SARASIN

SARASIN INVESTMENT FUNDS LIMITED (THE COMPANY)

REMUNERATION POLICY

May 2024

Introduction

The European Union UCITS V Directive (2014/91/EU) (**UCITS V**) and the European Union Alternative Investment Fund Managers Directive (2011/61/EU) (**AIFMD**) were incorporated into UK law at the time of Brexit by the UK's European Union (Withdrawal) Act 2018.

Now known as UK UCITS and UK AIFMD (together being the **Regulations**), they require that the Company 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, prospectuses, trust deeds and deeds of constitution of the UK UCITS and UK AIFs to which it has been appointed (the Funds) nor impair compliance with the Company's duty to act in the best interests of the Funds.

In October 2020 the FCA guided in "Brexit: our approach to EU non-legislative materials" that the broad range of non-legislative material produced by the European Supervisory Authorities will remain relevant under the UK versions of EU regulation.

The following regulations, guidelines and requirements are therefore of relevance to the remuneration policies and practices of the Company:

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 policies and describe the remuneration practices for the Company 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 Company.

As the nature and range of the Company's activities, its internal organisation and operations are, in the Directors' opinion, limited in their nature, scale and complexity, that is, to the business of a management company engaging in collective portfolio management of investments of capital raised from the public, this is reflected in the manner in which the Company has addressed certain requirements regarding remuneration imposed upon it by the Regulations.

The Company and the Board of Directors

The Company is a UCITS management company for the purposes of UCITS V and an 'alternative investment fund manager' for the purposes of AIFMD. The board of directors of the Company (the Board) consists of four directors (each a Director). The Company has no additional employees.

Appointment of the Investment Manager

The Company has delegated the performance of the investment and re-investment of the assets of the Company to Sarasin & Partners LLP (the Investment Manager).

As noted below, the Company 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 managers, material risk takers, certified persons and any employee receiving total remuneration that falls within the remuneration bracket of senior managers and material risk takers whose professional activities have a material impact on the risk profiles of the Funds.

The Company has appointed the Board and has no additional employees. Accordingly, the remuneration provisions of the Regulations only affect the Company with regard to the Board. Each Director is entitled to be paid a fixed director's fee based on an expected number of meetings and the work required to oversee the operations of the Company, which is considered to be consistent with the powers, tasks, expertise and responsibility of the Directors. The fee payable to each Director is reviewed from time to time, based on the evolution of the Company's activities and the aggregate fees payable are disclosed in the prospectus of the Company.

The Directors do not receive performance based variable remuneration, therefore avoiding any potential conflicts of interest.

In addition, with the exception of the independent non-Executive Directors, each of the Directors has waived the fees to which they would otherwise be entitled.

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 Company and of any entities to which investment management activities have been delegated by the Company, whose professional activities have a material impact on the risk profile of the Funds.

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

The Investment Manager is domiciled in the United Kingdom, regulated by Financial Conduct Authority and is subject to the MIFIDPRU remuneration requirements.

Accordingly, the Investment Manager is considered by the Company to be subject to equally as effective regulatory requirements on remuneration.

Requirement for Remuneration Committee

Given the internal organisation of the Company as a UCITS management company and an alternative investment fund manager, and considering the size of the Company with the limited nature, scope and complexity of the activities of the Company, it is not considered proportionate for the Company to set up a remuneration committee. The Board notes that the net assets of the Funds and the legal structure of the Company as a management company 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 Company.

Disclosure

The Company will comply with the disclosure requirements set out in the Regulations. The total amount of remuneration for the financial year paid by the Company 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 Company's annual audited financial statements.

Reporting

The Board receives confirmation from the Investment Manager on an annual basis that there has been no material change to its remuneration policy, or if there has been a material change, receives 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 Company's activities, it is considered that the policies described in this document are appropriate for the Company. Together with the Company'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.