

Marlborough Fund Managers Ltd (the “Company”)

The Remuneration Policy (the “Policy”)

Policy Document

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Definitions

	Meaning
AFM	Authorised Fund Manager
ACD	Authorised Corporate Director
AIF	Alternative Investment Fund
AIFM	Alternative Investment Fund Manager
ESMA	European Securities and Markets Authority
FCA	Financial Conduct Authority
Investment Manager	Marlborough Fund Managers Ltd, or any other person or persons being duly appointed investment manager of the Company in succession to Marlborough Fund Managers Ltd, in accordance with the requirements of the FCA, and where the Investment Manager has delegated responsibility for the management of all or part of the assets of a fund of the Company, the term Investment Manager shall also refer to the investment manager of that fund.
MFM	Marlborough Fund Managers Ltd
NURS	Non-UCITS retail investment scheme
SYSC	Senior Management Arrangements, Systems and Controls
UCITS	Undertaking for Collective Investment in Transferable Securities

1. Introduction

The Remuneration Policy (“Policy”) records the remuneration policy for Marlborough Fund Managers Ltd (“MFM”).

MFM provides investment management services, including; acting as an AFM and an Investment Manager, for both UCITS and NURS.

MFM is authorised and regulated by the FCA in the control of such business.

The Company has adopted a remuneration policy in accordance with the requirements of both the UCITS Directive (Directive 2014/91/EU of 23 July 2014) and the AIFM Directive (Directive 2011/61/EU of 8 June 2011) and is subject to the Remuneration Codes set out by ESMA and in Chapters 19B and 19E of the FCA’s SYSC Handbook.

The Company’s Policy also complies with the Investment Association’s Principles of Remuneration.

The Policy is designed to ensure that the Company’s remuneration practices;

- are consistent with and promote sound and effective risk management,
- don’t encourage risk taking which is inconsistent with the risk profile and prospectuses of the Company’s Funds,
- don’t impair its duty to act in the interest of the Funds, and
- include measures to avoid conflicts of interest.

The Company considers the Policy to be appropriate to the size, internal operations, nature, scale and complexity of the Funds it manages and in line with the risk profile, risk appetite and the strategy of those Funds.

2. Remuneration code staff

The Policy will apply to the fixed and variable (if any) remuneration, including salaries and pension benefits received by the identified remuneration code staff.

The identified remuneration code staff are those whose professional activities have a material impact on the risk profile of the AFM, AIFM and the Funds, including but not limited to;

- senior management¹,
- risk takers,
- staff engaged in control functions, and
- any employee receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers and whose professional activities have a material impact on the Company’s risk profile.

¹ in the context of remuneration code staff, this applies to those managers assessed as having a material impact on the Company’s risk profile

3. The Remuneration Committee (the “Committee”)

The Committee has been appointed by the Company’s Board of Directors and is responsible for awarding the remuneration for remuneration code staff.

4. Fixed and variable remuneration

The structure of remuneration for remuneration code staff is designed to be in line with the Company's business strategy, taking account of any conflicts of interest and the existing and future capital requirements of the business.

It typically consists of fixed pay and variable remuneration, potentially consisting of an annual bonus and long term incentives. Remuneration is based on, but not limited to;

- an appropriate balance between fixed and variable remuneration, including the possibility of paying no variable remuneration,
- fixed remuneration, based on market rates and the experience and skill of the individual,
- variable remuneration that is discretionary and involves assessment of the performance of the individual, the financial performance of the Company, the performance of the Company's Funds, the performance of the business unit and its risks,
- individual performance assessment will not solely relate to financial criteria but will also include compliance with regulatory obligations, adherence to effective risk management, adherence to the Company's Code of Conduct, and adherence to the Company's business principles and policies,
- the measure of the Company's financial performance is based principally on net profits and not revenue or turnover,
- long term variable incentives are aligned to the Company's strategic objectives, and
- the reduction or cancellation of any variable remuneration in the case of an individual's under-performance.

5. Pension

The Company operates a self-invested personal pension scheme and contributions are set at an appropriate level to attract and retain high performing people. The Company doesn't offer any discretionary pension benefits.

6. Conflicts of interest

Conflicts of interest involve a failure by the Company to act in the best interests of its clients and a material risk of damage to the interests of those clients. To ensure that individuals act in a fair manner, the Company has procedures in place to reduce conflicts and manage risks.

The management of potential remuneration conflicts includes:

- Any assessment for awarding financial remuneration, other benefits and career progression is clearly linked to performance criteria that encourages staff to act in the best interests of clients.
- Remuneration awards that aren't solely linked to sales.
- Clear structural segregation of business functions is in place to allow for their independent running and this is reflected in the composition of the Management Board.
- The Remuneration Committee provides independent recommendations on remuneration.

The Company regularly reviews potential and actual conflicts and maintains an up to date conflicts of interest register.

7. Delegation

In respect of any investment management delegates, the Company requires, under the ESMA guidance on remuneration of AIFs and UCITS, that the delegated entities;

- (i) are subject to regulatory requirements on remuneration that are equally as effective as those applicable to the Company; or
- (ii) must have appropriate contractual arrangements in place to ensure that there is no circumvention of the remuneration rules set out in the ESMA Guidelines or the FCA Handbook.

8. Annual review

On an annual basis the Company will review the terms of this Policy and assess whether the overall remuneration system operates as intended and is compliant with their obligations on remuneration. This Policy will be updated as and when required.