CSC Fund Management (Luxembourg) S.à r.l.

Conflicts of Interest Policy

1. Preamble

CSC Fund Management (Luxembourg) S.à r.l. is a Chapter 16 fund management company ManCo and authorized alternative investment fund manager ("AIFM"). The Company was incorporated under Luxembourg law on 7 December 2017 as a private limited liability company (société à responsabilité limitée) in accordance with the Luxembourg law of 10 August 1915 on commercial companies, as amended (the "1915 Law"), and is authorized by the Commission de Surveillance du Secteur Financier ("CSSF") under chapter 2 of the Luxembourg Law of 12 July 2013 on alternative investment fund managers, as amended (the "AIFM Law") and chapter 16 of the Luxembourg Law of 17 December 2010 relating to undertakings for collective investment (the "UCI Law").

The CSSF's prudential supervision aims to verify that Chapter 16 AIFMs subject to its supervision continuously observe all legal, regulatory and contractual provisions relating to their organization and operation, with the objective to ensure investor protection and stability of the financial system.

2. Applicable regulations

AIFM Law	Law of 12 July 2013 on alternative investment fund managers, as amended.
AIF	Alternative Investment Fund, as defined in the Article 1(39) of Law of 12 July 2013 on alternative investment fund managers.
AIFMD I	Directive 2011/61/UE of the European Parliament and of the Council with regard to exemptions, general operating conditions, depositaries, leverage, transparency and supervision.
AIFMD II	Directive 2024/927/UE of the European Parliament and of the Council of 13 March 2024 amending Directives 2011/61/EU and 2009/65/EC as regards delegation arrangements, liquidity risk management, supervisory reporting, the provision of depositary and custody services and loan origination by alternative investment funds
Regulation	Commission delegated regulation No 231/2013 of 19 December 2012 supplementing the AIFMD.
CSSF Circular	CSSF Circular 18/698 on authorisation and organisation of investment fund managers incorporated under Luxembourg law.
ESMA Guidelines	Guidelines n°2011/379 – ESMA's technical advice on the European Commission on possible implementing measures of the AIFMD.

3. Glossary

The Company	CSC Fund Management (Luxembourg) S.à r.l.
Board Members	Board of Managers of CSC Fund Management (Luxembourg) S.à r.l.
Staff	Any individual or group of people who work for an organization
Policy	Conflict of Interest Policy
Investors	Investors of an alternative investment Fund under management of CSC Fund Management (Luxembourg) S.à r.l.
Senior Management	Senior management is the person or a group of people, who are part of the management and as defined by Sub-Chapter 4.2 of the CSSF Circular 18/698, i.e. the conducting officers
Group	CSC
AIFM	Alternative Investment Fund Manager

In addition to the prevailing laws and regulations, CSC Fund Management (Luxembourg) S.à r.l. (the "AIFM", "CFML" or the "**Company**") has decided to adopt the principle of ALFI Code of Conduct for Luxembourg Investment Funds.

4. Purpose

The Company is acting as the AIFM according to the AIFM law. The Company is required to take all reasonable steps to identify, prevent and adequately manage or disclose conflicts of interest entailing a material risk of damage to a client's interest.

The Policy specifies the requirements for the Company to implement appropriate measures in order to identify, prevent, and adequately manage or disclose any such material conflicts of interest. This Policy aims at ensuring that the Company operates independently from entities forming part of its group ("**CSC**").

5. Scope

This Policy applies to all staff of the Company, including all Board Members of the Company.

This Policy applies to those conflicts of interest that may give rise to a material risk of damage to the interests of alternative investment funds managed by the Company (the "**AIFs**") listed in Appendix 1 or its investors.

Conflicts of interest may arise between:

- The Company, including its managers, staff or any person directly or indirectly linked to the Company by control, and the AIF managed by the Company or the investors in that AIF;
- a function or staff within the Company (e.g., the risk management function) with another function of staff within the Company (e.g., the portfolio management function);
- the AIF or the investors in that AIF, and another AIF or the investors in that AIF;
- the AIF or the investors in that AIF, and another client of the Company;
- two clients of the Company; or
- CSC and the Company, an AIF or client of the Company.

6. Rules and regulations

This Policy is designed to ensure that all applicable conflicts of interest pertaining to the Company and to the AIFs under its management can be identified, monitored and managed at all times and requires the Company to:

- Take reasonable steps to identify, with reference to the activities carried out by or on behalf of the Company including activities carried out by a delegate, sub-delegate, external valuer or counterparty the circumstances which constitute or may give rise to a conflict of interest entailing a material risk of damage to the interests of any AIFs or one or more of its investors;
- set out the procedures to be followed and measures adopted by the Company to manage such conflicts effectively;
- detail the measures adopted by the Company to monitor conflicts of interest; and
- detail the measures adopted by the Company to disclose conflicts of interest.

7. Definition

A conflict of interest under AIFMD I is a conflict that arises between the Company's managers, its delegates, its affiliates, or any person directly or indirectly linked to any of the foregoing by control, and the Company and the AIFs or their investors that entails a risk of material damage to the Company, the AIF or its investors.

For the purpose of identifying the types of conflicts of interest that may arise in the course of managing the Company, the Company shall take into account, in particular, whether the Company, the relevant person or a person directly or indirectly linked by way of control to the Company:

- Is likely to make a financial gain, or avoid a financial loss, at the expense of the AIF or its investors;
- has an interest in the outcome of a service provided to the AIF or its investors or to a client or of a transaction carried out on behalf of the AIF or a client, which is distinct from the AIF's interest in that outcome;
- has a financial or other incentive to favour the interest of another client or group of clients or over the interests of the client;
- carries on the same activities for the AIF and for another AIF or a client; and
- receives or will receive from a person other than the AIF or its investors an inducement in relation to collective portfolio management activities provided to the AIF, in the form of monies, goods or services, or hospitality, other than the standard commission or fee for that service.

8. Identification of conflict of interest

The Company seeks to identify circumstances which may give rise to a conflict of interest through periodic review of its business activities and specific transactions. The Board Members are ultimately responsible for the implementation of appropriate procedures to ensure that potential conflicts are identified and managed.

Should the Company act as Management Company and/ or AIFM for open-ended, the Company will ensure to identify, manage and monitor conflicts of interest arising between investors wishing to redeem their investments and investors wishing to maintain their investments in the AIF, and any conflicts between the AIF's incentive to invest in illiquid assets and the AIF's redemption policy.

All employees are made well aware of the Conflict of Interest Policy and upon the identification of a conflict of interest, an AIFM employee is requested to inform the Compliance Officer of the AIFM.

Any potential conflict of interest identified is reported by the Compliance Officer to the Conducting Officers on an ad-hoc basis (if and when required) and systematically on a monthly basis as part of the monthly report presented to the Conducting Officers Committee as well as systematically on a quarterly basis to the Board Members.

9. Procedures and measures managing conflicts of interest

The procedures and measures shall be designed to ensure that the relevant persons engaged in different business activities involving a risk of conflict of interest carry out these activities having a degree of independence which is appropriate to the size and activities of the Company and of CSC, and to the materiality of the risk of damage to the interests of the AIF or its investors.

Where necessary and appropriate for the Company to ensure the requisite degree of independence, the following measures must be implemented, taking into account the materiality of the risk of damage to the interests of clients:

- Effective procedures to prevent or control the exchange of information between relevant persons engaged in collective portfolio management activities or other activities involving a risk of a conflict of interest where the exchange of that information may harm the interests of one or more AIFs or their investors;
- the separate supervision of relevant persons whose principal functions involve carrying out collective portfolio management activities on behalf of, or providing services to, clients or investors whose interests may conflict, or who otherwise represent different interests that may conflict, including those of the Company;
- the removal of any 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;
- measures to prevent or limit any person from exercising inappropriate influence over the way in which a relevant person carries out investment or ancillary services or activities;

- measures to prevent or control the simultaneous or sequential involvement of a relevant person in separate collective portfolio management activities or other activities where such involvement may impair the proper management of conflicts of interest; and
- measures to prevent any staff member to have any direct relationship with the person in the management of the Fund and/or of the Service Provider or Group related party.
  measures to prevent any circumstance where the manager of the Company also acts as the director or manager of the fund.

Management of AIFs initiated by third parties

The AIFM manages solely AIFs at the initiative of a third party, including cases where the AIF uses the name of a third-party initiator. In line with AIFMD II, the AIFM shall take account of any conflicts of interest and submit detailed explanations and evidence of its compliance with the relevant requirements to the CSSF. In particular, the AIFM shall specify the reasonable steps it has taken to prevent conflicts of interest arising from the relationship with the third party or, where those conflicts of interest cannot be prevented, how it identifies, manages, monitors and, where applicable, discloses those conflicts of interest in order to prevent them from adversely affecting the interests of the AIF and its investors.

a. <u>General measures managing conflicts of interest</u>

The Company is subject to the following procedures and CSC procedures in order to avoid conflicts and manage potential conflicts:

- Confidentiality and internal information barriers ("**Chinese Walls**") to restrict exchange of information that may harm the interests of clients;
- personal transaction procedures applicable to staff;
- in order to limit conflicts of interest, the AIFM and its staff shall not receive loans from any AIFs that they manage. Similarly, the AIF's depositary and the depositary's delegate, the AIFM's delegate and its staff, and entities within the same group as the AIFM shall be prohibited from receiving loans from the AIF concerned;
- procedures for company directorships and outside activities of staffs which could give rise to a conflict of interest;
- procedures governing the giving or receiving of gifts, entertainment, benefits and inducements;
- procedures for the disclosure of information on soft commission arrangements, where relevant;
- where two businesses within CSC, one being the Company, have the potential to create a conflict, they will be kept independent to the extent that size and activities of the Company allow and the materiality of the risk requires;
- the Company structure is flat and encourages open dialogue and exchange of information which enables staff to highlight issues easily to the senior management of the Company and to the compliance officer of the Company; and
- the functional and hierarchical separation, in accordance with the principle of proportionality, of the risk management function from the operating units in the following manner:
  - persons engaged in the performance of the risk management function are not supervised by those responsible for the performance of the operating units, including the portfolio management function, of the Company;
  - persons engaged in the performance of the risk management function are not engaged in the performance of activities within the operating units, including the portfolio management function;

- persons engaged in the performance of the risk management function are compensated in accordance with the achievement of the objectives linked to that function and will not be determined solely by the Company's performance criteria; decisions taken by the risk management function are based on reliable data, which are subject to an appropriate degree of control by the risk management function;
- the risk management function is subject to an appropriate independent review by the Board (led by an independent chairperson) to ensure that decisions are being arrived at independently;
- the risk management function is represented in the governing body or the supervisory function, where it has been established, at least with the same authority as other functions, including the portfolio management function; and
- any conflicting duties are properly segregated.

b. Identification and management of specific conflicts of interest

Please refer to Appendix II disclosing the list of potential conflicts of interest arising in respect of the Company.

The Company believes that its arrangements for the management of conflicts of interest are sufficient to ensure, with reasonable confidence, that material risks of damage to the interests of the Company, the AIFs and their investors will be prevented.

c. Additional remedial actions

However, where the organisational or administrative arrangements made by the Company are determined to be insufficient to ensure, with reasonable confidence, the requisite degree of independence, the Board shall be promptly informed in order to take any necessary decision or action to ensure that the Company acts in the best interests of the AIFs or the investors of the AIFs, such as following:

> Implementation of ad hoc transaction specific information barriers, or other additional information segregation methods;
> escalation to senior management who have the responsibility for the strategy of CSC and to the Board; and
> declining to act.

d. Additional policies and procedures

Additionally, the Company adopted further policies that are designed to manage conflicts of interest:

> CFML Inducement Policy;
> CFML Personal Transaction Policy;
> CFML Remuneration Policy;
> Group CSC Anti-Corruption Anti-Bribery Policy;
> Group CSC Travel Policy; and
> Group Global Colleague Handbook.

10. Record and maintenance of a register of Conflict of Interest

The register of conflict of interest is managed and maintained by the Compliance Officer of the Company. It is solely the duty of the Compliance Officer to keep an up to date register and make it available when required to relevant parties such as the CSSF, the internal auditor, etc.

The register discloses the date when the potential/ actual conflict of interest has been identified, the context giving rise to the potential/actual conflict of interest, the client and function concerned, the description of the conflict of interest, the expected impact, any mitigation action taken (in case the potential conflict is not actual), whether the investor has been informed (in the case the conflict of interest is actual) and any relevant reference to a supporting document.

The Compliance Officer will maintain and regularly update a record of the types of activities undertaken by the Company or on its behalf in which a conflict of interest entailing a material risk of damage to the interests of the AIFs or their investors has arisen or, in the case of an ongoing activity, may arise.

The Board Members shall receive on a frequent basis, and at least annually, written reports on the type of activities referred to in this paragraph.

11. Disclosure of Conflicts of Interest

The Company has assessed its operating conditions which may involve material conflicts of interest as listed in Appendix II of this procedure (which will be disclosed to investors of the AIFs as per the procedure below).

If the procedures put in place to manage the conflicts of interest are insufficient to ensure, with reasonable confidence, that material risks of damage to a client's interest will be prevented, then the conflicts of interest must be disclosed to clients and investors, where permissible by local regulations, in order to seek the client and investors' consent before undertaking business on its behalf.

Such disclosures must be provided to the client in a durable medium and shall include sufficient details, taking into account the nature of the client, to enable that client to take an informed decision with respect to the service in the context of which the conflict of interest arises.

Whenever the Company has delegated the portfolio management, it should also disclose conflicts of interest between the delegate or sub-delegate and the Company or the investors of the respective AIFs.

The following methods are used to communicate situations to investors via an appropriate durable medium as mentioned in the Art. 36 of the Commission Delegated Regulation (EU) No 231/2013:

- Accessible for future reference for a period of time adequate for the purposes of the information;
- unchanged, i.e. the information must remain in its original form without alteration; and
- reproducible, i.e. the recipient must be able to reproduce the information as it was originally provided.

To ensure that investors and clients receive key information (such as disclosures, reports, or notices) in a format that they can retain and consult later (e.g. PDF files, or emails that can be saved), the Company will communicate via durable media.

Regarding the durable media, the Company will mainly apply:

> Email – provided the content can be stored and reproduced unchanged;
> PDF files – especially if downloadable and storable;
> Server drives– physical media that allow storage and reproduction, especially of the PDF files and if used to store personally addressed information; and
> Secure websites – only if they meet specific conditions:
  - The client is notified of the information;
  - the information is addressed personally;
  - the site allows storage and unchanged reproduction; and
  - the client has consented or regularly accesses the site.

12. Annual review of the policy

This Policy will be reviewed by the Conducting Officer in Charge of Compliance on an ad hoc basis, and at least annually. It will be subject to the approval of the Conducting Officers and Board Members.