

REMUNERATION POLICY

Date approved:	23 December 2022
Approved by:	Management Board
Owner:	Compliance, Human Resources (HR)
Scope:	Organization & Funds Staff of Triple Jump

1. Objective

As an impact focussed investment manager, Triple Jump is committed to generate positive social and environmental outcomes through its investment activities, while at the same time mitigating unintended negative impacts that may arise. This means managing its operation ethically and in the best interest of shareholders and stakeholders in general. Coherently with its values, mission and vision, Triple Jump manages the Remuneration process in accordance with the principles of equity, transparency and cautious risk management. To comply with regulatory requirements, Triple Jump has established this Remuneration Policy (this **Policy**), which comprises both general principles and specific rules. It is intended to be consistent with and to promote sound and effective risk management with respect to financial and non-financial risks (including sustainability risks). This Policy aligns with the overall business strategy, objectives, corporate culture and values, and long-term interests of Triple Jump, the funds and mandates it manages, and investors in those funds and mandates, and includes measures to avoid conflicts of interest.

Triple Jump’s mission and vision—to act as a socially responsible fund manager, committed to generate positive social and environmental outcomes through its investment activities, while at the same time mitigating unintended negative impacts that may arise —are important influences on this Policy.

2. Scope

This Policy applies to all Staff employed by Triple Jump (the **Company**) and affiliated companies, and affects a number of HR processes related to determining Remuneration, especially onboarding of new employees and retention of existing ones. This Policy ensures that specific regulatory requirements are appropriately fulfilled. At the same time, it serves as an input to the Finance process that covers salary payments and reporting obligations and sets out disclosure requirements for Triple Jump and the managed Alternative Investment Funds (**AIF**). In light of the nature of the business and the size of the Company, it is considered appropriate to include all the Remuneration related aspects (i.e., not only regulatory ones) in one document. As a matter of good practice, Triple Jump applies overarching Remuneration principles to all Staff.

Notably, the AIFs which Triple Jump manages do not themselves employ Staff. No payments will be made from AIFs to Staff, nor shall Staff be paid in the form of carried interest or unit rights in any AIF.

This Policy should be read in conjunction with the Conflicts of Interest Policy, the Operational Risk Management Policy, the Risk Management Framework and the Code of Ethics.

3. Regulatory requirements

This Policy is based and meets the requirements from the following sources, in a way and to an extent that is appropriate to the Company’s size and internal organization, and to the nature, scope and complexity of its activities. When the proportionality principle is applied, this is mentioned in this Policy.

- Annex 2 of the Alternative Investment Fund Manager Directive (hereafter **AIFMD**) and the Dutch “Richtsnoeren beloningsbeleid”
- Wft: articles 1:111 – 1:127

- MiFID II Directive (2014/65): articles 9(3c), 16(2) 24(10)
- MiFID Delegated Regulation (2017/565): articles 21 (1d), 22(3), 27
- ESMA Guidelines on certain aspects of the MiFID II remuneration requirements (2022)
- AIFMD: article 13, Annex II
- AIFMD Delegated Regulation: articles 32(2c), 42(1d), 61(3d), 107
- ESMA Guidelines on sound remuneration policies under the AIFMD
- Sustainable Finance Disclosure EU-Regulation (SFDR) on sustainability-related disclosures 2019/2088: article 5
- EBA Guidelines on sound remuneration policies under EU Directive 2019/2034 (IFD)

4. Definitions and terms

AFM	Autoriteit Financiële Markten (Dutch Financial Markets Authority)
AIF	Alternative Investment Fund
AuM	Assets under Management
Client	The investors in a Triple Jump-managed AIF and contracted Clients with an advisory or portfolio management Mandate
Control Function	Staff (other than senior management) responsible for risk management, compliance, internal audit, and similar functions within the Company
Deferral period	The period of time between the award and the vesting of the variable remuneration during which staff are not the legal owner of the remuneration awarded
Fixed Remuneration	Payments or benefits without consideration of any performance criteria
Identified Staff	All categories of Staff, including senior management, risk takers, Control Functions, and any employee receiving total Remuneration that places them into the Remuneration Bracket of senior management and risk takers, whose professional activities materially impact the Company's risk profile or the risk profiles of the funds and mandates that it manages, as well as categories of staff of the entity or entities to which investment management activities have been delegated by the Company whose professional activities materially impact the risk profiles of the funds and mandates that the Company manages
Investee	Any party which a Triple Jump Mandate or Fund lends money to (debt) or invests in (equity)
KPI	Key Performance Indicator
Mandate	Contractual agreement between Triple Jump and a Professional Client to manage a portfolio of Investment Products on a discretionary client-by-client basis
Professional Client	An eligible counterparty (also ECP) or per se professional client participating in an AIF for which Triple Jump is the AIFM (AIF Manager), or with a Mandate managed or advised by Triple Jump. For more background, see the Client Classification and Acceptance Policy
Remuneration	All forms of fixed and variable payments or benefits made directly by, or indirectly but on behalf of Triple Jump, in exchange for professional services rendered by Staff. Such payments or benefits may include monetary payments or benefits, such as cash, shares, options, cancellation of loans to Staff members upon dismissal, pension contributions, and Remuneration by third parties, as well as non-monetary benefits such as health insurance, discounts, fringe benefits, or special allowances for cars or mobile phones. Ancillary payments or

	benefits that are part of a general, non-discretionary, institution-wide policy and pose no incentive effects in terms of risk assumptions do not fall under this definition of Remuneration
Remuneration Bracket	The range of the total Remuneration of each of the staff members in the senior manager and risk taker categories – from the highest paid to the lowest paid in these categories.
Sustainability risk	An environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment
Variable Remuneration	All Remuneration which is not fixed, such as additional payments or benefits that depend on calculated KPIs related to specific corporate targets as set in the Triple Jump Annual Plan
Staff (members)	All Triple Jump employees with a fixed term or indefinite contract as well as temporary workers and freelancers (in Dutch: ‘zzp’)

5. Policy specifics

5.1. Roles and responsibilities

The Management Board (the **Board**) is ultimately responsible for ensuring that the principles and provisions of this Policy are appropriately implemented, and are effective to reduce the risk of Triple Jump being associated with undesirable practices, such as risky Remuneration practices and related conflicts of interest.

In fulfilling these responsibilities, the Board is supported by the Remuneration Committee (**RemCo**), which acts as an advisor to the Board on Remuneration policies and practices (please see Section 6.5 for further details).

Compliance and HR are the owners of this Policy. The **Compliance Manager** ensures that all regulatory requirements are in place and correctly implemented.

HR ensures that the rules described in this Policy are correctly applied in the Triple Jump Company Regulations and in the daily practice when it comes to Remuneration and career progression management. HR is also responsible for identifying Identified staff and periodically assess how they can materially impact Triple Jump risk profile.

The **Control functions** are involved in reviewing the establishment of the Variable Remuneration system of Triple Jump. If these periodic reviews reveal that the Remuneration system is not operating as intended or prescribed, the Board should ensure that a timely remedial plan be put in place.

The **Audit function** periodically carries out an independent review of the design, implementation and effects of the Triple Jump Remuneration process on its risk profile and the way these effects are managed in line with the regulatory framework.

5.2. Policy statements

- This Policy aims to align the personal objectives of Staff with the long-term interests of Triple Jump including the sustainability performance for Clients and Investees;
- In this perspective, and in accordance with regulatory requirements, Remuneration practices at Triple Jump are designed in such a way so as not to create incentives that may lead relevant persons to favour their own interest, or the Company’s interests, to the potential detriment of Clients;
- Principles and criteria for Remuneration are gender and age neutral, which means they are based on equal pay for female and male workers for equal work or work of equal value, regardless of the age of the worker;

- Triple Jump's employees have access to a fair Remuneration. As mentioned in the Diversity and Inclusion Policy, Triple Jump believes in treating everyone equally and with the same recognition, courtesy, and respect regardless of age, disability, gender reassignment, marriage/civil partnership, pregnancy/maternity, race, religion/belief, political preference, sex, or sexual orientation;
- There is no direct link between the Remuneration of relevant persons principally engaged in one activity and the Remuneration of, or revenues generated by, different relevant persons principally engaged in another activity, where a conflict of interest may arise in relation to those activities;
- The fixed and variable components of the Remuneration are appropriately balanced;
- Variable Remuneration shall not be paid through vehicles or methods that facilitate the avoidance of any requirements of applicable law;
- Triple Jump **never** guarantees any Variable Remuneration;
- Variable Remuneration is not paid to temporary workers or freelancers (*zzp*), unless they are considered employees who are counted in the FTE calculation (i.e., regardless their type of employment contract);
- Payments related to the early termination of a contract reflect performance achieved over time and is designed in such a way as to not reward failure. This does not preclude termination payments in situations such as early termination of a contract due to changes in Company strategy or merger and/or takeover;
- Staff are prohibited from using personal hedging strategies or insurance to undermine the risk-alignment effects embedded in their Remuneration arrangements;
- Remuneration-related aspects are taken into account (and documented) when launching new products or services so to ensure that the remuneration linked to these new products and services does not pose conduct of business and conflicts of interest risks¹;
- Triple Jump has established appropriate governance and reporting lines to prevent potential conflicts of interest linked to the Remuneration process.

6. Remuneration structure

This Policy discourages risk-taking in excess of Triple Jump's level of tolerated risk; and risk-taking that is inconsistent with the risk profile of the funds and mandates Triple Jump manages and/or advises. This approach takes into account several risks including Sustainability Risks and the integration of sustainability risks is part of the process in the determination of the remuneration structure and the principles this structure is based upon. This Policy is consistent with the inclusive and professional culture that Triple Jump, as an impact investment manager, is committed to promote and this means the firm philosophy to discourage short-term incentives and conflicts of interest among Staff. Focus on careful management of risks, including risks related to sustainability, is supported at every stage of the investment process. The remuneration structure is designed to attract, retain and reward qualified, diverse and passionate Staff whose work performance is fully aligned with Triple Jump's business purpose and its mission to create a positive social and environmental impact and sustainable change. A pillar in the remuneration structure is that the variable remuneration is not directly linked to the individual performance, so to discourage individual employees from taking on excessive risks, including sustainability related risks (for their own compensation), avoid potential conflicts of interest and protect at all the times the financial soundness of Triple Jump. There is an accepted conflict of interest risk in relation to annual quantification of KPIs, which is nonetheless controlled and in no way undermines the integrity of Triple Jump operations. Gender, age, cultural and personal background (i.e., religion, nationality, political and sexual orientation, disability, etc.) are not elements that are included in the determination of the fixed and variable remuneration.

The fixed and variable components of the Remuneration is structured as follows:

- Variable Remuneration shall comprise a maximum of 10% of annual base Remuneration, which complies with the 20% bonus cap as stipulated in the Wft (max 10% linked to company's KPIs);

¹ In some cases, the management fee might be complemented with a performance fee.

- The fixed component represents a sufficiently high proportion of total Remuneration to enable a fully flexible policy on components of Variable Remuneration, including the possibility of paying no Variable Remuneration;
- Variable Remuneration is paid or vests only if it is sustainable according to the Company's financial situation as a whole, if prudential legal requirements in terms of solvency are met, and if it is justified according to the KPIs of Triple Jump, the AIF, and the individual concerned;
- Variable Remuneration shall be based on at least 50% non-financial criteria (which is a regulatory requirement according to the Wft);

A detailed description of all elements of Remuneration which Triple Jump Staff are granted can be found in Chapter 5 ('Income') of the Triple Jump Company Regulations. Below is a high-level overview of these elements, how they are applied in practice, and how their application may deviate from the AIFMD. Agreements concerning the Remuneration of temporary workers and freelancers are agreed on a case-by-case basis, although these agreements still align to standard practices and protocols.

6.1. Monetary payments

Staff is entitled to a Fixed Remuneration aligned with the ranking of their business role in the Triple Jump Job Matrix (Model Baarda Role Level,) and how their individual position is ranked in the Triple Jump Value Matrix (Learning Path). Development of Fixed Remuneration is part of the Performance Management Process. Triple Jump HR Policies and Procedures are applicable to describe these processes. Fixed Remuneration is influenced by gender neutral criteria such as:

- Educational, professional and training requirements, skills, effort and responsibility, work undertaken, and the nature of tasks involved;
- Previous working experience;
- Place of employment and its costs of living;
- Hierarchical level of the staff and if staff has managerial responsibilities;
- Level of formal education of staff;
- Scarcity of staff available in the labour market for specialised positions.

Staff is entitled to Variable Remuneration if some conditions are met: (1) the Company makes a profit and (2) the contract with the employee allows for Variable Remuneration. Variable Remuneration comprises a maximum of 10% of annual base Remuneration, which shall apply to all Staff, including Identified Staff, and excluding temporary workers and freelancers (zzp). Payment of Variable Remuneration depends on the Company meeting pre-defined KPIs in the year of payment due. To avoid the chance that Staff members place personal interests above the interests of investors, clients, or the Company, Variable Remuneration bears no relationship with an employee's individual performance (i.e., individual AuM growth target). This straightforward method, which aligns with the Company's mission, results in Variable Remuneration which in absolute amounts will never be excessive. Accordingly, some of the legal requirements do not apply, as follows:

- No Deferral period; payment of full Variable Remuneration is due in the year of approval of the level of the Company's KPI achievement. Spreading this relatively small amount of Variable Remuneration over a period of 3–5 years would create too high an administrative burden for little gain;
- No malus or standard claw back arrangement. The Company is, however, entitled to reclaim Variable Remuneration within a period of three years after payment from any employee who demonstrated a behaviour which is not compliant with the Code of Ethics, or if the employee behaved in such a way as to impair Triple Jump's financial position (*ex-post* adjustments). This could be the case for intentional serious misconduct, negligence or breaches;

- No Variable Remuneration is made in the form of carried interest or transfer of units of shares of funds managed by Triple Jump. Given the nature of the AIFs managed by Triple Jump—closed-end AIFs intended only for professional clients—a transfer of shares is not possible. Moreover, because management of the AIFs accounts for less than 50% of the total portfolio managed by Triple Jump, the Company does not have to meet the requirement that at least 50% of any Variable Remuneration consists of units or shares of the AIF concerned, or equivalent ownership interests, or share-linked instruments or equivalent non-cash instruments;
- Where funds or mandates managed by Triple Jump have some form of variable management fee linked to meeting the mandate (impact) objectives, this variable fee can (partly) accrue to Staff in a way that is described for each mandate where this applies. This accrual and payment of it, will be in line with the general principles of this Policy and the bonus cap mentioned in the Wft;
- No adjustment for all types of current and future risks, and no taking into account the cost of the capital and liquidity required for the measurement of performance used to calculate Variable Remuneration components. Instead, Company KPIs are related to realised impact (ESG factors), efficiency, client satisfaction, and compliance targets, and not to financial achievements;
- No performance-related Remuneration is based on the assessment of the individual performance of an employee, or the business unit concerned; instead, it is based on the overall results of Triple Jump, taking into account financial and non-financial criteria²
- No assessment of performance in a multi-year framework in order to ensure that the assessment is based on longer-term performance and that the actual payment of performance-based Remuneration is spread over a period which takes into account the Company's underlying business cycle and its business risks.

The process to establish Fixed and Variable Remuneration is described in the Remuneration process.

6.2. Secondary benefits

The Company Regulations explicitly specify which secondary benefits may apply. These are also specified in Staff contracts. Secondary benefits include (non-exhaustive):

- Compensation for travel costs;
- Compensation for health insurance;
- Mobile phone allowance;
- Participation in the Company shareholder plan; and
- Pension contributions.

The Company's pension policy aligns with the business strategy, objectives, values, and long-term interests of the Company and the AIFs it manages. The Company will never grant discretionary pension benefits in the form of units of shares in funds it manages, so no retention period applies.

6.3. Payment ratio

The payment ratio between the highest Fixed Remuneration and the lowest Fixed Remuneration for Staff, excluding temporary workers and freelancers (*zzp*), on a full-time basis within the Company shall be no higher than 7:1 internationally and no higher than 5:1 within the Netherlands.

6.4. Identified Staff

The following Staff are qualified as Identified Staff:

- Board members;
- Senior management responsible for day-to-day management, that is, all Heads of Departments and Managers (as of the date of this Policy, includes Manager Equity, Manager Finance, Head

² Although ESMA refers to quantitative and qualitative criteria, in this Policy we refer to financial and non-financial criteria to reflect the wording from the Dutch legislation and AFM Guidance.

- of Risk & Control, Head of Fund Services, Head of Direct Investment, Manager IRBD, Head of Digital and Change, Manager HR, Regional Managers, and the Manager of ESG & Impact);
- Control Functions, namely Compliance, Risk Officers, and Internal Audit;
- Staff whose total Remuneration places them in the same Remuneration bracket as Staff mentioned above (as of the date of this Policy, there are none).

This Policy applies to all Identified Staff, except for the Statutory Directors, whose Remuneration is overseen directly by the RemCo (as described in Section 5.4 below).

6.4.1. Control Functions

Staff engaged in Control Functions are not compensated in accordance with their achievement of objectives linked to their functions, independent of the performance of the business areas they control. That is, their compensation is the same as for other Staff and is not function-specific. The Company applies this proportionality principle because:

- Variable Remuneration is not excessive, is linked to non-financial Company targets, and should be the same for all Staff;
- The Remuneration structure of Control Functions must not compromise their independence or create conflicts of interest in their advisory role to the Management or Supervisory Boards;
- This method of determining the Remuneration of Control Functions is unlikely to affect their objectivity;
- Control Functions shall not be placed in a position where making decisions or giving advice on matters of risk, compliance, or financial control could be directly linked to an increase or decrease in their performance-based Remuneration.

To the limited extent that this latter concern is nevertheless possible, this risk is further mitigated by the fact that Variable Remuneration is set almost entirely by non-financial KPIs (2 with regards to impact figures, client satisfaction, transaction execution efficiency) that the Control Functions cannot influence. As of 2022, out of the 6 KPIs, cost efficiency ratio and the gross profit/earnings AuM are the 2 financial KPIs in place.

If proposed by members of the Board, the RemCo will review the Remuneration of Staff engaged in Control Functions to safeguard the independent role of the compliance and risk function within Triple Jump.

6.5. Remuneration Committee

Triple Jump has established a RemCo, as a committee of the Triple Jump Supervisory Board, to exercise competent and independent judgment on Remuneration policies and practices and the incentives created to manage risk. The Committee has access to all data and information concerning the decision-making process on the Remuneration practices design and implementation, oversight and review.

Amongst its primary objectives there is to ensure that the:

- Structure of Triple Jump's compensation for the Board is in line with Triple Jump mission, vision and strategy, and to support the growth of the business;
- Approved Remuneration philosophy and programs are applied in a consistent way through the organisation;
- Compensation for the Board is in line with applicable regulatory requirements as well as their tasks, responsibilities and expertise.

The RemCo comprises at least two Supervisory Board members and has appointed a Chair from amongst its members. This Committee is responsible for preparing decisions regarding Remuneration, including those which have implications for the risk and risk management of the Company, or the AIFs

concerned, as these decisions are subject to ratification and subsequent enactment by the management body in its supervisory function.

The RemCo is governed by its Charter, which describes its functioning.

6.6. Disclosure of Remuneration

External disclosure by the Company

The following information regarding Remuneration shall be specified in the Board report (part of the Company’s Annual Report):

- A summary description of Triple Jump’s Remuneration Policy;
- Total Remuneration of the entire Staff, excluding temporary workers and freelancers (*zzp*), indicating the number of Staff and the split between the total Fixed and Variable Remuneration;
- Where relevant, the total Remuneration for the fiscal year shall also mention the carried interest paid by the AIFs.

This Policy is available on the Triple Jump’s website.

Disclosure by AIFs

The Company will produce an annual report for each EU AIF it manages and for each AIF marketed in the EU. This report shall be provided to investors upon request and made available to national regulators. The annual report of each AIF (that is, report from the manager) managed by the Company contains the following details:

- Aggregate amount of Remuneration for the fiscal year (split into Fixed and Variable Remuneration) paid by the Company to Identified Staff and other Staff, excluding temporary workers and freelancers (*zzp*), the number of beneficiaries, and, where relevant, the carried interest paid by the AIF;
- Aggregate amount of Remuneration for the fiscal year (split into Fixed and Variable Remuneration) paid to each of the following groups and the number of beneficiaries in each group, excluding temporary workers and freelancers (*zzp*): senior management, other Staff, and Identified Staff involved in the AIF.

Internal disclosure

This Remuneration Policy is accessible to all Staff, and Triple Jump ensures that information disclosed internally regarding this Policy are at least as comprehensive as any information disclosed externally. Employees should know in advance the criteria that will be used to determine their Remuneration, including the consequences of not meeting certain goals within the communicated timeframe; Employees must agree to Company Regulations and must be informed in the event of changes to those Regulations. The process to determine Remuneration is properly documented and transparent to all employees concerned. Confidential quantitative aspects of employees’ Remuneration must be handled with confidentiality and are not subject to internal disclosure.

7. Record keeping

Triple Jump ensures proper documentation of Remuneration related decisions, which is made available to relevant members of the Staff on a “need-to-know” basis. The Compliance Manager is granted access to this documentation, in accordance with MiFID requirements.

Records in relation to Remuneration are kept confidentially and maintained for 7 years following the end of the fiscal year when employment is terminated.

8. Process requirements

Specific requirements	Specific controls
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Recruitment & Onboarding (Staff) process	References check, Diploma check (HR)
Remuneration process	Max 10% variable, payment ratio 5:1, 7:1 ³
Annual report publication process	KPIs (COO, RemCo)
Website Content Management process	Disclosure by annual report, website (Fund Services, IRBD)

9. Review of Policy

Compliance and HR review this Policy annually, or on ad hoc basis if this is required pursuant new regulatory requirements, guidelines from supervisors, or changes in Triple Jump's strategy.

Suggested amendments to this Policy are submitted to the Board for final approval.

The implementation of this Remuneration Policy is, at least annually, subject to central and independent internal review for compliance with policies and procedures for Remuneration adopted by the Board. This review assesses whether the Company's overall Remuneration system:

- Operates as intended, particularly that all agreed plans and programs are covered; that the Remuneration pay-outs are appropriate, and that the Company's risk profile and long-term objectives and goals are adequately reflected;
- Encourages good behaviour and discourages undesirable behaviour;
- Complies with national and international regulations, principles, and standards.

Periodic review of the implementation of this Policy and practices may be partially or totally externally commissioned.

10. Annexes

None

³ This is the ratio between the highest and the lowest level of salary in the HQ (5:1) or in Regional Offices (7:1).