

**NEAM Global Funds ICAV (the ICAV)**  
**Remuneration Policy**  
**5<sup>th</sup> April 2017**

## **Introduction**

The European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I No. 352 of 2011) as amended (the **Regulations**) require that the ICAV 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, prospectus or instrument of incorporation of the ICAV and its sub-fund (the **Fund**) nor impair compliance with the ICAV's duty to act in the best interests of the Fund.

The following regulations, guidelines and requirements are/shall be of relevance to the remuneration policies and practices of the ICAV:

1. the Regulations; and
2. ESMA Guidelines on Sound Remuneration Policies (the **ESMA Remuneration Guidelines**).

The purpose of this document is to set out the remuneration policy and describe the remuneration practices for the ICAV taking into consideration the need to align risks in terms of risk management and exposure to risk and for the policies to be in line with the business strategy, objectives and interests of the ICAV.

## **The ICAV and the Board of Directors**

The ICAV is a self-managed UCITS. The board of directors of the ICAV (the **Board**) are non-executive directors (each a **Director**). Each Director is appointed pursuant to a letter of appointment with the ICAV. The ICAV has informed the Central Bank through the authorisation process that it has no additional employees.

## **Appointment of Service Providers**

The ICAV has appointed the following service providers and has delegated certain of its activities, including certain investment management functions, to the service providers:

Investment Manager	New England Asset Management Limited (the <b>Investment Manager</b> )
Administrator	Citibank Europe plc (the <b>Administrator</b> )
Depositary	Citi Depositary Services Ireland Designated Activity Company (the <b>Depositary</b> )

As noted below, the ICAV relies on the remuneration policies and procedures of each delegate to ensure that their remuneration structures promote a culture of investor protection and mitigate conflicts of interest.

## **Identified Staff**

The Regulations provide that the remuneration policies and practices shall apply to 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 Fund.

The ICAV has appointed the Board and has no additional employees. Accordingly, the remuneration provisions of the Regulations only affect the ICAV with regard to the Board. Pursuant to their letters of appointment with the ICAV, the Directors have waived their right to fees as they are employees of the Investment Manager.

The Directors do not receive performance based variable remuneration, therefore avoiding any potential conflicts of interest. The Directors do not consider that a performance-related or deferred payment element is appropriate for the ICAV at this time, consistent with the limited scale and complexity of the ICAV's activities.

## **Delegates of Investment Management Activities**

The Board notes that the ESMA Remuneration Guidelines require the identification of “identified staff” being those categories of staff of the ICAV and of any entities to which investment management activities have been delegated by the ICAV, whose professional activities have a material impact on the risk profile of the ICAV.

The Investment Manager has been appointed by the ICAV to carry out certain investment management functions for the ICAV and may have staff whose professional activities could have a material impact on the risk profile of the Fund within the meaning of the ESMA Remuneration Guidelines.

The ESMA Remuneration Guidelines require the ICAV to be satisfied that the Investment Manager is either subject to regulatory requirements on remuneration that are equally as effective as those applicable under the Regulations or that appropriate contractual arrangements are in place with the Investment Manager to ensure that no circumvention of the remuneration rules set out in the ESMA Remuneration Guidelines takes place. The ESMA Remuneration Guidelines provide that regulatory requirements on remuneration such as Directive 2013/36/EU (CRD IV) or Directive 2011/61/EU (AIFMD) are equally as effective for these purposes.

The Investment Manager is domiciled in Ireland and is authorised as a MiFID firm by the Central Bank of Ireland. MiFID firms are subject to CRD IV remuneration requirements. Accordingly, the Board is satisfied that the Investment Manager is subject to regulatory requirements on remuneration that are equally as effective as those applicable under the ESMA Remuneration Guidelines.

The ICAV will rely on the remuneration policies and procedures of the Investment Manager as its delegate to ensure that its remuneration structures promote a culture of investor protection and mitigate conflicts of interest.

## **Requirement for Remuneration Committee**

Given the internal organisation of the ICAV as a self-managed UCITS and considering the size of the ICAV with the limited nature, scope and complexity of the activities of the ICAV, it is not considered proportionate for the ICAV to set up a remuneration committee. While certain share classes of the Fund may list and noting the net assets of the Fund, the legal structure of the ICAV as a self-managed UCITS with a Board of Directors and no other employees are factors supporting the view that a remuneration committee would not be considered appropriate for the ICAV.

## **Disclosure**

The ICAV will comply with the disclosure requirements set out in the Regulations. The total amount of remuneration for the financial year paid by the ICAV to its staff, the aggregate amount of remuneration broken down by the relevant categories of employees (i.e. the Directors), a description of how the remuneration has been calculated and any material changes to the Remuneration Policy will be disclosed in the ICAV's annual audited financial statements.

## **Reporting**

Subject to the requirements of the ESMA Remuneration Guidelines, the Board shall seek confirmation from the Investment Manager (where applicable) on an annual basis that there has been no material change to its remuneration policy, or if there has been a material change, provide details of those changes to the Board.

## **Appropriateness of policy and conflicts of interest**

Given its internal organisation and the limited nature, scale and complexity of the ICAV's activities, it is considered that the policies described in this document are appropriate for the ICAV. Together with the ICAV's Conflicts of Interest Policy, the Board considers that there are suitable measures in place to promote effective supervision and risk management.

## **Review**

This policy and the implementation thereof will be reviewed by the Board at least annually.