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## **WFAML Remuneration Policy**

### **1. Introduction**

The Wells Fargo Asset Management Luxembourg S.A. (“**WFAML**”) Remuneration Policy (the “**WFAML Remuneration Policy**”) is designed in order that WFAML complies with the remuneration principles and guidelines imposed by:

- European Commission Recommendation 2009/384/EC, as implemented into Luxembourg law by the Luxembourg *Commission de Surveillance du Secteur Financier* (“**CSSF**”) Circular 10/437 entitled “guidelines concerning the remuneration policies in the financial service sector” (the “**Remuneration Guidelines**”);
- Luxembourg law of 17 December 2010 relating to undertakings for collective investment (the “**UCI Law**”), as amended from time to time, including by the Luxembourg law of 10 May 2016 transposing the Directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014 amending Directive 2009/65/EC (the “**UCITS V Directive**”) relating to undertakings for collective investment; and
- ESMA Guidelines on sound remuneration policies under the UCITS V Directive published on 14 October 2016 (ESMA/2016/575) (the “**ESMA Guidelines**”).

In 2019, the following branches of WFAML were established,

- Wells Fargo Asset Management Luxembourg S.A. Paris Branch
- Wells Fargo Asset Management Luxembourg S.A. Frankfurt Branch

These branches are in scope of this WFAML Remuneration Policy.

WFAML’s ultimate parent company, Wells Fargo & Company (“**Wells Fargo**”) in the United States, has developed a Performance Management Policy and an Incentive Compensation Risk Management Policy (the “**Corporate Policies**”) and continues to develop and implement corporate standards and practices (“**Corporate Practices**”). WFAML will implement Wells Fargo’s remuneration policies and practices as reflected in this WFAML Remuneration Policy in compliance with applicable laws, rules, regulations and regulatory guidance. To the extent there is any conflict between the contents of this WFAML Remuneration Policy and the Corporate Practices, this WFAML Remuneration Policy shall prevail with respect to the application of the UCITS remuneration requirements to WFAML.

In accordance with the UCITS remuneration requirements, WFAML is committed that its remuneration policies and practices are consistent with and promote sound and effective risk management. Wells Fargo Corporate Policies along with this WFAML Remuneration Policy are designed so that excessive risk-taking is not encouraged within WFAML.

WFAML is a Luxembourg management company authorized by the CSSF pursuant to chapter 15 of the UCI Law. WFAML is in addition authorized to perform discretionary portfolio management to separately managed accounts (“**SMAs**”) and investment advice in accordance with Article 101(3) of the UCI Law. It is WFAML’s intention to comply with any final remuneration requirements implemented under the UCI Law, as well as the ESMA Guidelines and any other applicable law, regulation or CSSF circular, and to effect such modifications and amendments to this WFAML Remuneration Policy as necessary in that event. In

light of the similarities between the investment management activity and discretionary portfolio management services to be provided by WFAML, as well as the limited number of SMAs and the assets under management in those SMAs, the remuneration principles governing WFAML in its role as management company of UCITS, which are the most effective rules for achieving the outcomes of discouraging inappropriate risk taking and aligning the interest of WFAML's staff with those of investors in the UCITS managed by WFAML and the SMA clients of WFAML, shall also apply in respect to WFAML when managing SMAs or providing investment advice in accordance with Article 101(3) of the UCI Law.

To the extent that WFAML delegates portfolio or risk management functions to a third-party entity or an affiliate, WFAML shall ensure that (i) the entities to which such functions have been delegated are subject to regulatory requirements on remuneration that are equally as effective as those applicable under the ESMA Guidelines or (ii) appropriate contractual arrangements with the respective delegates to ensure that there is no circumvention of the UCITS remuneration requirements.

## 2. Responsibility and Review

Wells Fargo applies an enterprise-wide approach to remuneration policies and practices for Wells Fargo, its subsidiaries and affiliates (collectively the "**Company**"), many of which are incorporated in, and made a part of, this WFAML Remuneration Policy. In addition to the enterprise-wide corporate policies and practices, the WFAML Board of Directors adopts and periodically reviews the general principles of this WFAML Remuneration Policy and is responsible for its implementation.

The remuneration strategy for officers and employees of the Company is subject to the oversight of the Human Resources Committee of Wells Fargo's Board of Directors (the "**HRC**"). In support of Wells Fargo's remuneration governance structure, responsibility for oversight of the implementation and supervision of remuneration strategy for Identified Staff employees (as defined below) of WFAML, including this WFAML Remuneration Policy, lies with the senior managers (i.e., conducting officers) and ultimately the WFAML Board of Directors (the "**WFAML Board**"). No amendment to or exception from this WFAML Remuneration Policy should be made without the approval of the WFAML Board. For purposes of this WFAML Remuneration Policy, Identified Staff employees are all staff whose professional activities have a material impact on the risk profile of WFAML and/or the funds it manages. The ESMA Guidelines defines "Identified Staff" as "categories of staff, including senior management, risk takers, control functions and any employee receiving total remuneration that falls into the remuneration bracket of senior management and risk takers, whose professional activities have a material impact on the management company's risk profile or the risk profiles of the SMAs and UCITS that it manages and categories of staff of the entity(ies) to which investment management activities have been delegated by the management company, whose professional activities have a material impact on the risk profiles of the UCITS that the management company manages." For further details on the Identified Staff, please refer to Appendix 1.

The EMEA Remuneration Steering Group (the "**ERSG**") for Wells Fargo's European, Middle Eastern and African entities ("**EMEA**") is responsible for providing strategic guidance and direction on the implementation of Wells Fargo's remuneration policies and practices in EMEA in compliance with applicable laws, rules, regulations and regulatory guidance, with a particular focus on the Identified Staff Framework, Incentive Plans and Remuneration Policy. Responsibility for oversight of this WFAML Remuneration Policy is retained by the WFAML Board of Directors.

In addition, this WFAML Remuneration Policy may be subject to periodic independent review by Wells Fargo Audit Services and/or the internal audit function of WFAML.

### 3. Application of the Remuneration Policy

For the purposes of this WFAML Remuneration Policy, “remuneration” consists of (i) all forms of payments or benefits paid directly by WFAML, (ii) any amount paid by SMA clients, (iii) any amount paid by the UCITS (including performance fees)<sup>1</sup> and (iv) any transfer of units or shares of the UCITS in exchange for professional services rendered by WFAML’s Identified Staff. Remuneration can be divided into:

- (a) Fixed remuneration (payments or benefits without consideration of any performance criteria); and
- (b) Variable remuneration (additional payments or benefits depending on performance or, in certain cases, other contractual criteria).

Both components of remuneration (fixed and variable) may include monetary payments and benefits (such as cash, equity, or equity-linked instruments) or non (directly) -monetary benefits (such as, health insurance, fringe benefits or special allowances for car, mobile phone, etc.). Ancillary payments or benefits that are part of a general, non-discretionary, WFAML-wide policy and pose no incentive effects in terms of risk assumption can be excluded from this definition of remuneration for the purposes of the risk aligned remuneration requirements that are specific to the UCITS Directive.

Similarly, ancillary payments or benefits that are part of a general, non-discretionary, group- or region-wide policy and pose no incentive effects in terms of risk assumption are not covered by this WFAML Remuneration Policy. Risk benefits such as medical and life cover would fall into this category.

Parts of this WFAML Remuneration Policy apply to all employees of WFAML (see Section 4) and additional parts may only apply to certain specified employees (see Section 5).

## 4. Corporate Practices and requirements applicable to all employees

### 4.1 Remuneration Philosophy and Approach

The foundation of Wells Fargo’s approach, and in turn WFAML’s approach, to remuneration is based on four remuneration principles:

- (a) Pay for performance – Remuneration should be linked to company, line of business and individual performance
- (b) Promote a culture of risk management – Remuneration should promote a culture of risk management consistent with Wells Fargo’s Vision, Values and Goals, and should not encourage unnecessary or excessive risk-taking.
- (c) Attract and retain top executive talent – People are WFAML’s competitive advantage, so remuneration should help attract, motivate and retain exceptional people at WFAML.
- (d) Encourage creation of long-term stockholder value – Use performance-based long-term stock awards with meaningful and lasting share retention requirements to encourage sustained stockholder value creation, while mitigating compensation-related risk.

Wells Fargo employs an enterprise-wide approach to ensuring that the firm’s remuneration policies and practices as set forth in the Corporate Policies and Corporate Practices and, by extension, this WFAML

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<sup>1</sup> It is not current practice for the UCITS to pay remuneration to WFAML Identified Staff, and no such practice is currently contemplated.

Remuneration Policy, promote sound and effective risk management which does not encourage risk-taking that could exceed the firm's levels of tolerated risk.

#### 4.2 *Remuneration structure*

Wells Fargo's Corporate Human Resources working in conjunction with line of business Human Resources is primarily responsible for identifying the remuneration structure applicable to roles within the Company, including those within WFAML.

- (a) Approach. Wells Fargo's Corporate Human Resources, working in conjunction with line of business Human Resources, assigns a functional job title within a job family for every job in the Company. The functional job title identifies job responsibilities and is used for determining the job's remuneration structure through a comparison with similar jobs in external market surveys. Based on market pricing analysis of these surveys, Corporate Human Resources determines the remuneration structure, factoring differences in remuneration levels due to geographic locations. To the extent a functional job title is not available, Corporate Human Resources will determine an appropriate match until a functional job title is identified.
- (b) Total Cash Compensation. All Wells Fargo jobs are priced following a review of the total compensation identified in the market survey data for comparable jobs in the external markets in which Wells Fargo operates. The market survey data includes a comparison of the ratio between fixed and incentive compensation for comparable jobs in the market. Wells Fargo generally targets the median of the market although adjustments may be made based on job content, significant responsibilities or a narrow scope, level of risk and allowances if applicable. Total Cash Compensation is the sum of both fixed cash and cash incentive compensation payments to a team member.
- (c) Fixed Remuneration. Wells Fargo sets a base salary target for each job (often referred to as the "**Market Reference Point**" or "**MRP**"), taking into account local market survey data, the skills and experience required for the job and the appropriate proportion of variable compensation. An appropriate, competitive base salary range is then identified generally ranging by a reasonable percentage on each side of the target (i.e., the "threshold" base salary amount and the "maximum" base salary for each job). Generally, employees are paid a base salary within the identified range for the job, taking into account their individual skills and experience. Non-cash benefits and, on a limited basis, allowances paid in cash may be provided to employees as part of an overall competitive remuneration package.
- (d) Incentive Compensation. An incentive target (as described in (e) below) is set for most jobs and is informed by market data and careful consideration is given so that the mix of remuneration (fixed and variable) does not provide total compensation in excess of the job's total compensation maximum (or other risk appropriate) limit. Wells Fargo's Corporate Human Resources designs and administers the long-term incentive plans (cash and equity) and, with the assistance of the relevant lines of business, the corporate annual discretionary bonus plan (which is known as the Wells Fargo Bonus Plan [for US team members] along with the Wells Fargo Bonus Plan for International Team Members (the "Wells Fargo Bonus Plan")). These plans contain general bonus plan provisions for most team members outside the United States. In addition, certain lines of business design and administer business specific functional incentive plans. Further details on the structure of incentive compensation can be found in the applicable incentive compensation plans.

Incentive compensation may consist of annual discretionary incentive, functional incentive (such as commission) as appropriate for specific role types, and long-term incentive either as a result of deferral from annual discretionary incentive, or as stand-alone discretionary awards for eligible employees. Payment may be in the form of cash, or deferred cash or stock awards. Wells Fargo has two long-term incentive plans both of which are governed by the HRC – the Long Term Incentive Compensation Plan (“LTICP”), under which awards of Wells Fargo stock are made, and the Long Term Cash Award Plan (“LTCAP”), under which deferred cash awards are made. Awards under the long-term incentive plans are generally made with a vesting period of 3-7 years, and may be subject to performance-based vesting requirements particularly for those employees’ roles identified as having risk impact.

- (e) Discretionary Annual Incentive<sup>2</sup>. Incentive compensation for Wells Fargo’s senior management team and most of the management below the level of senior management is subject to the governance of Wells Fargo’s HRC. Annual discretionary incentive opportunities are determined taking market data into account and are generally calculated as a percentage of the fixed remuneration amount within an appropriate range identified for each job relative to the fixed remuneration amount (commonly referred to as the “variable incentive target”). If, however, Corporate Human Resources and line of business Human Resources have concerns with the available market data and therefore do not have an established variable bonus target for a job, an alternative approach will be utilized until such concerns are addressed with a constant focus on sound and effective risk management. At Wells Fargo, annual discretionary incentive opportunities are subject to Wells Fargo achieving an annual corporate performance goal. The annual corporate performance objective is determined by the HRC, and even if the corporate performance objective is achieved, the HRC has the discretionary authority to determine whether Wells Fargo will pay annual incentives, at what level and in what form (i.e., cash, equity or a combination of both) taking into consideration a number of factors including, but not limited to, capital planning. Discretionary annual incentive plans are designed to provide for adjustments down to zero and up to 15% above the maximum level, subject to the approval of the Plan Administrator<sup>3</sup> for the incentive plan in which the employee participates. All Wells Fargo incentive compensation plans are required to have at least one or more of the following core balancing features based on the employee’s ability to control or influence risk taking and the time horizon of the risks taken. Certain of these risk-adjustment features were also used for prior performance years.
- (i) *Disqualifying factors*: Incentive opportunity will be nullified or reduced according to disqualifying factors and consideration of other material factors covering individual and corporate performance thresholds and compliance with ethics, risk and general employment standards.
  - (ii) *Risk Overlay*: The Risk Overlay ensures that each individual is accountable for following Wells Fargo’s risk management policies and principles, as well as promptly escalating any issues. It is an additional factor managers will consider during performance evaluations and may affect a team member’s overall performance rating and compensation.
  - (iii) *Knockouts*: Required compliance with internal policies and applicable compliance and risk management accountabilities or a complete forfeiture of variable remuneration. (This currently is and will continue to be a minimum requirement for all of Wells Fargo’s variable remuneration plans.)

<sup>2</sup> WFAML’s Identified Staff are eligible to be considered for annual discretionary incentives.

<sup>3</sup> The Plan Administrator is defined in each plan, but is generally the Group Head for the employee’s line of business for line of business plans, or the Director of Human Resources in the case of the Wells Fargo Annual Bonus Plan.

- (iv) *Diminishing Marginal Payouts*: Reduces the incentive for taking incremental risk.
- (v) *Maximum Payout Limits*: Limits the upside to discourage additional risk taking beyond an appropriate level of tolerated risk. The limits can apply to the aggregate pay opportunity (such as in the case of the Wells Fargo discretionary annual incentive plans including the plan applicable to WFAML Identified Staff) or by risk metrics.
- (vi) *Extended Performance Measurement Period*: Incentive compensation based on risk outcomes measured over more than 12 months.
- (vii) *Deferrals*: Payouts deferred for periods greater than 12 months until risk outcomes are known, and payments adjusted by a performance and risk metric.<sup>4</sup>
- (viii) *Clawbacks*: Clawback provisions if, after payment of the incentive compensation, it is determined that such payment violated any applicable law, rule or regulation.

Employee performance and remuneration are reviewed annually. Individual merit increases to fixed remuneration are generally determined by an employee's performance and the employee's position within the identified range for the employee's job. Annual bonuses are generally paid in March of the calendar year following the end of the performance year; provided, however, for employees subject to US tax laws, such annual bonuses will not be paid later than 15 March of the calendar year following the end of the performance year.

Variable remuneration is paid or awarded only if it is sustainable according to the financial situation of Wells Fargo, Wells Fargo Asset Management, and WFAML as a whole, and justified according to the performance of the business unit, the SMAs, the UCITS and the individual concerned.

#### **4.3 Remuneration principles**

In respect of all WFAML employees (including conducting officers, any general manager, or others filling control functions who may not be employees), WFAML's remuneration arrangements are based on the following principles along with the provisions in the Incentive Compensation Risk Management ("ICRM") Policy (as defined in Appendix 2):

- (a) Remuneration arrangements must be based on multiple drivers of long-term business performance, including financial and non-financial risks.
- (b) Remuneration arrangements must be consistent with, and promote, the long-term safety and soundness of WFAML and Wells Fargo, and should produce outcomes that are symmetric with risk outcomes. All variable remuneration arrangements must undergo a documented risk assessment review identifying inherent risks associated with the activities subject to the arrangement and the balancing features within the arrangement specific to the risks taken.
- (c) Remuneration arrangements must be aligned with WFAML's risk appetite and business strategy, and the avoidance of conflicts of interest. Wells Fargo team members must comply with the terms of Wells Fargo & Company's Code of Conduct and Business Ethics which require team members to avoid conflicts of interest or the appearance of a conflict of interest in their personal and business activities.

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<sup>4</sup> Currently, Wells Fargo applies a firm-wide deferral requirement to annual bonus amounts in excess of USD1,075,000, provided the payments are not subject to separate deferral requirements in the particular business line incentive compensation plans that are the source of the payments or are paid out under business line plans that are exempt from this requirement based on market pay practices and an assessment that the business does not present material risk to Wells Fargo. Amounts subject to this requirement are currently deferred over a three-year period.

In order to avoid potential conflicts of interest with respect to the governance and administration of remuneration arrangements:

- (i) All revenue generation remuneration arrangements must be administered by (i.e., accountable to) a member of management who does not participate in the revenue generation plan, and
  - (ii) Further Wells Fargo standards and practices discussed below also apply in relation to the structure of remuneration arrangements for line of business control function staff.
- (d) Remuneration arrangements must be aligned to the risk time horizon of the activity for which the remuneration is being paid.
  - (e) Remuneration arrangements must enable WFAML to align the interests of the SMAs, UCITS and their respective investors with those of the Identified Staff that manages such SMAs and UCITS.
  - (f) Risk and Compliance must play an integral role in the design and monitoring of variable remuneration arrangements.
  - (g) The HRC (at the enterprise level) and the WFAML Board (at the local level) have oversight responsibility for the variable remuneration strategy for the enterprise and WFAML, respectively, and may take into account such information as necessary to perform those oversight responsibilities.
  - (h) Wells Fargo's and WFAML's remuneration approach, principles and objectives take into account the long-term interests of shareholders, employees, investors and other stakeholders. Where remuneration is performance related, the total amount of remuneration is based on a combination of the assessment of the performance of the individual and of the business unit concerned and of the overall results of WFAML and when assessing individual performance, both financial and non-financial criteria are taken into account.
  - (i) Guaranteed variable remuneration is exceptional and occurs only when hiring new staff and where WFAML has a sound and strong capital base and is limited to the first year of employment.
  - (j) Fixed and variable components of total remuneration are periodically reviewed to ensure appropriate balance and the fixed component represents an appropriate proportion of the total remuneration to allow the operation of a fully flexible policy, on variable remuneration components, including the possibility to pay no variable remuneration component.
  - (k) Payments related to the early termination of a contract must reflect performance achieved over time and be designed in a way that does not reward failure.
  - (l) Remuneration packages related to compensation or buyout from contracts in previous employment must align with the long-term interests of Wells Fargo and WFAML, including retention, deferment, performance and clawback arrangements.
  - (m) The assessment of performance used to calculate variable remuneration components or pools of variable remuneration components includes an adjustment for all types of current and future risks so that variable remuneration arrangements are appropriately risk-balanced and also takes into account the quality of financial results as appropriate based on the particular level and role of the individual within the firm.
  - (n) Individual objectives are set relevant to the employee's role, with particular focus on inclusion of relevant objectives related to risk and compliance responsibilities for all employees. A mandatory risk accountability objective is assigned for all employees.

- (o) The allocation of the variable remuneration components within WFAML also takes into account all types of current and future risks and is subject to appropriate malus or clawback arrangements.
- (p) The WFAML pension policy is in line with the business strategy, objectives, values and long-term interests of WFAML.
- (q) Staff members are prohibited from undertaking personal hedging strategies of remuneration and liability-related insurance to undermine the risk alignment effects embedded in their remuneration arrangements. Entering into contracts to hedge against exchange rate risk associated with the issuance of shares in foreign currency (e.g., U.S. dollars) is permitted but Wells Fargo will not be counterparty to the contract.
- (r) Wells Fargo's Code of Ethics and Business Conduct prohibits all Wells Fargo employees from investing or engaging in derivative or hedging transactions involving securities issued by Wells Fargo & Company, including, but not limited to, options contracts (other than employee stock options), warrants, puts, calls, short sales, future contracts, or other similar transactions.
- (s) Variable remuneration is not paid by WFAML through vehicles or methods that facilitate non-compliance with applicable Remuneration Requirements.
- (t) The remuneration of Identified Staff is overseen by the WFAML Board, with final approval for performance ratings and variable remuneration subject to the approval of the applicable Corporate Functional Head and reported to the WFAML Board.

#### Remuneration Principles Specific to Control Functions

- (a) Staff engaged in WFAML's control functions (which may include Risk and Compliance, Internal Audit, Human Resources, Legal, Finance, Accounting and Tax) are independent from the business units they oversee, have appropriate authority, and are remunerated in accordance with the achievement of the objectives linked to their functions, independent of the performance of the business areas they control. To assure this, Wells Fargo's Incentive Compensation Steering Committee has adopted a Corporate Standard applicable to the variable remuneration arrangements for heads of the line of business control functions and senior management control function staff.
- (b) These standards apply to all team members reporting into the line of business functional heads in the areas of Finance, Accounting, Tax, Human Resources, Risk and Compliance (Credit, Market, Compliance, Financial Crimes and Operational), in addition to all staff in control functions who report into corporate-level control functions (Enterprise Finance [Excluding Information Technology], Corporate Human Resources, Corporate Risk, Audit Services, and Legal Department), regardless of job family.
- (c) All incentive-eligible control function team members must be on the Wells Fargo Bonus Plan for International Team Members. They are not eligible for incentive compensation under any other incentive arrangement.
- (d) Annual bonuses are generally based on Corporate Performance, Line of Business Performance, other function or line of business specific objectives, and individual objectives.
- (e) All incentive-eligible control function employees must not have a financial performance objective-related goal unless the objective is related to expense management, business strategy, or risk mitigation activities.
- (f) To further ensure independence and appropriate risk outcomes, Wells Fargo's Corporate Functional Heads must review and approve performance ratings and variable remuneration outcomes for the heads of line of business control functions and senior risk officers.



## Remuneration Principles Specific to WFAML Board

- (a) The remuneration of the members of the WFAML Board, as paid solely with respect to their roles as Directors, and not with respect to their Wells Fargo functional roles,<sup>5</sup> will be fixed by the shareholders of WFAML. If the shareholders decide to allocate a lump sum to the WFAML Board rather than allocating a sum to each member of the WFAML Board, the envelope will be allocated between members of the WFAML Board by the WFAML Board itself on the basis of the powers, duties, expertise and responsibilities of each WFAML Board member. In case the WFAML Board deliberates on the remuneration of one of its members in accordance with the foregoing, the member whose remuneration is discussed shall abstain from voting and from participating in the deliberations regarding his remuneration.
- (b) The remuneration of the members of the WFAML Board, insofar as such compensation is paid solely with respect to such individual's role as a WFAML Director, will not be directly linked to the returns of WFAML.

### **5. Additional Requirements applicable to Certain Specified Staff (Identified Staff, as applicable)**

Individuals in roles identified as having a material impact on risk are subjected to specific performance objectives related to risk, for example a specific objective related to credit risk. Ratings on these objectives are subject to review by risk officers and poor performance on these objectives may trigger a knock-out of part or all of incentive awards.

The Identified Staff Incentive Payout Structure provides supplementary details regarding the payout structure applicable to incentive awards for UCITS Identified Staff unless the entity avails of proportionality, on the basis of the criteria as set out in 6.1. The supplemental payout terms set out the form and payout terms and conditions for incentive awards made to participants in the incentive plan classified as Identified Staff.

In respect of Identified Staff, as applicable, WFAML's remuneration arrangements are also based on the principle that a multi-year framework will be considered in the assessment of the Identified Staff members so that the assessment process is appropriately based on longer-term performance of UCITS and SMAs managed by WFAML and their investment risks and, where appropriate, to ensure that the actual payment of performance-based components of remuneration is spread over a period which takes account of holding period recommended to investors of the UCITS managed by WFAML and the SMA clients of WFAML.

## **6. Proportionality**

### **6.1 *Proportionality criteria***

Proportionality shall be assessed in respect of WFAML as a UCITS management company as follows.

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<sup>5</sup> Note that, as of March 2020, there are four members of the WFAML Board of Directors who are Wells Fargo employees and the majority of which are not paid for their services as WFAML Directors. One of the four WFAML Board Directors who is based in the United States is in receipt of a Board Services Payment. Wells Fargo executives who retain voting membership on the Board may receive a Board Services Payment in relation to WFAML. There is also one member of the WFAML Board of Directors who is not a Wells Fargo employee and thus is paid for her service as a WFAML Director

### Internal Organization; Nature and Scope of Activities

Consideration shall be given to the activities performed by the company and its relevant licensing, whether it is listed on a stock-exchange, delegates some of its activities, has any branches or subsidiaries, the number of employees, the robustness of its risk management framework and the geographic scope of its activities (e.g., whether it is involved in the management of UCITS established in other jurisdictions and/or marketing of UCITS into other EU or non-EU jurisdictions).

### Size

Consideration shall be given to the number of UCITS managed, including the number of umbrella funds and the number of sub-funds within such umbrella funds. Consideration shall also be given to the number of SMAs managed. Lastly, consideration shall be given to the assets under management (AUM) within the UCITS and SMAs managed by WFAML.

### Nature, Complexity and Risk Profiles of SMAs and Funds

In considering the nature, complexity, and risk profiles of the SMAs and funds under WFAML's management, the following (among other factors deemed relevant by the WFAML Board) shall be taken into account:

- The complexity of the investment policies of the SMAs and funds.
- The sophistication of portfolio management techniques utilized (e.g., use of securities financing transactions, derivatives, and commodity instruments, and proportion of AUM exposed to such transactions).
- SRRIs (SRRIs for SMAs shall be computed on the basis of the SRRI methodology applied to UCITS).
- The number and relative proportion of structured UCITS vs. non-structured UCITS.

## **6.2 Overall Assessment**

An assessment of the proportionality criteria is performed on annual basis and submitted to the Board of Directors for approval. The last assessment was submitted to the Board of Directors in March 2020. As per this assessment and in consideration of the factors outlined in 6.1 and the understanding of CSSF practice to date, Wells Fargo Asset Management Luxembourg S.A. assumed a position that it is a small, non-complex UCITS management company and should be able to apply proportionality.

WFAML therefore applies proportionality to neutralise the following UCITS remuneration requirements: deferral, variable remuneration in instruments, retention periods, ex-post risk adjustment mechanisms (i.e. malus and clawback), and the requirement for the setting up of a remuneration committee.

### **Effective date**

This policy has been last approved on 15 September 2020 by the WFAML Board and on 11 September 2020 by the senior management of WFAML. This policy will be reviewed annually and whenever required.

WFAML reserves the right to amend this policy from time to time if circumstances (e.g., changes to legislation and regulations or progressive insight) make this necessary.



**Document History**

Ownership: WFAML Conducting Officer, Aline Zanette

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## Appendix 1

### Identified Staff

As of August 2020, the Identified Staff list of WFAML\* is as follows:

- WFAML Board Members
- WFAML General Manager
- WFAML Conducting Officers
- WFAML Risk Manager
- WFAML Compliance Managers
- WFAML Branch Managers
- WFAML Sales team members

\* Other Identified Staff roles for WFAML may be classified over time if circumstances (e.g., changes to legislation and regulations or progressive insight) make this necessary.

The internal audit function is provided by a third-party firm that is paid a pre-approved flat fee, so the internal audit function is not currently included among Identified Staff.

## Appendix 2

### ***Wells Fargo's Global Remuneration Governance Structure***

Wells Fargo has enhanced its governance structure so that Wells Fargo's variable remuneration practices appropriately balance prudent risk-taking with other remuneration goals. Various bodies within Wells Fargo work together to comprise the remuneration governance structure:

#### **Governance and Strategy**

***The Human Resources Committee of Wells Fargo's Board of Directors*** (the "HRC"). The HRC discharges Wells Fargo's Board of Director's duties relating to Wells Fargo's overall remuneration strategy. The HRC is responsible for, among other things, establishing, in consultation with senior management, Wells Fargo's overall variable remuneration strategy and overseeing Wells Fargo's variable remuneration practices, including reviewing and monitoring risk-balancing and implementation and effectiveness of risk management methodologies relating to variable remuneration plans and programs for senior executives and employees whose activities, individually or as a group, may expose Wells Fargo to material risk ("Covered Employees" as such term is defined in the *Final Guidance on Sound Incentive Compensation Policies* issued jointly by the Board of Governors of the U.S. Federal Reserve System and other U.S. regulatory agencies).

The HRC operates according to the formal terms of its charter which are reviewed regularly in light of best practices and to take into account legal, regulatory and corporate governance developments. The HRC's terms of reference are documented in the HRC Charter, which is available on Wells Fargo's website at [https://www.wellsfargo.com/pdf/about/corporate/Human\\_resources\\_charter.pdf](https://www.wellsfargo.com/pdf/about/corporate/Human_resources_charter.pdf). The HRC holds at least three regular meetings a year, and may call special meetings. The HRC receives periodic updates on the progress of Wells Fargo's Incentive Compensation Risk Management Program with respect to meeting regulatory expectations and requirements. The HRC's compensation governance framework also includes assessments of risks inherent in executive compensation practices, including the interplay between risk-taking and executive compensation. The HRC will continue to monitor our progress so that our remuneration programs and practices appropriately balance risk-taking consistent with applicable regulatory guidance.

The HRC must have a minimum of three members. All HRC members must meet the definition of a "nonemployee director" under Rule 16b-3 of the U.S. Securities and Exchange Act of 1934, as amended, and be an independent director under the rules of the New York Stock Exchange (NYSE). Wells Fargo's

Board of Directors has determined that each current HRC member is independent under applicable standards.

The HRC has responsibility for oversight of all issues related to variable remuneration within Wells Fargo and its duties and responsibilities include:

- Establishing, in consultation with senior management, the overall strategy for the Company with respect to incentive compensation and overseeing the Company's incentive compensation practices to help ensure that they are consistent with the safety and soundness of the Company and do not encourage excessive risk-taking;
- Reviewing and monitoring risk-balancing and implementation and effectiveness of risk management methodologies relating to incentive compensation plans and programs for senior executives and other identified employees in positions to expose the Company to material risk;

- Evaluating the effectiveness of incentive compensation strategy, policy, and methodologies in supporting the Company's goals; and
- Approving senior executive compensation plans and any material changes to those plans, and incentive award decisions.

## **Policy and Oversight**

### ***The Incentive Compensation Committee***

Wells Fargo's Incentive Compensation Committee ("Committee" or "ICC") is a governance committee established to oversee enterprise-wide efforts related to incentive compensation practices throughout the Company. To achieve this objective, the Committee shall support and assist Wells Fargo's HRC and senior management in carrying out their oversight of the Company's incentive compensation practices to ensure incentive compensation aligns with corporate policies and regulatory guidance, regulations and expectations.

The ICC shall have appropriate representation in the areas of human resources, risk management, compliance, and legal. In addition, business line representatives shall be asked to serve on a rotational basis, as determined by the Committee Chairperson, consisting of the Company's senior risk, finance and human resources executives. The ICC continues to oversee the further development and implementation of the Incentive Compensation Risk Management ("ICRM") Program, which is the key tenet of the work to manage risk in incentive compensation arrangements throughout the Company. The ICRM Program is designed and managed by Corporate Human Resources, with input from an advisory council of senior managers from corporate functions and business lines, including control functions, on development and management of the ICRM Program.

In accordance with the ICRM Policy that was approved by the HRC in July 2011 and last amended in June 2017, the ICRM Policy establishes the expectations and requirements related to the design and oversight of incentive compensation arrangements for Company team members. A key component of the ICRM Policy is the Enterprise Incentive Compensation Design process that sets requirements for all existing and/or new incentive compensation structures. In addition, roles and responsibilities across plan owners, compensation, human resources consulting, risk and compliance, the HRC and ICC coordinates annually an enterprise-wide assessment of business line and corporate staff incentive compensation plans. In conjunction with this annual review process, corporate and line of business risk officers provide independent reviews of incentive compensation arrangements and risk-balancing features and are accountable to the Chief Risk Officer. The HRC meets with the Chief Risk Officer annually on a periodic basis to review and assess any risks posed by incentive compensation programs and the appropriateness of risk-balancing features of those programs.

The ICC and HRC have reviewed the Company's continued progress to implement effective incentive compensation risk management practices through the ICRM Program, including the outcome of an enterprise-wide assessment of business line and corporate staff incentive compensation plans. The HRC will continue to monitor progress so that compensation programs and practices appropriately balance risk-taking consistent with applicable regulatory guidance, regulations and expectations.

Corporate Human Resources is responsible for applying the HRC-established remuneration policies and procedures to the remuneration of senior management, Senior Executives, senior employees engaged in Wells Fargo's different lines of business, and other employees who are eligible for incentive compensation arrangements. In addition, Corporate Human Resources has functional oversight accountability for all incentive compensation plans jointly with Corporate Risk, and provides essential recommendation and guidance to the ICC. Corporate Human Resources is also responsible for the oversight of incentive compensation risk management efforts, including methodologies and processes necessary to design and

manage incentive compensation arrangements, and to analyze and report on incentive compensation matters across the Company. Corporate Human Resources is responsible for ensuring that incentive compensation plans are reviewed on a regular basis and that those reviews reinforce Wells Fargo policies and procedures. Corporate Human Resources provides advice, guidance and partnership support to line of business leaders to assist in the implementation of the incentive compensation plans within the lines of business.

### **Authorities and Responsibilities**

The Committee is sponsored by and operates under the authority of the Chief Executive Officer (“CEO”) and HRC. It is authorized to perform the oversight responsibilities described in its Charter. The Committee may delegate the authority to perform any of the responsibilities described in this Charter to its reporting and/or sub-committees.

The Committee is chartered to oversee the ICRM Program, oversee compliance with applicable corporate policies and regulatory guidance, regulations and expectations, provide oversight around the design and outcomes of the business line incentive plans, and lead Wells Fargo’s enterprise efforts to enhance incentive compensation practices throughout the Company. The HRC is responsible for the oversight and outcomes related to incentive compensation for executives. The ICC’s responsibilities include the following:

### **Enterprise-Wide Incentive Compensation Plan Policies and Standards**

- The Committee shall oversee the development, approval and implementation of corporate compensation policies including the ICRM policy. The Committee shall oversee the maintenance of the policies, and their amendments, as necessary.
- The Committee shall regularly review the enterprise-wide standards for the design and administration of the Company’s incentive compensation plans.

### **Incentive Compensation Practices and Risk Management**

- To the extent the Committee identifies issues related to the Company’s incentive compensation practices and risk management, the Committee shall designate appropriate representatives from relevant functions to evaluate and, if necessary, manage appropriate solutions in response to these issues.

### **Monitoring and Oversight**

- The Committee shall monitor the Company’s incentive compensation practices to align with applicable regulatory requirements.

### **Address Escalated Issues**

- The Committee serves as a management-level governance committee to which key incentive compensation issues are escalated. Issues that may be escalated to the Committee include, but are not limited to:
  - Violation of the enterprise-wide incentive compensation requirements;
  - Events likely to cause material adverse impact to customers, or to the Company’s reputation or financial results;
  - Issues that are likely to be discussed with the Company’s regulators as well as potential new issues identified by the Company’s supervisors (e.g., forthcoming/potential Matters Requiring Attention or Matters Requiring Immediate Attention); and
  - Other matters that, based upon a reasonable manager’s judgment, may adversely impact the Company.

- For each escalated issue, the Committee shall have the authority to assess the degree to which the owner has identified, assessed, controlled, and mitigated the issue at hand; the Committee may require further actions to be taken by the owner and may require oversight of the issue by the Committee or a designated individual.
- The Committee may further escalate issues that require decision-making from a more senior level of the Company, at its discretion, as noted in the “Decision-making, Escalation, and Reporting” section of the Charter.

The Committee is chaired by the Director of Human Resources and shall have appropriate representation in the areas of human resources, risk management, compliance, audit and legal. Business line representatives shall also serve on a rotational basis. The Committee shall therefore be composed of at least the following members:

- Human Resources Director (Chair)
- Head of Compensation and Benefits
- Chief Risk Officer (Sponsor)
- General Counsel / Proxy
- Senior Business Leaders (Rotational basis)
- Senior Risk Leaders (Rotational basis)

Attendees include:

- Head of Incentive Compensation Governance
- Head of Compensation
- HR Risk and Compliance Manager
- Secretary (Legal Counsel)

The ICC meets at least twice a year. Ad hoc meetings may also be called by the Chairperson as necessary.

The ICC reports to the HRC, the Company’s Operating Committee, and senior management, regarding incentive compensation risk management practices, at least annually and more frequently as appropriate.

The WFAML Board is responsible for determining the corporate policy and the course of conduct of the management and business affairs of WFAML, including WFAML remuneration policy. The WFAML Board will be involved along with HRC to determine incentive pay.

The WFAML Board ensures WFAML’s compliance with relevant internal policies and applicable laws and monitors WFAML’s performance against these parameters. As a general matter, the WFAML Board is responsible for the following:

- Approve, or delegate approval authority, of WFAML policies;
- Review and approve the business strategy of WFAML at least annually;
- Appoint a minimum of two conducting persons to oversee the day-to-day responsibilities of WFAML;
- Develop and maintain strong internal controls, specifically a compliance function, internal audit function and permanent risk management function;
- Ensure that internal control systems provide for adequate segregation of duties, in order to prevent conflicts of interest;
- Monitor and periodically assess the effectiveness of WFAML’s internal governance structure;
- Set effective strategies and policies to maintain amounts, types and distribution of capital and funding adequate to cover risks to which WFAML is exposed;



- Be active and independent and able to explain its decisions to relevant supervisory authorities, WFAML’s parent company and other interested parties;
- Proactively and effectively manage WFAML’s relationship with the CSSF and other regulators;
- Set the tone and provide leadership for all WFAML decision-makers and major internal and external communications; and
- Promote high ethical and professional standards and a robust internal control culture.

In support of Wells Fargo’s remuneration governance structure, responsibility for oversight of the implementation and supervision of remuneration strategy for Identified Staff employees (as defined below) of Wells Fargo’s Europe, Middle East, and Africa (“**EMEA**”) entities also lies with the Boards of Directors of each of Wells Fargo’s EMEA entities (collectively, the “**EMEA Governing Bodies**”), including the WFAML Board.

### Execution

Through the ICRM Program and subject to the oversight of Corporate Human Resources, each line of business within Wells Fargo is accountable for identifying employees whose activities, individually or as a group, may expose Wells Fargo to material risk. Each line of business is responsible for understanding the risk associated with each role covered by an incentive arrangement and making sure the incentive arrangements of the line of business are balanced and do not encourage imprudent risk-taking.

In addition, the management teams within Wells Fargo’s international locations are responsible for overseeing implementation and supervision of Wells Fargo remuneration policies and practices in those locations.

The WFAML Board has appointed three conducting officers who form a Committee of Conducting Persons of the Management Company and are jointly responsible for the execution of the decisions taken by the Board and the effective management of the funds managed by the Management Company.

### Disclosure

WFAML adopts a proportionate approach to disclosure about remuneration-related issues in a manner relevant to its size, scope, complexity and risk profile.

#### 1) External disclosure

- a) The annual report for each WFAML-managed fund generally shall disclose the following information:
  - The number of WFAML Identified Staff
  - The total amount of remuneration paid to WFAML’s Identified Staff for the financial year, split into fixed and variable remuneration, and where relevant, any amount paid directly by the UCITS itself, including any performance fee;
  - Number of employees within WFAML and the aggregate amount of remuneration broken down by categories of employees;
  - A description of how remuneration and benefits have been calculated;
  - The outcome of the annual reviews of the principles and implementation of the WFAML Remuneration Policy by the management body, including any irregularities that have occurred;
  - Material changes to the adopted WFAML Remuneration Policy.
- b) The prospectus and/or KIID (where appropriate) of the UCITS funds shall also include a summary of the WFAML Remuneration Policy and/or other information specified in the relevant law and regulation, as well as the website address at which the full WFAML Remuneration Policy can be found, and note that a paper copy will be made available free of charge upon request.

#### 2) Internal Disclosure

WFAML shall ensure that all of its employees are kept informed about their remuneration, the criteria used to measure their performance and the link between performance and pay (through the intranet platform, for example). A paper copy of the WFAML Remuneration Policy will be available free of charge upon request to the WFAML Conducting Officer or Human Resources.

### **Independent Assessment**

The internal auditors and Wells Fargo Audit Services (WFAS) provide independent assessment of (1) implementation of the incentive risk management process in each line of business, and (2) compliance and documentation at both the business and corporate levels, including the WFAML Remuneration Policy.