

# REMUNERATION POLICY

**Date of Approval:** April 29, 2026

**Published Version:** Excerpt from the April 2026 version

## TABLE OF CONTENTS

<b>1</b>	<b>GENERAL SECTION</b>	<b>3</b>
1.1	REGULATORY CONTEXT AND PURPOSE OF THE DOCUMENT	3
1.2	DEFINITIONS	5
<b>2</b>	<b>ROLES AND RESPONSIBILITIES</b>	<b>6</b>
2.1	MEMBERS' MEETING	6
2.2	BOARD OF DIRECTORS	7
2.3	CHIEF EXECUTIVE OFFICER	7
2.4	CORPORATE CONTROL FUNCTIONS	7
<b>3</b>	<b>PRINCIPLE OF PROPORTIONALITY</b>	<b>7</b>
<b>4</b>	<b>IDENTIFICATION OF KEY PERSONNEL</b>	<b>8</b>
<b>5</b>	<b>THE STRUCTURE OF COMPENSATION AND INCENTIVE SYSTEMS</b>	<b>8</b>
5.1	GENERAL PRINCIPLES	8
5.2	STRUCTURE OF THE VARIABLE COMPONENT	10
5.3	INCENTIVE SYSTEMS FOR KEY PERSONNEL	10
5.4	CLAW-BACK MECHANISMS	10
<b>6</b>	<b>REMUNERATION OF CORPORATE BODIES</b>	<b>11</b>
6.1	CHAIRMAN	11
6.2	NON-EXECUTIVE DIRECTORS	11
6.3	EXECUTIVE DIRECTORS	11
6.4	BOARD OF STATUTORY AUDITORS	11
6.5	STATUTORY AUDITOR	11
<b>7</b>	<b>EMPLOYEE COMPENSATION</b>	<b>12</b>
7.1	GENERAL PRINCIPLES	12
7.1.1	FIXED COMPONENT OF COMPENSATION	13
7.1.2	VARIABLE COMPONENT OF COMPENSATION	14
<b>8</b>	<b>REMUNERATION OF CONTROL FUNCTIONS</b>	<b>14</b>
<b>9</b>	<b>DISCLOSURE</b>	<b>14</b>

## GENERAL SECTION

### 1.1 Regulatory Framework and Purpose of the Document

This policy (hereinafter, the “Policy”) has been approved by the Board of Directors of **Praemia REIM Italy SGR S.p.A.** (hereinafter referred to as the “SGR” or the “**Company**”), in compliance with and pursuant to the provisions of current legislation, under which collective investment management companies are required to apply remuneration policies and practices to categories of personnel who assume risks that reflect and promote sound and effective risk management and that do not encourage risk-taking inconsistent with the risk profiles, regulations, or constitutive documents of the AIFs they manage.

Specifically, the regulations governing the subject matter of this Procedure may be summarized as follows:

- Directive 2011/61/EU of the European Parliament and of the Council of June 8, 2011, on Alternative Investment Fund Managers, amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) No. 1060/2009 and (EU) No. 1095/2010 (“AIFMD”);
- ESMA Guidelines No. 2013/232 of July 3, 2013 on sound remuneration policies under the AIFMD;
- Directive 2014/91/EU (**the so-called “UCITS V Directive”**);
- Final Report on Guidelines on sound remuneration policies under Directive (EU) 2019/2034 EBA/GL/2021/13 of November 22, 2021;
- Regulation of the Bank of Italy implementing Articles *4-undecies* and 6, paragraph 1, letters b) and *c-bis*), of Legislative Decree No. 58/1998 (the “**BDI Regulation**”);
- Regulation (EU) No. 2088/2019 on sustainability-related disclosures in the financial services;
- Supervisory provisions for financial intermediaries, Circular No. 288 of April 3, 2015 issued by the Bank of Italy (“**Circular 288**”).

This Policy aims to govern the remuneration process in accordance with applicable regulatory provisions as well as with the characteristics, size of the Company and the products managed, the internal organization, and the nature, scope, complexity, and riskiness of the SGR’s activities.

In particular, this Policy is intended to:

- promote conduct oriented toward the Company’s sustainable growth and the enhancement of shareholder value, while taking care not to encourage excessive and unjustified risk-taking (including sustainability risks<sup>1</sup>);
- ensure compensation that attracts and retains personnel with the competence, experience, and aptitudes necessary to support the Company’s development and provide quality service to clients;
- determine compensation consistent with the economic results and the financial position of the SGR and the managed AIFs;
- determine individual total compensation based on role and experience (fixed component of compensation) and on corporate results and work *performance* (variable or discretionary component), as well as on prevailing conditions in the relevant labor market.

The Company aims to attract, retain, and motivate a diverse and highly qualified workforce capable of creating a competitive advantage, as well as to reward those who reflect its standards of conduct in conducting sustainable business activities.

The approach of this Policy is, therefore, *performance-oriented*, takes market trends into account, and is aligned with *business* strategies and *stakeholder* interests.

To ensure the competitiveness and effectiveness of compensation, as well as transparency and internal equity, this Policy is based on the following principles:

- clear and transparent *governance*;
- compliance with regulatory requirements and the principles of good business conduct and sound and effective risk management;
- continuous monitoring of market trends and practices;
- sustainable compensation for sustainable performance;
- motivation of all employees, with a particular focus on *retaining* talent and key resources.

At the same time, the Policy is aligned with the company’s strategies, objectives, values, and interests; it does not encourage the assumption of risk incompatible with the investment policy of the managed AIFs and enables the Company to align the interests of the AIFs with those of investors and the relevant personnel managing such financial instruments.

---

<sup>1</sup> Pursuant to Regulation (EU) 2019/2088, “*sustainability risk*” means an “*environmental, social, or governance event or condition that, if it occurs, could have a significant negative impact on the value of the investment, as specified in sectoral legislation, in particular in Directives 2009/65/EC, 2009/138/EC, 2011/61/EU, 2013/36/EU, 2014/65/EU, (EU) 2016/97, (EU) 2016/2341, or in the delegated acts and regulatory technical standards adopted pursuant to those Directives*” (see Recital 14 of the aforementioned Regulation).

ESG criteria are therefore incorporated into the Company’s remuneration process, with control responsibilities distributed across multiple levels of the organization and the involvement of multiple stakeholders in the various stages of the process, in order to continuously monitor consistency between ESG investment objectives and the risk limits of the various funds.

This document therefore governs the following aspects:

- the duties and responsibilities in *the governance* of the remuneration and incentive system;
- the classification system for company personnel to identify the so-called “*key personnel*”;
- the structure of the remuneration and incentive system adopted by the asset management company;
- internal and external information flows.

This Policy is effective as of January 1, 2025, and supersedes the previous *policies* adopted by the Company.

## 1.2 Definitions

In this Policy, when reference is made to:

- “Remuneration” means any form of payment or benefit provided to SGR personnel, directly or indirectly, in cash, financial instruments—including units or shares of the managed AIF—or in-kind benefits (*fringe benefits*), in exchange for work performed or professional services rendered by personnel to the SGR.

Remuneration may not be paid through vehicles, instruments, or other methods not provided for by law.

- “**Variable Remuneration**” means:
  - i. any payment or benefit whose recognition or disbursement depends on performance, however measured (e.g., results of the managed AIFs, the manager’s overall results, etc.), or on other parameters (e.g., length of service), excluding severance pay established by general labor law;
  - ii. “*carried interests*,” i.e., the share of profits from an AIF that may be received by staff for managing the AIF itself;
  - iii. “*discretionary pension benefits*,” meaning those that may be granted by the manager to an individual or to limited groups of employees on an individual and discretionary basis, excluding rights accrued under the pension plan adopted by the entity for all employees.

The concept of Variable Compensation excludes marginal payments or benefits granted to staff on a non-discretionary basis and that do not affect hiring incentives or risk management.

- “Personnel” refers to members of corporate bodies, employees, and collaborators of the Company and employees of the distribution networks.
- “**Key Personnel**” refers to categories of individuals whose professional activities have or may have a significant impact on the risk profile of the Company or the managed AIFs, taking into account individual positions (responsibilities, hierarchical levels, activities performed, operational delegations, etc.). In particular, this includes:
  - i. executive and non-executive members of the bodies responsible for strategic supervision and management of the Asset Management Company (such as: directors, the CEO, the general manager, and the independent director);
  - ii. the heads of the main business lines, as well as those who report directly to the bodies responsible for strategic supervision, management, and control;
  - iii. staff of the corporate control functions (risk management, internal audit, and compliance);
  - iv. other individuals who, individually or collectively, assume significant risks for the SGR or for the AIFs under management (so-called “other *risk* takers”);
  - v. individuals whose activities may have a significant impact on the risk profile of the SGR and the AIFs under management and whose total compensation falls within the same pay bracket as the categories mentioned above.
- “**Unit Manager**” means the person appointed by the SGR to coordinate an operational unit.

## 1 ROLES AND RESPONSIBILITIES

The following outlines the roles of the key stakeholders involved in the process of defining, approving, implementing, and reviewing the SGR’s compensation and incentive system.

### 2.1 Shareholders’ Meeting

Pursuant to Article 19, paragraph 2, of the Company’s Articles of Association, the Ordinary Shareholders’ Meeting:

- determines the compensation payable to the bodies appointed by it;
- approves the compensation policies for the bodies responsible for supervision, management, and control, as well as for staff;
- approves plans based on financial instruments;

- defines the criteria for determining the compensation to be paid in anticipation of or upon the early termination of the employment relationship or for early termination of office (so-called “*golden parachute*”), including the limits set on such compensation in terms of the number of years of fixed remuneration and the maximum amount resulting from their application.

The Shareholders’ Meeting’s approval of remuneration and incentive policies is intended to increase shareholders’ awareness and oversight regarding the overall costs, benefits, and risks of the chosen remuneration and incentive system.

## **2.2 Board of Directors**

The Board of Directors establishes the compensation policy and submits it to the Shareholders’ Meeting for approval.

It is also responsible for implementing the approved policies and, in particular, ensures that the remuneration systems are consistent with the SGR’s overall decisions regarding risk-taking, strategies, long-term objectives, corporate governance structure, and internal controls. It reports annually to the Shareholders’ Meeting on the implementation of the aforementioned policy.

## **2.3 Chief Executive Officer**

The Chief Executive Officer proposes to the Board of Directors the annual review of remuneration and incentive policies.

## **2.4 Corporate Control Functions**

The corporate control functions collaborate, each within their respective areas of expertise, to ensure that the adopted remuneration and incentive policies are adequate and compliant with relevant regulatory requirements, as well as to verify their proper functioning.

To carry out this verification, the Asset Management Company may also engage external parties provided their independence from the management function is ensured.

# **3 PRINCIPLE OF PROPORTIONALITY**

In order to define the methods for applying the BDI Provision and, consequently, to establish a policy consistent with its own characteristics and size, the SGR conducted a self-assessment to evaluate the level of compliance with regulatory requirements.

Based on the assessments conducted and in accordance with the criteria identified in the BDI Provision, the SGR is classified as a “non-significant” manager and may therefore choose not to apply some of the more stringent requirements of the regulations set forth in the BDI Provision.

## 4 IDENTIFICATION OF KEY PERSONNEL

The process of identifying Key Personnel allows for the application of the entire regulatory framework to be tailored according to the actual ability of individual company personnel to influence the SGR's risk profile.

In this regard, the Board of Directors has identified, within the SGR's current organizational structure, the Most Relevant Personnel based on the qualitative and quantitative criteria set forth in the BDI Provision.

## 5 THE STRUCTURE OF REMUNERATION AND INCENTIVE SYSTEMS

### 5.1 General Principles

The SGR's remuneration and incentive policies are defined in accordance with sound and efficient risk management. They are also consistent with the economic results and the financial position of the Company and the products under management.

In accordance with the principles guiding its activities and the resulting regulatory constraints, the following general criteria are established:

- remuneration policies are gender-neutral and contribute to the pursuit of full equality among staff. They ensure that, for the same work performed, staff receive an equal level of compensation, including in terms of the conditions for its recognition and payment. The Company is, in fact, opposed to any form of discrimination, in line with its ethical values and its social role, recognizing that diversity enriches the organization and provides a competitive advantage over competitors;
- The policy aims to reward *performance* and experience equally, regardless of employee characteristics, such as gender, race, religion, or marital status, as established by national regulations, industry guidelines, and *best practices*;
- the fixed component is determined based on the role and experience of each staff member and is established at the time of hire;
- all staff—except as provided for in this Policy and subject to the absence of variable compensation in employment contracts—will have access to a compensation system consisting of a variable compensation component (so-called *bonus*); the variable component:
  - will reflect the director's or employee's actual and sustained *performance* within the company;
  - will also incorporate the achievement of qualitative objectives, in defining which the Company will not encourage excessive exposure to sustainability risks;

- will be subject to *ex post* adjustment mechanisms designed to reflect the *performance* levels of the SGR and the AIFs it manages;
- in any case, it will be paid or awarded only if this (i) is compatible with the financial situation of the SGR and the AIFs it manages and (ii) does not limit the SGR's ability to maintain or achieve a level of capitalization adequate to the risks assumed;
- will take due account of market practices;
- it shall be paid primarily in cash;
- it shall take into account objective criteria, both quantitative and qualitative, and, where applicable, compliance with ESG criteria;
- shall be determined by the Board of Directors:
  - in accordance with the guidelines contained in this Policy and, in particular, in the document attached hereto *as Annex 1*;
  - based on objective parameters established *in advance* on an annual basis (e.g., objectives shared with staff and subject to periodic review);
  - in any case, without any automatic mechanism;
- the actual payment of the variable component will be subject to deferral criteria, within, however, a period not exceeding three years following the year in which it accrued, in order to allow for verification of the actual alignment of conduct with the company's risk profile and for any revision should the payment of the deferred portion of the Variable Compensation not appear sustainable given the results achieved by the Company;
- the Company may take legal action to obtain reimbursement of the variable compensation already paid should fraudulent conduct or situations requiring an audit of the Company's accounts emerge.

Variable Compensation constitutes a mechanism for merit-based differentiation and selectivity through the remuneration of the achievement of *performance* objectives, both quantitative and qualitative. A balanced performance-based compensation element is a key factor in motivation and alignment with organizational objectives.

In particular, the criteria for ensuring a balance between the variable and fixed components are set forth below.

The fixed compensation of personnel—including that of Key Personnel and corporate control functions—is commensurate with the responsibilities and commitment associated with the role.

Variable compensation, where applicable, is strictly separate from fixed compensation, and the ratio between the fixed and variable components is appropriately balanced, precisely

determined and carefully assessed in relation to the various categories of personnel, particularly those classified as Key Personnel. The fixed portion is sufficiently high to allow the variable component to decrease significantly and, in extreme cases, even be reduced to zero in relation to the risk-adjusted results actually achieved.

In any case, a maximum limit on the proportion of the variable component relative to the fixed component is set for the gross annual compensation of each employee/contractor, as defined in Annex 1 to this Policy and/or in the employment contracts.

The general criteria of the Policy are accessible to all personnel to whom they apply, in compliance with each individual's right to confidentiality. The personnel concerned are informed in advance of the criteria used to determine their remuneration and the assessment of the results to which the variable component is linked. The remuneration policy and the evaluation process are adequately documented and made transparent to each individual concerned. The SGR may withhold information from staff regarding confidential quantitative aspects.

In accordance with applicable regulations, all staff are prohibited from using hedging strategies or insurance on remuneration or other aspects that could alter or undermine the risk alignment effects inherent in the remuneration and incentive mechanisms.

## **5.2 Structure of the variable component**

The activation of incentive schemes for all staff segments (excluding staff for whom, pursuant to this Policy, exclusively fixed remuneration is provided) is in any case subject to the fulfillment of conditions that ensure compliance with the Corporate Indicators, as well as the achievement of certain risk-adjusted profitability levels.

Failure to achieve the Corporate Indicators results in the non-activation of the incentive schemes or their corresponding reduction.

## **5.3 Incentive Schemes for Key Personnel**

Given the limited operational and organizational complexity of the Company, the SGR has decided, in accordance with the principle of proportionality, not to apply the provisions regarding the allocation of a portion of variable compensation in financial instruments.

## **5.4 Claw-back mechanisms**

Variable compensation awarded and/or paid (whether *up-front* or deferred) is subject to potential *claw-back* within the three years following its payment (considering, in the case of deferred payment, the final payment made) to individuals for whom fraudulent conduct or gross negligence to the detriment of the SGR has been established, or conduct that does not

compliant with the legal and regulatory requirements to which the Company is subject, including cases where such conduct results in excessive sustainability risk-taking.

In such cases, the Board of Directors, having assessed the severity of the conduct, shall decide whether and to what extent the portion of remuneration already paid is to be subject to the clause.

## **6 REMUNERATION OF CORPORATE BODIES**

The remuneration of Directors, including those holding specific positions, is determined by the Shareholders' Meeting as the competent body pursuant to Article 19, paragraph 2, of the Articles of Association.

### **6.1 Chairman**

The Chairman of the Board of Directors receives only a fixed salary.

### **6.2 Non-executive Directors**

The compensation of non-executive directors is exclusively fixed.

### **6.3 Executive Directors**

For the other executive directors, with regard to the operation of the bonus and incentive system, the conditions for activation and the general criteria defined in Chapter 5 apply, including the rules set forth in paragraph 5.4, which governs the incentive system for Key Personnel.

Pursuant to Article 19, paragraph 2, of the Bylaws, it is the responsibility of the Shareholders' Meeting to define the criteria for determining the compensation to be paid in anticipation of or upon the early termination of the employment relationship or for early termination of office (so-called "*golden parachute*"), including the limits set on such compensation in terms of annual fixed remuneration and the maximum amount resulting from their application.

### **6.4 Board of Statutory Auditors**

The Statutory Auditors:

- receive a fixed compensation amount established by the Shareholders' Meeting;
- do not receive any variable component or compensation linked to company performance.

### **6.5 Statutory Auditor**

The compensation due to the person appointed to perform the statutory audit pursuant to Legislative Decree 39/2010 is determined by the Shareholders' Meeting at the time the appointment is made and for the entire duration of the appointment.

## 7 EMPLOYEE COMPENSATION

### 7.1 General Principles

The salaries paid to the SGR's employees are determined based on the provisions of the adopted National Collective Bargaining Agreement.

Employee compensation consists of a fixed component, which includes *benefits*, and, potentially, a variable component; there is a strict distinction between these two components.

With regard to employees, the SGR's policy is to prioritize the fixed component of compensation, without, however, neglecting the variable component through the establishment of incentive schemes linked to the achievement of corporate objectives; The intention is, therefore, to provide employees with remuneration commensurate with their contribution toward the corporate objectives identified from time to time, while also taking into account the pursuit of the best interests of clients.

The guidelines regarding fixed employee compensation are based on several key principles that can be summarized as follows:

- a) equity, understood as the allocation or recognition of what is due to each individual, in terms of professional growth, based on the possession of the required characteristics, the roles held, and the responsibilities assumed, without any discrimination, providing everyone with the same career opportunities;
- b) competitiveness, understood as an analysis of the salary positioning of each role relative to specific market *benchmarks*;
- c) meritocracy, which manifests itself in the recognition of individuals based on their merit;
- d) consistency over time, with reference to medium- to long-term objectives and the risk management policies pursued by the SGR.

The compensation criteria for employees involved in corporate control functions are designed not to compromise their objectivity.

The Policy is based on principles of neutrality with the aim of promoting equal opportunities and treatment regardless of gender, as well as any other form of diversity, basing the criteria for assigning duties, evaluating performance, and determining compensation on professional skills, merit, and individual talent.

In this context, the definition of compensation systems, related decisions, and compensation packages are closely linked to the role held, the skills and professional experience of employees, as well as the results achieved, taking into account objective parameters that

enable the recognition and identification of actual performance and the resulting merit.

In particular, when establishing pay structures linked to levels corresponding to the duties and professional skills required, any form of discrimination—including gender discrimination—is excluded, through a clear and fair identification of the conditions for determining, accruing, and paying compensation.

Staff compensation data is monitored to ensure that, for equivalent positions, responsibilities, and the complexity managed by the various roles, there are no unjustified gender pay gaps. In particular, at least once a year, the Board of Directors reviews the *gender pay gap* and its evolution over time.

Should any discrepancies emerge between organizational positions of equal value, the SGR promptly identifies the appropriate corrective measures to be implemented to ensure full compliance with the Policy.

#### *7.1.1 Fixed Component of Remuneration*

The fixed portion of compensation consists of the following items:

- salary;
- any allowances and/or payments related to length of service and/or the manner in which work is performed, as provided for in collective bargaining agreements
- ;
- other items that remain constant over time, as provided for by collective bargaining agreements or resulting from individual agreements (for example, any *ad personam* emoluments granted to acquire or maintain specific professional skills or upon the assignment of ongoing positions of high responsibility);
- benefits: forms of remuneration in kind (which are, in any case, subject to the tax and social security regime provided for by current legislation), including those resulting from individual agreements, aimed, for example, at retaining the employee or recognizing a particular achievement; benefits include the provision of meal vouchers for each month's working days and, in some cases, the provision of a mobile phone plan for the duration of employment with the Company or, potentially, a company car and/or supplemental health insurance and/or professional liability insurance for the positions held.

Collective bargaining agreements also provide for supplementary welfare and social security systems for employees.

The fixed component is sufficiently high to allow, if necessary, a significant reduction in Variable Compensation following negative results and, in some cases, to

allow for the *bonus* to be completely eliminated. The total compensation for control functions consists primarily of a fixed component, and the assignment of financial targets is excluded in order to ensure the independence of these functions in their duties and to avoid potential conflicts of interest.

With regard to *benefits*, it is noted that for each of the Company's employees and for the Chief Executive Officer, "Employee Health & Benefits" coverage is in place, comprising specific policies covering occupational and non-occupational accidents, life insurance, and reimbursement of medical expenses.

#### 7.1.2 Variable component of remuneration

Variable Compensation, in addition to taking into account the principles of equal opportunity for employees, is designed to achieve predetermined improvement objectives, in line with the company's strategic plans, with a view to ensuring the stability and effectiveness of results both for the Company and for the products it manages.

For the purpose of determining the *eligibility* and *amount* of the variable component, the parameters used to define the employee's *performance* can be categorized into three distinct types:

- (i) quantitative parameters indexed to the company's economic and financial performance;
- (ii) quantitative parameters related to the employee's department and the specific activities they perform (therefore also including the performance of managed products for staff directly involved in such activities);
- (iii) qualitative, *i.e.*, non-economic, parameters pertaining to non-financial results, the pursuit of which contributes to the creation of value for the Company.

## 8 REMUNERATION OF CONTROL FUNCTIONS

With regard to the remuneration of corporate control functions, there is no variable component quantifiable based on corporate performance, but rather a variable component linked to quantitative/qualitative objectives related to the specific activity carried out by the employee belonging to a Control Function (Anti-Money Laundering Officer).

## 9 DISCLOSURE

Information on the compensation paid to Directors and Statutory Auditors is provided in Section 5 of the Notes to the Financial Statements.

The AIF's management report includes, among other things, the total remuneration—broken down into fixed and variable components—paid by the Asset Management Company to its staff, the number of beneficiaries, as well as any *carried interest* paid by the AIF and the aggregate amount of remuneration broken down by the most significant staff categories. It also includes information regarding the methods used to calculate remuneration, the results of the periodic review conducted by the Board of Directors (including

any irregularities found) and any material changes to the remuneration policy initially approved.