

INRIS UCITS PLC (THE “COMPANY”)

REMUNERATION POLICY

The Company is self-managed and its affairs are supervised by its Board of Directors. For details on each of the Directors please refer the Prospectus of the Company.

a) The Policy

The Company has established a remuneration policy in accordance with the requirements of the Regulations, which transposes Directive 2009/65/EC, as amended, into Irish law (the “**UCITS Directive**”) to the extent that is appropriate to its size, internal organisation and the nature, scope and complexity of its activities.

This remuneration policy has been adopted by the non-executive members of the Board of Directors in their supervisory function, who have expertise in risk management and remuneration and any who will be responsible for (i) reviewing the general principles of the remuneration policy on an annual basis and (ii) ensuring that the implementation of the remuneration policy is subject to a central and independent review on an annual basis. Any revisions to the remuneration policy require approval of the non-executive members of the Board of Directors. All of the Directors of the Company are non-executive.

It is the Company’s policy to maintain remuneration arrangements that (i) are consistent with and promote sound and effective risk management, (ii) do not encourage risk-taking that is inconsistent with the risk profile of the Company, (iii) do not impair compliance with the Company’s duty to act in the best interests of its shareholders and (iv) are consistent with the principles outlined in Appendix 1 to this remuneration policy. The Company’s remuneration policy is designed to ensure that any relevant conflicts of interest can be managed appropriately at all times.

b) Persons subject to the Policy

The Company shall apply the provisions of this policy to its ‘Identified Staff’ being “*those categories of staff, including senior management, risk takers, control functions and any employee receiving total remuneration that falls within the remuneration bracket of senior management and risk takers whose professional activities have a material impact on the risk profiles of the management companies or of the UCITS that they manage*”.

As at the date of this Policy, the Board have determined that the following persons fall within the definition of “Identified Staff”:

- Members of the Board of Directors; and
- Designated persons responsible for the monitoring of certain management functions of the Company (“**Designated Persons**”).

Delegates

The Company has delegated the discretionary investment management (including risk management) of the Company to Innocap Global Investment Management (Ireland) Limited (the “**Investment Manager**”). In accordance with paragraph 16 of the Guidelines on Sound Remuneration Policies under the UCITS Directive ESMA 2016/575 (the “**ESMA Guidelines**”), when delegating investment management functions, the Company will ensure that:

- a) The Identified Staff of the Investment Manager”) (or where relevant appointed by a delegate of the Investment Manager) to discharge investment management functions) are subject to regulatory requirements on remuneration which are equally as effective as those applicable under the ESMA Guidelines; or
- b) Contractual arrangements are in place between the Company and the Investment Manager (or where relevant between the Investment Manager and its delegates) in order to ensure that there is no circumvention of the remuneration rules set down in the ESMA Guidelines and should cover any payment made to the Investment Manager’s Identified Staff as compensation for the performance of investment management activities on behalf of the Company.

The Investment Manager is authorized as an alternative investment fund manager and is subject to the remuneration rules under Regulation 24A(1) of the UCITS Regulations. The Investment Manager is therefore subject to the ESMA Guidelines.

In the event that the Company shall appoint a delegate investment manager which is not subject to regulatory requirements on remuneration which are equally as effective as those applicable under the ESMA Guidelines, the Company shall maintain a record of the overview provided by the relevant delegate investment manager of its remuneration regime, including any justification as to why its remuneration regime does not circumvent the provisions of the ESMA Guidelines.

The Investment Manager delegates investment management activities to various trading advisors. The Investment Manager shall ensure that appropriate contractual undertakings with regard to remuneration are given by any appointed delegate trading advisor where the professional activities of that delegate’s staff may have a material impact on the risk profiles of the Company in accordance with the ESMA Guidelines.

c) Remuneration of Identified Staff

The members of the Board of Directors of the Company are entitled to receive an annual fixed fee depending on the number of sub-funds, as set out in the Prospectus and in accordance with the Company’s Memorandum and Articles of Association. The Directors do not receive performance-based remuneration, therefore, avoiding a potential conflict of interest.

The basic fee of a Board member is set at a level that is on par with the rest of the market and reflects the qualifications and contribution required in view of the Company’s complexity, the extent of the responsibilities and the number of board meetings. No pension contributions are payable on Board members’ fees. The Investment Manager receives an annual fixed fee for providing the relevant

'Designated Persons' and such fee is set at a level that is considered on par with the rest of the market for such services and does not include any variable or performance related element.

Baptiste Fabre, Henri Vernhes, François Rivard, Etienne Rouzeau and Charles Lacroix do not receive any fees from the Company for their role as Directors or Designated Persons in view of their current and previous functions with the Platform Advisor, the Distributors and/or the Consultants, as appropriate.

d) Proportionality Principle

As noted above, the Fund must comply with the Regulations remuneration principles as set out in Appendix I hereto in a way and to the extent that is appropriate to its size, its internal organisation and the nature scope and complexity of its activities (the "**Proportionality Principles**"). Accordingly, some UCITS can determine to meet the remuneration requirements through very sophisticated policies whereas others can do so in a simple and less burdensome way.

The Company's analysis of the Proportionality Principles is set out in Appendix 2.

The Company does not pay any variable remuneration to any of its Identified Staff. Accordingly, the principles in respect of variable remuneration as outlined in the Regulations are not applicable.

The Company also complies with the remainder of the remuneration rules set down in the Regulations in a manner which it considers proportionate taking into account the proportionality criteria set down in the ESMA Guidelines.

The Board has determined that, notwithstanding the size of Company, the scope of its activities is not considered complex for the following reasons: the Company has no staff, the Company has a simple internal organisational structure and the Company is not listed. The Board has therefore agreed that a remuneration committee will not be established. Remuneration matters will be dealt with by the Board with the relevant affected director absenting himself/herself from such discussions.

e) Disclosure

The general principles of the Company's remuneration policy and the specific provisions for Identified Staff are disclosed internally and documented in this procedure.

In addition, the Prospectus, KIID(s) and annual report of the Company shall contain disclosure with respect to remuneration consistent with the Regulations.

Last updated: 1 December 2020

Appendix 1

Remuneration Principles as outlined in Regulation 24B of the Regulations

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| <p>1. When establishing and applying the remuneration policies referred to in Regulation 24A, management companies shall comply with the following principles in a manner and to the extent that is appropriate to their size, internal organisation and the nature, scope and complexity of their activities:</p> |
| <p>(a) the remuneration policy is consistent with and promotes sound and effective risk management and does not encourage risk taking that is inconsistent with the risk profiles, rules or instruments of incorporation of the UCITS that the management company manages;</p> |
| <p>(b) the remuneration policy is in line with the business strategy, objectives, values and interests of the management company and the UCITS that it manages and of the investors in such UCITS, and includes measures to avoid conflicts of interest;</p> |
| <p>(c) the remuneration policy is adopted by the management body of the management company in its supervisory function, and that body adopts, and reviews at least annually, the general principles of the remuneration policy and is responsible for, and oversees, their implementation; provided that the tasks referred to in this sub-paragraph shall be undertaken only by members of the board who do not perform any executive functions in the management company concerned and who have expertise in risk management and remuneration;</p> |
| <p>(d) the implementation of the remuneration policy is, at least annually, subject to central and independent internal review for compliance with policies and procedures for remuneration adopted by the management body in its supervisory function;</p> |
| <p>(e) staff engaged in control functions are compensated in accordance with the achievement of the objectives linked to their functions, independently of the performance of the business areas that they control;</p> |
| <p>(f) the remuneration of the senior officers in the risk management and compliance functions is overseen directly by the remuneration committee, where such a committee has been established under paragraph (4);</p> |
| <p>(g) where remuneration is performance-related, the total amount of remuneration is based on an assessment of the performance of the individual and of the business unit or UCITS concerned, the risks of the UCITS concerned, and of the overall results of the management company when assessing individual performance, taking into account financial and non-financial criteria;</p> |
| <p>(h) the assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the investors of the UCITS managed by the management company in order to ensure that the assessment process is based on the longer-term performance of the UCITS and its investment risks and that the payment of performance-based components of remuneration is spread over that period;</p> |
| <p>(i) guaranteed variable remuneration is exceptional, occurs only in the context of hiring new staff and is limited to the first year of engagement of such staff;</p> |
| <p>(j) fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component;</p> |
| <p>(k) payments relating to the early termination of a contract reflect performance achieved over time and are designed in a way that does not reward failure;</p> |
| <p>(l) the measurement of performance used to calculate variable remuneration components or pools of variable remuneration components includes a comprehensive adjustment mechanism to integrate all relevant types of current and future risks;</p> |
| <p>(m) subject to the legal structure of the UCITS and its fund rules or instruments of incorporation not less than 50 %, or where the management of UCITS accounts for less than 50 % of the total portfolio managed by the management company, a substantial portion, of any variable remuneration component consists of units of the UCITS concerned,</p> |

equivalent ownership interests, or share-linked instruments or equivalent non-cash instruments with incentives that are as effective as any of the instruments referred to in this paragraph.

In respect of such variable remuneration component the management company shall establish and apply to the instruments a retention policy designed to align incentives with the interests of the management company and the UCITS that it manages and of the unitholders of the UCITS. The Bank place restrictions on the types and designs of the instruments or ban certain instruments as appropriate. This point shall apply to both the portion of the variable remuneration component deferred in line with point (n) and the portion of the variable remuneration component not deferred;

(n) a substantial portion, which shall be not less than 40 %, or in the case of a variable remuneration component of a particularly high amount, not less than 60 per cent of the variable remuneration component referred to in paragraph (m), is deferred and vests no faster than on a pro-rata basis over a period which is appropriate in view of the holding period recommended to the unit-holders of the UCITS concerned, is correctly aligned with the nature of the risks of the UCITS in question and is not less than 3 years.

(o) a variable remuneration component referred to in paragraph (m), including any portion thereof deferred in accordance with paragraph (n) is paid or vests only if it is sustainable according to the financial situation of the management company as a whole, and justified according to the performance of the business unit, of the UCITS and of the individual concerned, and shall be considerably contracted where subdued or negative financial performance of the management company or of the UCITS concerned occurs, taking into account both current compensation and reductions in payouts of amounts previously earned, including through malus or clawback arrangements;

(p) the pension policy is in line with the business strategy, objectives, values and long-term interests of the management company and the UCITS that it manages and in particular -
If the employee leaves the management company before retirement, discretionary pension benefits in respect of the employee shall be held by the management company for a period of five years in the form of instruments referred to in point (m). In the case of an employee reaching retirement, discretionary pension benefits shall be paid to the employee in the form of instruments referred to in point (m), subject to a five-year retention period;

(q) staff are required to undertake not to use personal hedging strategies or remuneration- and liability-related insurance to undermine the risk alignment effects embedded in their remuneration arrangements;

(r) a variable remuneration component is not paid through vehicles or methods that facilitate the avoidance of the requirements laid down in these Regulations.

2. The principles set out in paragraph 1 shall apply to any benefit of any type paid by the management company, to any amount paid directly by the UCITS itself, including performance fees, and to any transfer of units or shares of the UCITS, made for the benefit of those 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 their risk profile or the risk profile of the UCITS that they manage.

3. A Management company that is significant in terms of its size or of the size of the UCITS that it manages, its internal organisation and the nature, scope and complexity of their activities shall establish a remuneration committee (in accordance, where appropriate, with guidelines issued by the European Securities and Markets Authority under paragraph (4) of Article 14a of the Directive), which shall:-
(i) be constituted in a way that enables it to exercise competent and independent judgment on remuneration policies and practices and the incentives created for managing risk;
(ii) be responsible for the preparation of decisions regarding remuneration, including those which have implications for the risk and risk management of the management company or the UCITS concerned and which are to be taken by the management body in its supervisory function;
(iii) be chaired by a member of the management body who does not perform any executive functions in the management company concerned;

(iv) consist of members of the management body who do not perform any executive functions in the management company concerned;(v) where there is employee representation on the management body, include one or more employee representatives; and
(vi) when preparing its decisions, the remuneration committee shall take into account the long-term interest of the unitholders and other stakeholders and the public interest.

Appendix 2
Analysis of the Proportionality Principles

(a) Size of the Company

| Size Criterion | Company's Analysis | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|---|-----------------------|--|-----------------------|------------------------|-------------------|-------------|--------|---|-----|-------------|-----------------------|--------|---|-----|--------------|------------------|--------|---|-----|--------------|---------------------------------|--------|---|-----|------|----------------|--------|---|-----|------|
| Asset under management of the Fund | As at 30/09/20 the assets under management of the Company is approximately €601 million. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Risk exposure of the Company | <table border="1"> <thead> <tr> <th>Sub-Fund</th> <th>Investment Manager's Risk Rating (based on market risk (VaR & leverage), operational risk, valuation risk, liquidity risk and counterparty risk.</th> <th>Risk & Reward Profile</th> <th>Substantial Use of FDI</th> <th>Expected Leverage</th> </tr> </thead> <tbody> <tr> <td>InRIS Parus</td> <td>Medium</td> <td>7</td> <td>Yes</td> <td>100% of NAV</td> </tr> <tr> <td>InRIS CFM Diversified</td> <td>Medium</td> <td>4</td> <td>Yes</td> <td>3000% of NAV</td> </tr> <tr> <td>InRIS CFM Trends</td> <td>Medium</td> <td>5</td> <td>Yes</td> <td>5000% of NAV</td> </tr> <tr> <td>InRIS Perdurance Market Neutral</td> <td>Medium</td> <td>6</td> <td>Yes</td> <td>300%</td> </tr> <tr> <td>InRIS Prentice</td> <td>Medium</td> <td>6</td> <td>Yes</td> <td>160%</td> </tr> </tbody> </table> | Sub-Fund | Investment Manager's Risk Rating (based on market risk (VaR & leverage), operational risk, valuation risk, liquidity risk and counterparty risk. | Risk & Reward Profile | Substantial Use of FDI | Expected Leverage | InRIS Parus | Medium | 7 | Yes | 100% of NAV | InRIS CFM Diversified | Medium | 4 | Yes | 3000% of NAV | InRIS CFM Trends | Medium | 5 | Yes | 5000% of NAV | InRIS Perdurance Market Neutral | Medium | 6 | Yes | 300% | InRIS Prentice | Medium | 6 | Yes | 160% |
| Sub-Fund | Investment Manager's Risk Rating (based on market risk (VaR & leverage), operational risk, valuation risk, liquidity risk and counterparty risk. | Risk & Reward Profile | Substantial Use of FDI | Expected Leverage | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| InRIS Parus | Medium | 7 | Yes | 100% of NAV | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| InRIS CFM Diversified | Medium | 4 | Yes | 3000% of NAV | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| InRIS CFM Trends | Medium | 5 | Yes | 5000% of NAV | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| InRIS Perdurance Market Neutral | Medium | 6 | Yes | 300% | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| InRIS Prentice | Medium | 6 | Yes | 160% | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Number of employees of the Company | The Company has no employees other than the Board of Directors. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Whether the Fund have any subsidiaries | No | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

(b) Internal Organisation

| Internal Organisation Criterion | Company's Analysis |
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| <p>Legal structure of the Company</p> | <ul style="list-style-type: none"> - The Company is a self-managed umbrella investment company with variable capital and segregated liability between sub-funds. - The Company is authorised as a UCITS scheme by the Central Bank under the Regulations - The Company is an open ended fund in that shareholders of each Sub-Fund may request the redemption of their shares at such frequency as set out in the fund supplement applicable to each Sub-Fund (which forms part of the prospectus of the Company) and which must be at least twice a month, occurring at regular intervals. - The amount of the paid-up share capital of the Company equals at all times to the net asset value of the Company and the shares of the Company have no par value. |
| <p>Complexity of the internal governance structure of the Company</p> | <p>The Company does not have a complex internal governance structure as illustrated in the organisation chart in Appendix 3 and as follows:</p> <ul style="list-style-type: none"> - Seven Directors, two of whom are Irish residents. - Board remains ultimately responsible for the affairs of the Company. - Directors act as Designated Persons in respect of the Company's management functions. - Designated Persons receive periodic reports from the Company's delegates and on an ad hoc basis when necessary for the purpose of monitoring and controlling the managerial function(s) for which he or she has been designated. - Designated Persons then report to the Board of Directors on a quarterly basis or more frequently when a matter needs to be escalated by the Designated Persons to the Board of Directors. - Board of Directors have put in place procedures that are designed to inter alia ensure compliance by the Company with regulatory requirements. |
| <p>Whether the Company is listed on a regulated market</p> | <p>No</p> |

(c) Nature, scope and complexity criterion

| <p>Nature Scope and Complexity Criterion</p> | <p>Company's Analysis</p> |
|---|---|
| <p>Type of authorised activities</p> | <ul style="list-style-type: none"> - The Company is authorised as a self-managed investment company authorised as a UCITS by the Central Bank pursuant to the Regulations. - The Company is subject to prescriptive regulatory requirements relating to issuer concentration limits (i.e. 5/10/40 rule, etc.) and requirements relating to the use of derivatives and EPM techniques such as global exposure, cover, collateral, counterparty exposure limits, etc. - The Company's sole objective pursuant to the Regulations and pursuant to its Memorandum of Association is the collective investment in either or both (i) transferable securities (ii) other liquid financial |

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| | assets referred to in Regulation 68 of the Regulations, of capital raised from the public and which operate on the principle of risk-spreading. | | | |
| Type of investment policies and strategies of the Company | Sub-Fund | Strategy | Geography | Instruments Traded |
| | InRIS Parus | Global Equity L/S - LT focus. High concentration on long side, low trading frequency. | North America/ Europe, 20% Emerging Markets | Equity, Bonds, Forwards, CFD, MMFs. |
| | InRIS CFM Diversified | Systematic - diversified portfolio of global fixed income securities, global interest rates, global currencies, global equities, global stock indices and global credit | Global | Equity, Bonds, Forwards |
| | InRIS CFM Trends | Quantitative trading fund | Global | Equity Index Futures, Fixed Income Futures, Interest Rates Futures, Interest Rate Swaps, Currency Futures, Currency Forwards and Currency Swaps |
| | InRIS Perdurance Market Neutral | Equity market neutral | Europe ex-UK | Equity, Bonds, Forwards on Foreign Currency and Spots on Foreign Currency |
| | InRIS Prentice | Equity long/short | North America | Equity, ETF, ADR, GDR, CFD and Swaps |

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| <p>National or cross-border nature of the business activities</p> | <p>The Sub-Funds are registered or marketed for sale in the United Kingdom, France, Germany, Italy, Spain, The Netherlands, Belgium, Australia Luxembourg, Switzerland and Singapore.</p> <p>The investor base of the Company is mainly institutional and high net worth clients although the Sub-Funds are marketed to retail investors.</p> |
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Appendix 3

Organisation Structure of the Company

The organisational structure of the Company is set out in the following diagram:

