "Irish AIFM Regulation") and as a UCITS Fund Manager under the EU Commission Delegated Regulation (EU) No. 231/2013 (the "Commission Regulation") (collectively, the "AIFM Regulations") and the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (S.I. No. 352 of 2011) as amended (the " UCITS Regulations").

The Company's fundamental objective is, at all times to conduct its business by acting honestly, fairly and professionally in the best interests of our Clients. In this context, the term Clients refers to the Funds managed by the Company.

The Company is committed to acting ethically in conducting its business. This high level and over-arching concept is achieved through every employee (including the Company's management and Officers) of the Company acting in an ethical way and accepting personal responsibility for their actions in all of their dealings.

In accordance with its obligations under the AIFM Regulations and the UCITS Regulations, the Company is required to have in place remuneration policies and practices for certain categories of Identified Staff. For the avoidance of doubt, Identified Staff are those of the Company and the Company's Clients. This Policy takes account of the European Securities Markets Authority ("ESMA") Consultation Paper "Guidelines on sound remuneration policies under the UCITS V Directive and AIFMD" ("ESMA's Consultation Paper") and ESMA's Guidelines on Sound Remuneration Policies under the AIFMD dated 3 July, 2013 (ESMA/2013/201) ("ESMA's Guidelines"). This Policy also takes account of 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 ("SFDR").

The objective of the remuneration requirements is to ensure common, uniform and consistent application of the provisions on remuneration in UCITS V and AIFMD, to ensure that the Company's practices do not encourage risk taking which is inconsistent with the risk profiles of the Company .

This Policy together with an implementation process and ongoing monitoring is a tool which the Company will use to implement and comply with best practice and to eliminate and mitigate against behaviours which could lead to failing to act in the Client's best interest.

Principles

- The Policy is consistent with and promotes sound and effective risk management and does not encourage risk-taking by the Company (which specifically includes sustainability risk taking into account the provisions of SFDR, and as further detailed below)that exceeds the level of tolerated risk of funds under management.
- The Policy is in line with the business strategy, objectives, values and interests of the Company and its funds under management. In addition, the Compnay undertakes measures to avoid conflicts of interest.
- The Board of the Company is responsible for the implementation of this Policy and will review it at least once per year.
- Staff of the Company who are engaged in control functions are compensated in accordance with the achievement of the objective linked to their functions, independent of the performance of the business areas they control.
- The Remuneration Policy assesses the performance in a multi-year framework appropriate to the life-cycle of the Company.

Identified Staff

The following persons fall into the scope of the Remuneration Policy and consequently are "Identified Staff" for the purposes of the Remuneration Policy:

- Executive and Non-Executive members of the management body of the Company e.g. CEO, Directors, Executive and Non-Executive partners;
- Senior management & Designated Persons
- Risk takers – staff who can exert material influence on the Company or on the UCITS or AIFs it manages;
- Those in control functions: Operations, HR, Compliance, Finance where applicable;
- Staff whose total remuneration takes them into the bracket of senior management and risk takers, whose professional activities have a material impact on the Company's risk position or those of the UCITS and/or AIFs it manages; and
- Categories of staff of the entities to which portfolio management or risk management activities have been delegated whose professional activities have a material impact on the Company's risk position or those of the UCITS and/or AIF's it manages.

The following persons are excluded from the scope of the Remuneration Policy and consequently not Identified Staff in the meaning of the Remuneration Policy:

- Any person whose Remuneration is exclusively based on Fixed Remuneration.

Determination of Identified Staff of the Investment Manager

The Remuneration Requirements also apply to all categories of staff of the delegate investment managers whose professional activities have a material impact on the risk profile of the Company.

The ESMA Guidelines provide that when assessing the materiality of influence on a management company's risk profile or on a fund it manages (whether as a management company or delegate), an entity should define what constitutes materiality within the context of their management company and funds under management. At a minimum, any Identified Staff of the delegate investment managers that have a significant impact on the Company's results and/or balance sheet and/or on the performance of the funds they manage are considered to have material impact.

The ESMA Guidelines clarify that staff members such as administrative or logistical support staff that, given the nature of their job functions, clearly do not have any connection with the risk profile of the management company or funds under management, should not be considered risk takers. However, such exclusion only applies to support staff whereas staff heading the administration should be considered for inclusion as Identified Staff.

ESMA Q&A guidance states that remuneration-related disclosure requirements under Article 69(3)(a) of the UCITS Directive also apply to the staff of the delegate of a UCITS manager to whom investment management functions (including risk management) have been delegated (i.e., the Investment Manager). In line with the approach followed under the ESMA Guidelines, UCITS managers can ensure compliance in one of the following two ways:

1. where the delegate is subject to regulatory requirements on remuneration disclosure for its staff to whom investment management (including risk management) activities have been delegated that are equally as effective as those under Article 69(3)(a) of UCITS Directive, the management company should use the information disclosed by the delegate for the purposes of fulfilling its obligations under Article 69(3)(a) of the UCITS Directive; or

2. in other cases, appropriate contractual arrangements should be put in place with the delegate allowing the management company to receive (and disclose in the annual report for the relevant UCITS that it manages) at least information on the total amount of remuneration for the financial year, split into fixed and variable remuneration, paid by the management company, the investment company and, where relevant the UCITS itself to the identified staff of the delegate – and number of beneficiaries, and, where relevant, performance fee – which is linked to the delegated portfolio. This means that the disclosure should be done on a pro-rated basis for the part of the UCITS' assets which are managed by the Identified Staff within the delegate.

In both situations set out above, the disclosure may be provided on an aggregate basis (i.e., by means of a total amount for all the delegates of the UCITS manager in relation to the relevant UCITS).

Remuneration in relation to the integration of sustainability risks

The Company's Remuneration Policy promotes sound and effective risk management with respect to sustainability risks (defined as an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment), ensuring that the structure of the Company's remuneration does not encourage excessive risk-taking with respect to sustainability risks. The Company also considers the effect of potential conflicts of interest on remuneration of its delegate investment managers in a way that is consistent with the integration of sustainability risk, if applicable, including (but not limited to), any activities that give rise to greenwashing, mis-selling, or misrepresentation of investment strategies

The Company, in its capacity as UCITS Manager and AIFM will oversee delegates to whom investment management activities have been delegated, that they have updated their respective remuneration policies accordingly to provide for sustainability risks where these have been incorporated into their respective investment decision making processes and policies.

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Forms of Remuneration

Both UCITS V and AIFMD define the forms of payments or benefits which fall within the category of Remuneration. These include:

- All forms of payments or benefits paid by the Company;
- Any amount paid by the funds under management, including performance fees;
- Any transfer of units or shares of funds under management;
- Payments paid directly by the funds under management to the Company for the benefit of the relevant categories of identified staff for services rendered;
- Variable and fixed portions of remuneration;
- Cash, shares, options, pension benefits, mobile phone, health insurance;
- Retention bonus;
- Golden Parachute payments /termination payments; and
- Remuneration paid by the Company or the funds under management.

Proportionality

UCITS V and AIFMD allow the application of the proportionality principle in a way and to an extent that is appropriate to their size, nature, internal organisation, scope and complexity. On an exceptional basis, proportionality may lead to the disapplication of certain requirements including:

- Formation of a remuneration committee;
- The remuneration pay-out process.

The Company will not automatically trigger disapplication but shall internally assess on an annual basis whether the disapplication can be applied.

In assessing proportionality the Company will consider the following:

- Size
- AUM
- Number of staff
- Liabilities of the Company
- Number of branches
- Risk appetite
- Listed
- Where aggregate set of UCITS or AIFs leads the UCIT or AIFM to become more complex or systemically important
- Nature Scope and complexity
- Authorisation in place
- Investment policies and strategies managed
- National or cross border/EU vs Non-EU
- Management of multiple product types
- Identified staff
- Percentage of variable vs fixed remuneration
- Size of obligations they may undertake

Assessment

In preparing this Policy, the Company has made an assessment of the current nature, scale and complexity of its business in line with the above requirements and has determined that overall, its business activity is relatively low risk. The Remuneration Policy complies with the principles set out in a manner which is proportionate to the size of the Company, its internal organisation and the nature, scope, complexity of its activities.

Having considered the criteria set out related to proportionality, and having regard to the ESMA Consultation Paper and Guidelines, the Board of Directors is satisfied that it may disapply certain elements of the ESMA guidelines such as the remuneration pay-out process..

Delegation

ESMA's Consultation Paper and Guidelines require that entities to which portfolio management or risk management are delegated, are subject to the requirements on remuneration in a manner which is proportionate as outlined above.

Alternatively, the Company shall ensure that any delegate must be subject to equivalent remuneration rules in their home state or have in place documented contractual arrangements in order to ensure that there is no circumvention of the remuneration rules.

Monitoring

The Board will review the Policy and the implementation of procedures on an annual basis for the Company. The annual review of the Policy is intended to ensure the effectiveness of the Policy and the effectiveness of any policy and arrangements in place with any of the Company's delegates. The annual review will also consider the implementation of the Policy for compliance with requirements.

Additionally, the Board will request at least annual assurance from relevant delegates that the remuneration arrangements in place within the delegates are equivalent and that the implementation of the remuneration arrangements is in compliance with requirements as well as those under SFDR if applicable to that delegate. In order to avoid conflicts of interest, monitoring should not be carried out by an individual subject to the same scheme.

Governance

The Board of Directors and in particular the Company's non executive directors, as the Company's management body will have overall responsibility for the Policy. The design and implementation of the Policy shall be the responsibility of the Board of Directors and shall include input from the relevant senior management including Compliance, Risk and HR where relevant.

The Board of Directors shall review and approve the Remuneration Policy at least annually or more frequently where required.

The Non-Executive members of the Board of Directors receive a fixed fee set at industry standard. In addition Non-Executive members will be re-imbursed for appropriate expenses associated with their role as outlined in each Director's Letter of Engagement.

Disclosure

The Company will comply with the disclosure requirements set out in ESMA's Consultation Paper and Guidelines to include Annual Reports, KIIDs, Prospectus and Policy Statement.

Any Identified Staff shall be informed of the criteria associated with variable remuneration.