

Tendercapital Funds plc (the Company)
Remuneration Policy
March 2016

Introduction

The European Union [UCITS V] Regulations 2016 (the **Regulations**) require that the Company establish and apply remuneration policies and practices that are consistent with, and promote, sound and effective risk management and that neither encourage risk taking which is inconsistent with the risk profiles, prospectus or articles of association of the Company and its sub-funds (the **Funds**) nor impair compliance with the Company's duty to act in the best interests of the Funds.

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

1. the Regulations; and
2. ESMA Guidelines on Sound Remuneration Policies (the **ESMA Remuneration Guidelines**)¹.

The purpose of this document is to set out the remuneration policy and describe the remuneration practices for the Company taking into consideration the need to align risks in terms of risk management and exposure to risk and for the policies to be in line with the business strategy, objectives and interests of the Company.

The Company and the Board of Directors

The Company is a self-managed UCITS investment company. The board of directors of the Company (the **Board**) comprises four non-executive directors (each a **Director**). Each Director is appointed pursuant to an agreement with the Company. The Company has informed the Central Bank through the authorisation process that it has no additional employees.

Appointment of Service Providers

The Company has appointed the following service providers and has delegated certain of its activities, including certain investment management functions, to the service providers:

Investment Manager	Tendercapital Limited (the Investment Manager)
Administration	RBC Investor Services Ireland Limited (the Administrator)
Depositary	RBC Investor Services Bank S.A., Dublin Branch (the Depositary)

As noted below, the Company relies on the remuneration policies and procedures of each delegate to ensure that their remuneration structures promote a culture of investor protection and mitigate conflicts of interest.

Identified Staff

The Regulations provide that the remuneration policies and practices shall apply to those categories of staff, including senior management, risk takers, control functions and any employee receiving total remuneration that falls within the remuneration bracket of senior management and risk takers whose professional activities have a material impact on the risk profiles of the Funds.

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

¹ As of the date of this policy, the ESMA Remuneration Guidelines have yet to be issued and accordingly any reference to them is on the basis that we understand that they are to be issued in due course.

The Directors do not receive performance based variable remuneration, therefore avoiding any potential conflicts of interest. The Directors do not consider that a performance-related or deferred payment element is appropriate for the Company at this time, consistent with the limited scale and complexity of the Company's activities.

Delegates of Investment Management Activities

The Investment Manager has been appointed to carry out certain investment management functions for the Company and may have staff whose professional activities could have a material impact on the risk profile of the Funds. Further information and confirmation may be required from the Investment Manager in due course once the ESMA Remuneration Guidelines issue and this policy may be therefore amended in due course to address any of the remuneration requirements which may apply to such staff.

Requirement for Remuneration Committee

Given the internal organisation of the Company as a self-managed UCITS investment company and considering the size of the Company with the limited nature, scope and complexity of the activities of the Company, it is not considered proportionate for the Company to set up a remuneration committee. While certain share classes of the Funds are listed and noting the net assets of the Funds, the legal structure of the Company as a self-managed UCITS investment company with a Board of Directors and no other employees are factors supporting the view that a remuneration committee would not be considered appropriate for the Company.

Disclosure

The Company will comply with the disclosure requirements set out in the Regulations. The total amount of remuneration for the financial year paid by the Company to its staff, the aggregate amount of remuneration broken down by the relevant categories of employees (i.e. the Directors), a description of how the remuneration has been calculated and any material changes to the Remuneration Policy will be disclosed in the Company's annual audited financial statements.

Reporting

Subject to the requirements of the ESMA Remuneration Guidelines, the Board shall seek confirmation from the Investment Manager (where applicable) on an annual basis that there has been no material change to its remuneration policy, or if there has been a material change, provide details of those changes to the Board.

Appropriateness of policy and conflicts of interest

Given its internal organisation and the limited nature, scale and complexity of the Company's activities, it is considered that the policies described in this document are appropriate for the Company. Together with the Company's Conflicts of Interest Policy, the Board considers that there are suitable measures in place to promote effective supervision and risk management.

Review

This policy and the implementation thereof will be reviewed by the Board at least annually.