

NATIXIS INVESTMENT MANAGERS SA (“NIM SA”) REMUNERATION POLICY

As at 1 October 2022

This NIM SA remuneration policy contains general principles applicable to all employees (see section I), specific principles applicable to the groups of employees identified by the AIFM and UCITS V directives (see section II) and a governance system applicable to all employees (see section III).

It forms part of the remuneration policy defined by Natixis and has been drawn up in accordance with the provisions concerning remuneration contained in the following regulations, as well as the guidelines of the European Securities and Markets Authority (ESMA) and the positions issued by the *Commission de Surveillance du Secteur Financier* derived therefrom:

- Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on alternative investment fund managers, transposed into the French Monetary and Financial Code by Order No. 2013-676 of 27 July 2013 (the “AIFM Directive”)
- Directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014 on undertakings for collective investment in transferable securities (UCITS) (the “UCITS V Directive”)
- Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, supplemented by Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 (“MiFID II”)
- 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

I- GENERAL PRINCIPLES OF THE REMUNERATION POLICY

The remuneration policy is a strategic aspect of NIM SA’s policy framework. As a tool for mobilising and encouraging employees, it ensures, in strict compliance with broad financial balances and regulations, that it is competitive and attractive in light of market practice.

NIM SA’s remuneration policy, which applies to all employees, counts the alignment of employees’ interests with those of investors among its fundamental principles:

- It is consistent and promotes sound and effective risk management and does not encourage any risk-taking incompatible with the risk profiles, rules or constitutional documents of the managed products.
- It is consistent with the economic strategy, objectives, values and interests of the management company and the products it manages and those of investors, and includes measures that seek to avoid conflicts of interest.

The remuneration policy covers all components of remuneration, including fixed remuneration and, where applicable, variable remuneration.

Fixed remuneration rewards skills, professional experience and the employee's level of responsibility. It takes account of market conditions.

Variable remuneration is based on an assessment of collective performance, measured both at the level of the management company and the products managed, and by reference to individual performance. It takes account of quantitative and qualitative factors, which may be established on a yearly basis or across a number of years.

I-1. Definition of performance

The objective and transparent assessment of annual and multi-annual performance based on pre-defined objectives is the key aspect in applying NIM SA's remuneration policy. It ensures the fair and selective treatment of employees. This assessment is discussed by the employee and his/her manager during an individual appraisal meeting.

Each employee's level of contribution and performance is assessed based on his/her role, duties and level of responsibility at the management company. In this context, the remuneration policy distinguishes between several categories of employee:

- Members of the Board of Directors and the Committee of Conduct Persons who are employees of NIM SA are assessed by reference to its contribution to the definition and implementation of the management company's strategy, which is in line with the strategy of the international distribution platform. Where relevant, they are also assessed by reference to their ability to develop the performance of its product and service offerings, the performance of the distribution activity and, more generally, the development of the group's multi-boutique model, as well as the risk-adjusted financial performance of its scope of oversight. For this category, performance is appraised annually using quantitative indicators linked to changes in NIM SA's economic results and supervised activities as well as the contribution to Natixis IM's overall performance. Performance is also assessed by reference to the attainment of qualitative objectives such as the quality of management and/or responsibility/contribution to cross-functional projects.
- The support functions are assessed on their ability to proactively respond to the management company's strategic challenges. Individual performance is assessed annually by reference to the attainment of qualitative objectives such as the quality of the repeat business and/or the degree of participation in cross-functional projects or strategic/regulatory projects. These objectives are defined annually in conjunction with those of NIM SA and those of the international distribution platform.
- The performance of the control functions is assessed by reference only to qualitative criteria such as participation in cross-functional projects or strategic/regulatory projects, defined annually, in order not to compromise their independence or create a conflict of interest with the business lines they control.
- The performance of the distribution functions is assessed based on an evaluation of quantitative and qualitative criteria. The quantitative criteria are based on gross inflows, net inflows, turnover, the profitability of investments and any changes thereto. Qualitative criteria include business diversification and development (new clients; new affiliates; new expertise, etc.) and the consideration of the interests of both NIM SA and its clients.

Qualitative criteria are used in the assessment of the performance of all categories of employees. These qualitative criteria always include compliance with regulations and NIM SA's internal risk management and compliance procedures.

They may also cover: the quality of the relationship with clients, including the level of expertise and advice provided, contributions to the reliability of a process, participation in a cross-disciplinary project, contributions to the development of new expertise, contributions to improvements in operational efficiency or any other subject defined in line with NIM SA's strategic objectives.

For each category of employee, all quantitative and qualitative objectives are defined and communicated individually at the beginning of the year, in line with NIM SA's strategic objectives. When conducting this balanced assessment of performance, for select employees, regard is given to sustainability risk factors.

Identified staff include employees of group entities that operate equivalent or more stringent remuneration policies.

I-2. Remuneration components

I-2.1. Fixed remuneration

NIM SA shall pay a level of fixed remuneration that sufficiently remunerates employees for their employment activity.

Fixed remuneration remunerates the skills, professional experience and level of responsibility expected of an employee.

The level of fixed remuneration is reviewed periodically to ensure that it is consistent with geographical and professional market practices.

Fixed salaries are reviewed once a year as part of the annual remuneration review. Outside that period, only promotions, internal job moves or exceptional changes to individual circumstances may lead to a review.

I-2.2. Variable remuneration

The variable remuneration packages are defined based on the annual results of NIM SA and the international distribution platform, and also by reference to qualitative elements, such as the practices of competitor companies, the general conditions of the market applicable at the time the results were obtained and any factors that may have temporarily influenced the business line's performance.

Variable remuneration, where awarded, is paid to reward an individual annual performance achieved as part of a collective performance.

Within the limits of the overall variable remuneration packages, individual variable remuneration is awarded, as part of the annual remuneration review, in an objective, discretionary manner based on the assessment of individual performance and the way in which such performance is achieved. The variable remuneration awarded to employees is affected by inadequate risk and compliance management, or breaches of regulations and internal procedures during the year in question (see I-1. above).

Identified staff are subject to specific obligations in relation to risk and compliance rules. Failure to comply with these obligations may result in a partial or total reduction in the individual variable remuneration allocated.

In the event of a loss or a significant fall in its profits, NIM SA may also decide to reduce or fully cancel the amount allocated to individual variable remuneration, as well as, if appropriate, any deferred instalments of variable remuneration previously awarded that are in the process of vesting.

There is no contractual guarantee for variable remuneration, except, in some cases, for variable remuneration awarded for a first year of service in connection with external recruitment.

“Golden parachute” type schemes are prohibited. Payments relating to the early termination of an employment contract are determined in accordance with legal provisions (statutory and contractual remuneration) and the performance of the beneficiary, his/her business line and the management company as a whole over the long term and are designed so as not to reward failure.

Variable remuneration is not paid via instruments or methods that facilitate the circumvention of the requirements set out in regulations.

I-2.3. Key employee retention scheme

NIM SA wishes to be able to guarantee the stability of its teams to investors.

To this end, a deferred remuneration scheme has been incorporated into the remuneration policies.

Beyond a certain variable remuneration threshold, this measure results in the allocation of a portion of the variable remuneration in the form of cash indexed to changes in Natixis IM's consolidated financial performance measured by its pre-tax profit (loss) on ordinary activities recorded each year, over a minimum period of 3 years. The deferred variable remuneration component vests in equal tranches over a minimum period of 3 years and aligns employees' remuneration with Natixis IM's performance. The deferred variable remuneration rate is calculated by applying a deferred remuneration table.

This mechanism is subject to the employee meeting certain conditions relating to attendance and the absence of unusual behaviour that may have an impact on NIM SA's level of risk. Vested tranches may be required to be refunded in full or in part, in order to carry out ex post risk adjustments.

I-2.4. Balance between fixed and variable remuneration

NIM SA ensures that there is an appropriate balance between the fixed and variable components of overall remuneration and that the fixed component represents a sufficiently high proportion of overall remuneration so that a fully flexible policy may be implemented with respect to the variable remuneration components, including the option of paying no variable component. All individual situations where variable remuneration exceeds fixed remuneration and that may be explained by reference to market practices and/or an exceptional level of responsibilities, performance and behaviour are documented by the Human Resources department as part of the annual remuneration review.

II- APPLICATION OF THE MECHANISM APPLICABLE TO IDENTIFIED STAFF UNDER THE AIFM AND/OR UCITS V DIRECTIVES

II-1. Identified staff

In accordance with regulatory provisions, NIM SA's identified staff includes the categories of employee, including executive managers, risk-takers and those exercising a control function, as well as any employee who, based on his/her total remuneration, is in the same remuneration bracket as executive managers and risk-takers, whose employment activities have a material impact on the risk profile of the management company and/or the products managed by the management company. These persons are identified based on their employment activities, level of responsibility or their overall level of remuneration. Identified staff include employees of group entities that operate equivalent or more stringent remuneration policies. The name of the relevant entity is clearly shown in the list of identified staff.

The following categories of employee constitute identified staff:

- Members of the management body
- The heads of the control functions (risk, compliance and internal control)
- The heads of the support or administrative functions
- Other risk-takers

- Employees who, based on their overall remuneration, are in the same remuneration bracket as executive managers and risk-takers

Each year, prior to the annual remuneration review, the Human Resources Department determines and formalises the identification methodology and scope of NIM SA's identified staff, in conjunction with the Conducting Person responsible for Compliance Oversight.

The scope of the identified staff as a whole is then validated by NIM SA's Senior Management, then reported to its Board of Directors exercising its supervisory function and, lastly, presented to Natixis' Remuneration Committee.

The entire identification process is documented and archived by the Human Resources Department. The employees in question are also informed of their status.

II-2. Mechanism applicable to variable remuneration awarded to regulated persons

In accordance with the regulations and in order to ensure alignment between employees, investors and the management company, where the variable remuneration of identified staff exceeds a certain threshold, it is partly deferred and partly awarded in the form of financial instruments vesting on a proportional basis over a minimum period of 3 years.

The proportion of variable remuneration, which is deferred over 3 years, increases with the amount of variable remuneration awarded, and may reach 60% for those with the highest remuneration at NIM SA. Currently, remuneration is deferred as follows:

- Up to €199,000 in variable remuneration: no deferral
- Amount between €200,000 and €499,000: 50% deferral
- Amount of €500,000 or more: 60% deferral

The triggering thresholds for deferred variable remuneration may be changed as a result of regulatory requirements or changes in internal policies. In such circumstances, the new thresholds are submitted to NIM SA's Board of Directors and Natixis Remuneration Committee for their approval.

The vesting of the deferred component of variable remuneration is subject to the employee meeting certain conditions relating to attendance and to Natixis IM's consolidated financial performance as well as the absence of unusual behaviour that may have an impact on the level of risk for NIM SA and/or the products managed.

Vesting is also subject to obligations in relation to risk and compliance rules. Failure to comply with these obligations may result in a partial or total reduction of the amounts vested. Such amounts may also be required to be returned in whole or in part, in order to carry out ex post risk adjustments.

Employees who receive deferred variable remuneration are prohibited from using individual hedging or insurance strategies at any point during the vesting period.

The terms and conditions applicable to the calculation, valuation, allocation, vesting and payment of the deferred variable remuneration in equivalent financial instruments are set out in NIM SA and Natixis IM's Long Term Incentive Plans (LTIPs).

II-3. Proportionality principle

Natixis Investment Managers S.A. (Luxembourg) complies with applicable remuneration principles in a way and to the extent that is appropriate to its size, internal organization and the nature, scope and complexity of its activities.

Size of Natixis Investment Managers S.A. (Luxembourg) as of 31 December 2021

- Total value of assets under management: USD 16,698,834,252
- UCITS value under management: USD 16,879,846,922
- AIFs value under management: USD 2,110,067,388
- Number of employees: 12
- Number of employees within the branches and representative office: 37

On 1 January 2021, as a consequence of the UK leaving the EU, Natixis Investment Funds U.K. ICVC ceased to be a UCITS vehicle and is now considered as an AIF.

The Management Company has a license limited to collective management of funds (UCITS & AIFs) and does not act as discretionary portfolio manager on a client-by-client basis. The majority of the funds under management use long only strategies and have relatively limited use of derivatives.

a) Proportionality with respect to AIFs

The Management Company currently acts as management company or authorised corporate director to the following AIFs:

- one Luxembourg domiciled AIF, being the Natixis Loomis Sayles Senior Loan Fund (the “Fund”). The Fund is a fund dedicated to investments in senior loans. The total level of AUM as at 31 December 2021 was USD 32,418,620. The strategy is long only and a limited number of derivatives are used (based on the latest financial statements only currency forwards for hedging). Strict rules have been implemented in terms of portfolio concentration.
- Natixis Investment Funds U.K. ICVC, a ‘UK UCITS’ fund now classified as an AIF from a Luxembourg point of view comprising 5 sub-funds as of 31 December 2021, and with AUM as of that date of USD 2,077,648,768.

Taking these elements into account we consider that the Management Company is entitled to the application of the proportionality principle as detailed in our assessment of our Remuneration Policy as compared to the requirements contained within the AIFM Directive.

b) Proportionality with respect to UCITS V Remuneration Requirements

The Management Company currently acts as management company or investment manager to the following UCITS funds:-

- Natixis International Funds (Lux) I, a Luxembourg SICAV comprising 34 sub-funds as of 31st December 2021, USD 15,381,965,965
- Natixis Investment Solutions (Lux I), a Luxembourg FCP comprising 4 sub-funds as of 31 December 2021, USD 215,805,867
- As of the date of this assessment the management company also acted as Investment Manager for the Natixis International Funds (Dublin) I Funds, an Irish open-ended umbrella public limited investment company organised under the laws of Ireland which qualifies and is authorised in Ireland by the Central Bank of Ireland and which comprised of 7 sub-funds as of 31 December 2021, with assets of USD 1,282,075,090. Directors of the Natixis International Funds (Dublin) I Funds are also subject to the Natixis International Funds (Dublin) I Funds Remuneration Policy, and will be considered as “identified staff” within such policy.

The majority of the UCITS sub-funds are funds which generally use vanilla instruments. The majority of them have limited use of leverage (please refer to the relevant fund Prospectus or KIID for further information) and their global exposure is measured by the commitment approach. All of these funds are monitored for risk by Natixis Investment Managers SA's Risk Management Function. They are subject to numerous investment restrictions and guidelines in accordance with UCITS rules and with their prospectuses. Also, no single UCITS fund comes close to being 50% of the assets under management of the Management Company.

Taking these elements into account we consider that the Management Company is entitled to the application of the proportionality principle as detailed in our assessment of our Remuneration Policy as compared to the requirements contained within the UCITS V Directive, which outlines where we wish to claim the proportionality principle from certain of the remuneration requirements and which has been submitted to the CSSF.

III- GOVERNANCE

The general and specific principles of the remuneration policy are drawn up and formally recorded by the NIM SA's Human Resources Department in line with the policy applicable to the global distribution platform.

NIM SA's Compliance and Risk Departments have an active role in the development, ongoing monitoring and evaluation of the remuneration policy. They are involved in determining the management company's overall strategy and seek to promote the development of effective risk management. To that end, they are involved in determining the scope of the identified staff. They are also responsible for assessing the impact of the variable remuneration structure on managers' risk profiles.

NIM SA's remuneration policy is approved by NIM SA's Board of Directors exercising its supervisory function.

The general and specific principles, the application methods and the figures of the remuneration policy, including the identified staff and the highest remuneration, are approved in turn, in detail, by the members of NIM SA's Management Committee, then by an Intermediate Committee, established at Federation level, which comprises all distribution, support and control functions of the Natixis IM Group, including NIM SA. This Intermediate Committee brings together NIM SA's Senior Management and Natixis IM's Senior Management. Natixis IM's Senior Management then submits the above information, in a more concise format, for the approval of Natixis' Senior Management, which ultimately submits it to Natixis' Remuneration Committee.

NIM SA does not have its own Remuneration Committee but, as a member of the Natixis Group, reports to the Natixis Remuneration Committee.

The Natixis Remuneration Committee is constituted and acts in accordance with the laws¹:

- Both with respect to its composition: independence and expertise of its members, the majority of whom, including its Chairman, do not hold executive positions within NIM SA, are external to the Natixis Group and are therefore fully independent
- And in the performance of its duties, which more specifically, for management companies, include the following roles:
 - o Recommendations and assistance to the Board of Directors in preparing and implementing the management company's remuneration policy
 - o Assistance to the Board of Directors in supervising the preparation and implementation of the management company's remuneration system

¹: For further details on the composition and role of the Natixis Remuneration Committee, please see the company's Registration Document.

- Specific attention is paid to the evaluation of the mechanisms used to ensure that the remuneration system takes proper account of all categories of risk, liquidity and the levels of assets under management and that the remuneration policy is compatible with the economic strategy, objectives, values and interests of the management company and the managed products managed and those of investors

In this context, the general and specific principles, the compliance of NIM SA's remuneration policy with applicable laws, and the terms of application and summary figures of the remuneration policy, including details of identified staff and those with the highest remuneration, are submitted to the Natixis Remuneration Committee for its review, before being approved by its Board of Directors exercising its supervisory function.

The remuneration of NIM SA's Chief Executive Officer is set by Senior Management of Natixis IM and Natixis, then presented to the Natixis Remuneration Committee.

The remuneration of NIM SA's Risk and Compliance Directors is reviewed, as part of the independent reviews carried out by the risk and compliance functions, by Natixis IM's Risk and Compliance Directors. They are then submitted to the Natixis Remuneration Committee.

Ultimately, all roles assigned to remuneration committees and prescribed by law are, in practice, performed by the Intermediate Committee established at Federation level, which includes NIM SA, and/or by the Natixis Remuneration Committee.

The general and specific principles of the remuneration policy are communicated internally to all employees. NIM SA also complies with all its obligations concerning external disclosure.

The review, validation and communication processes are carried out in full each year. It takes account of any regulatory and environmental changes and is carried out in accordance with Natixis's remuneration policy.

Finally, NIM SA's entire remuneration policy is the subject of a centralised and independent annual review by Natixis IM's Internal Audit Department.

When NIM SA delegates the financial management of one of the portfolios that it manages to another management company, it ensures that this delegate company complies with the regulations in force, subject to the proportionality assessment contained within this Policy.