



Eurazeo Infrastructure Partners

Remuneration Policy


Author	 99 ADVISORY <small>INDEPENDENT MEMBER COMPANY</small>
Validator	Laurent Chatelin
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I. Introduction :

Eurazeo Infrastructure Partners (EIP) is a management company authorised by the *Autorité des Marchés Financiers* (AMF) to manage alternative investments funds (AIF) and discretionary portfolio mandates (hereafter the “Managed Accounts”).

A dedicated AIFM compliant remuneration policy has been established within EIP.

The remuneration policy shall be in line with the business strategy, objectives, values and interests of EIP and the AIF and Managed Accounts (together the “Portfolios”) it manages and the final investors of such AIF and Managed Accounts.

The purpose of the remuneration policy is to ensure that the remuneration structures do not adversely impact the risk management and control functions within EIP. The management company is required to establish and maintain, for those categories of staff whose professional activities have a material impact on the risk profile of the Portfolios managed, remuneration policies and practices that are consistent with sound and effective risk management.

The remuneration policy shall encourage the alignment of the risks taken by its staff with those of the Portfolios managed, the final investors and the management company itself. In particular, the remuneration policy duly takes into consideration the need to align risks in terms of risk management and exposure to risk.

EIP shall apply these requirements in a manner and to an extent appropriate to its size and internal organisation as well as to the nature, scope and complexity of its business.

II. Remuneration policy

1. Identification of the risk takers

Risk takers are identified in terms of the functions performed but also based on the overall remuneration level, particularly if the remuneration is in the same bracket than risk takers and whether their professional activity may have a significant impact on the risk taking of the management company or Portfolios managed.

The “risk takers” identified by EIP are:

- The Managing Partners,
- The Investment Directors,
- The Principals,
- The Investment Managers,
- The General Secretary,
- The RCCI (*Responsable de la Conformité et du Contrôle Interne*).

2. General principles relating to the remuneration

The overall remuneration envelope of salary raises, and bonuses is defined as part of the current year's financial budget.

The overall remuneration which includes the *bonus pool* mainly depends on :

- the outperformance or underperformance of the management company,
- the business / activity and market conditions,
- the specific situation of teams / activities concerned,
- the HR plan (announced arrivals and / or departures),
- the development perspectives of EIP.

In line with these key parameters, the variable remuneration is adjusted accordingly.

The bonus pool is then allocated to individuals based on the performance of each member of the team.

3. General principles relating to the different parts of remuneration

The components of the remuneration are set in line with the following principles:

- Individual performance,
- Team collective performance,
- Integration into EIP corporate culture (ethics, reputation, image, adherence to EIP values and purpose, etc.).

The remuneration is based on 2 parts:

- Fixed part (salary) paid over 12 months,
- Variable part (variable remuneration) paid once a year.

The fixed part and variable part of the remuneration shall be split in a clear manner and cannot be shifted.

3.1 Principles governing to the fixed part

The fixed part is established with respect to the role and responsibilities assigned, the skills required, the experience, the level of qualification and the involvement in the tasks entrusted to the employee.

In particular, the fixed part is based on the market condition and on the internal consistency principle within EIP.

The fixed part of the remuneration shall be sufficient and fair to compensate the employee, taking into consideration the level of competence required, the responsibility assigned and the experience.

3.2 Principles governing the variable part

The variable part of remuneration supplements, in a balanced way, the fixed part of the remuneration in consideration of the performance of the employee.

The variable remuneration includes qualitative and quantitative achievements assessed and recorded in annual individual evaluations, with respect to the pre-defined individual and collective objectives.

The variable part shall correspond to (without limitation):

- Individual performance,
- Achievements against the objectives set,
- Collective performance of the team,
- Contribution to the general development and image of EIP.

The variable remuneration is decided by the Managing Directors based on quantitative and qualitative criteria that were defined for the year into consideration.

The variable part is decided during the first quarter of following year, based on the performance of the team in the previous year and the mandatory annual individual assessments performed at the beginning of the year by the team managers. Intermediate assessments may be performed around the middle of the year to give feedback on the employee performance.

Bonuses are paid to employees after the closing of accounts and after determination of the overall result of the financial year of the management company.

The annual results of EIP shall be taken into account to determine the overall bonus envelope.

Variable compensation may be reduced or even cancelled in case of non-compliance with ethical and professional standards and in case of collective and/or individual under-performance.

There is no variable remuneration guaranteed. Guaranteed variable remuneration shall be decided by the Managing Directors on an exceptional basis, only in the context of hiring new staff and limited to the first year.

III. Proportionality principle

The remuneration policy shall be defined in a way and to the extent that is appropriate to the size, internal organisation and nature scope, and complexity of activities performed by EIP.

In this context, the variable remuneration of risk-takers shall not exceed 200 000 euros (gross), including redemption of the carried interest shares. In addition, the variable part paid to the risk takers shall not exceed 100% of the fixed part.

In accordance with the proportionality principle as set out by AMF regulation, EIP will not implement the requirements of postponed payment and payment in both cash and instruments, with respect to the variable remuneration.

In the event EIP intends to pay the identified risk takers a variable remuneration higher than 200 000 euros (gross) or a variable part higher than 100% of the fixed part, EIP will need to revise its remuneration policy and provide the *Autorité des Marchés Financiers* with a revised the Section 2.K of the Programme of Operations.

IV. Governance & Remuneration Committee

EIP is not required to formally set up a Compensation committee as long as it doesn't reach any of the thresholds of 50 employees or EUR 1.25 billion AUM.

V. Publication

The annual report of the AIF communicated to investors will include, amongst others, the total amount of remuneration (fixed and variable) paid by EIP for the financial year into consideration.