William Blair & Company, L.L.C. and William Blair Investment Management, LLC

Remuneration Policy

Overview

William Blair & Company, L.L.C. and William Blair Investment Management, LLC (collectively, the "Firm") are limited liability companies organized in the United States and are owned by approximately 180 partners, each of whom is actively engaged in the Firm's businesses. The Firm is global in nature and conducts a range of services, including investment banking, asset management, research, institutional sales, fixed income trading and wealth management. The Firm's partners (which include virtually all of the Firm's portfolio managers) are compensated based upon the profitability of the overall Firm as well as department and individual performance.

The Alternative Investment Fund Management Directive ("AIFMD)) and the UCITS V (Directive 2014/91/EU) ("UCITS V") do not directly apply to the Firm. However, the Firm believes that the AIFMD remuneration provisions, the UCITS V remuneration provisions and the ESMA Guidelines on Sound Remuneration Policies under the AIFMD (the Guidelines) are premised on sound remuneration polices and are consistent with those utilized by the Firm as an employee-owned organization. Accordingly, while AIFMD and UCITS V are not directly applicable, the Firm believes its remuneration principles as outlined below are consistent with those covered by AIFMD and UCITS V.

As part of its business, the Firm accepts mandates to provide delegated portfolio management services to third party fund managers, including Alternative Investment Fund Managers ("AIFMs") and SICAV Management Companies ("ManCos") that are subject to the remuneration provisions of AIFMD and UCITS V, respectively. Although it is not itself subject to AIFMD and UCITS V, the Firm is aware that the Guidelines provide that when delegating portfolio or risk management, AIFMs and ManCos should ensure that appropriate remuneration rules are in place in respect of the delegate's "identified staff". The Firm believes the guidelines set forth below meet the requirements of the Guidelines in respect of Identified Staff.

Principle 1. Risk Management

The Firm's Asset Management Business ("IM") is primarily focused on long only equity strategies that are subject to clearly defined investment objectives, policies and restrictions, consistent with the desires of its conservative institutional client base. The Firm maintains compliance systems that seek to ensure that all investments are made in accordance with those objectives, policies and restrictions. In addition, the remuneration of portfolio managers is heavily focused on performance over longer investment horizons, an approach consistent with the goals of its clients. Risk taking for short term performance gains is not encouraged and indeed is discouraged in a system that rewards consistent performance over periods of years, not months. In addition, because partners' compensation is to a great extent determined by the

Firm’s overall profitability, there is little or no incentive for portfolio managers to take on greater risk in the hope of individual short-term performance gains.

The European Union published in December 2019 the Sustainable Finance Disclosure Regulation which will apply from March 10, 2021. This regulation requires ‘financial market participants and financial advisers to include in their remuneration policies details of how the policies are consistent with the integration of ‘sustainability risks’. Therefore, starting from January 1, 2021, individual and collective objectives will include elements related to the adherence to the sustainability risk framework to be embedded in investment processes. The compensation of Firm Identified Staff will be determined considering the completion of these objectives.

Principle 2. Supporting Business Strategy, Objectives Values and Interests

The various funds managed by the Firm are subject to clearly delineated investment objectives and policies and compliance with those mandates are closely monitored internally. The Firm generally does not charge performance fees thus avoiding many conflicts faced by others. In addition, internal compliance policies, including among others, its allocation policies, are designed to avoid even the appearance of conflicts between and among funds. Finally, as indicated above, compensation is not driven by short-term performance or revenue targets.

Principle 3. Governance

Compensation of IM employees is subject to the review of the Firm’s Human Resources Department, in consultation with the Firm’s Chief Executive Officer and Chief Financial Officer, neither of whom is actively involved in the asset management operations. Remuneration of the Firm’s partners is largely dependent upon a partner’s interest in the Firm, which is subject to the review and approval of the Firm’s Executive Committee (comprised of eight partners most of whom are not involved in the IM business), and the approval of all of the Firm’s partners at its annual meeting.

Principle 4. Control Functions

Employees engaged in control functions in the Firm’s IM department are reviewed according to the objectives linked to their functions. Legal and compliance personnel remuneration is determined by the Firm’s General Counsel and Chief Executive Officer and is not subject to influence of the business units.

Principle 5. Remuneration Structures-Assessment of Performance

Remuneration of partners (including portfolio managers) is determined annually through the reassessment of interests within the Firm. Such reassessments are based on a number of criteria, including both financial and nonfinancial, that seek to assess a person’s overall contribution to the Firm and that of the partner's business unit. The reassessments consider overall performance over several year periods and, accordingly, changes in remuneration tend to be gradual. A partner's interest in the Firm dictates his/her share of the Firm's profits distributed to partners, and therefore the remuneration received also takes account of the overall performance of the Firm. Typically the Identified Staff will be the senior portfolio managers who are almost exclusively partners of the Firm. Identified Staff also include the Chief Compliance Officer and the Heads of Support Functions (i.e. Head of Marketing, Legal, HR and Operations)

Below partner level, the Firm's employees may receive discretionary bonuses. Any such bonuses are awarded from profits generated by the Firm and based on a combined assessment of individual and business performance, taking account of both financial and non-financial criteria.

- Guaranteed Variable Remuneration

  The Firm does not guarantee variable remuneration to its partners or employees except in the case of new hires where remuneration may be guaranteed for the first full year of service.

- Ratios Between Fixed and Variable Components

  As a partnership, the Firm's partners' remuneration consists of distributions and dividends and is, by definition, variable. However, the Firm has been consistently profitable and because partners' remuneration is primarily tied to overall Firm performance (and not short-term, individual performance), such remuneration has not varied significantly year to year. The Firm's employees receive fixed salaries with discretionary bonuses tied to job performance and job responsibilities. Fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently high 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.

- Payments Related to Early Terminations

  Neither partners nor employees are entitled to payments upon termination except in the case of new hires that are terminated within short periods after hire.

- Retained Units and Deferral

  Due to the structure and size of the Firm, it does not apply a deferral policy. Because of its partnership structure, the Firm believes its partners are focused on the long-term interests of the Firm and addresses to a larger extent the concerns underlying these principles.

- Performance Adjustment

  As indicated above, partners' (including portfolio managers') remuneration is tied to their interests in the Firm and is reassessed annually based upon financial and non-financial criteria considered over multiple years. Similar reviews are conducted for staff remuneration.

Principle 6. Measurement of Performance

Due to the Firm's partnership structure, remuneration (including partner dividends and distributions) are paid annually only after establishing adequate reserves for current and future risks.

Principle 7. Pension Risk

The Firm sponsors profit-sharing plans (retirement plans) for its staff to which both the Firm and employees make annual contributions. Partners have similar plans that are funded by each partner (not the Firm). The Firm makes no payments to partners or staff following retirement.

Principle 8. Personal Investment Strategies

Employees and partners are generally not permitted to maintain accounts away from the Firm. Investments by IM employees and partners are subject to review by the Firm's compliance department. Since all remuneration is paid in cash, hedging policies are not relevant.

Principle 9. Avoidance of Remuneration Code

The Firm pays all remuneration in cash. Avoidance is not an issue.

Conclusion

The Firm is not strictly subject to the AIFMD; however, the principles that underlie the directive have long been ingrained in the Firm's structure and remuneration policies. Ownership of the Firm is widely spread across more than 180 partners and the average tenure of those partners is nearly seventeen (17) years. Partners are remunerated largely based on their interest in the Firm and the Firm's overall profitability. Those interests are reassessed annually by the Firm's Executive Committee and approved by the partners. In addition, the Firm's capital is represented by capital contributions made by the partners and, as a result, the Firm's risks are closely monitored. The principles underlying partner remuneration are also applied in the Firm's remuneration policies for employees, as set out above. Consequently, the Firm believes that its structure, especially its broad-based employee ownership, promotes the principles that form the core of the AIFMD remuneration provisions.

Adopted: July 22, 2014

Amended: February 18, 2016, March 6, 2017 and March 10, 2021