

Nordic Capital Management S.à r.l. (“NCM”) Investor disclosures

Voting rights

In accordance with the requirements contained in Article 37 of Commission Delegated Regulation (EU) No 231/2013, as further detailed in section 5.5.10 of CSSF Circular 18/698 and taking into consideration relevant provisions of the Luxembourg Law of 1 August 2019 relating to the exercise of certain shareholder rights at general meetings of listed companies and transposing the requirements of the Shareholders’ Rights Directive 2017/828 (SRD II) and amending the Luxembourg Law of 24 May 2011 on the exercise of certain shareholder rights (the “SRD Law”), NCM is implementing the following measures and procedures when delegating the portfolio management function:

- monitoring of the corporate actions linked to the instruments/ positions held in the respective AIF;
- ensuring that the exercise of voting rights is in accordance with the investment objectives and policy of the relevant AIF, including, as the case may be, ESG criteria;
- exercising voting rights if deemed appropriate;
- preventing and managing any potential or actual conflicts of interest arising from shareholder engagement aspects or the exercise of voting rights;
- verification of a disclosure by NCM or a delegated portfolio manager at least on an annual basis to Institutional Investors or by publicly available information of how the investment strategy and implementation thereof complies with applicable arrangements entered into with Institutional Investors.

Management of conflicts of interest

In accordance with the Luxembourg Law of 12 July 2013 on Alternative Investment Fund Managers and Commission Delegated Regulation (EU) No 231/2013 supplementing Directive 2011/61/EU, as well as in accordance with Chapter III of the CSSF Regulation Nr. 10-4, implementing Directive 2009/65/EC, and CSSF Circular 18/698, as may be amended from time to time, NCM is under the legal obligation to establish, implement, and maintain an effective conflict of interest policy.

In the conduct of its business, NCM’s policy is to identify, manage, and, where necessary, avoid any action or transaction that may pose a conflict of interest between:

- NCM including the members of the Board of Managers, Conducting Officers, employees or any person directly or indirectly linked to NCM by control, and the AIFs managed by NCM or the investors in that AIF;
- the AIF or the investors in that AIF and another AIF or the investors in that other AIF;
- the AIF or the investors in that AIF and another fund managed by NCM or the investors in that other fund.

NCM strives to manage any conflicts of interest in a manner consistent with the highest standards of integrity and fair treatment. For this purpose, it has implemented procedures to ensure that any business activities potentially involving a conflict are conducted with an appropriate level of independence and that any conflicts are resolved fairly.

In the unlikely event that a conflict of interest could not be managed by NCM, any such non-neutralized conflicts as well as the decisions made will be disclosed appropriately.

NCM also considers the type of conflicts of interest which may arise from the integration of sustainability risks.

Complaints handling

In accordance with CSSF Regulation 16-07 relating to out-of-court complaint resolution, NCM has established and implemented effective and appropriate procedures for the reasonable and prompt handling of complaints received from investors.

This applies to any claim filed with NCM to recognise a right or redress a harm.

Every such complaint must be submitted in writing, including the identification of the investor and a description of the essence and details of the complaint to NCM.

In case an investor of an AIF under management of NCM has some kind of issue with services provided by NCM, or should you wish more information on how complaints are handled by NCM, please do not hesitate to contact our Complaints Handling Officer, in English, through the address below at your convenience, with the reference "Complaint":

Nordic Capital Management S.á r.l.
2, rue Edward Steichen.
L-2540 Luxembourg

email: complaints@nordiccapital.lu

The name and contact details of the person handling the complaint will be provided to the complainant upon request and/ or receipt of the complaint.

Following information shall be provided to ensure a prompt handling of the complaint:

- investor's identity and contact details;
- reason(s) for the complaint;
- where relevant, copies of any documentation supporting the complaint.

A written acknowledgement of receipt will be provided to the complainant within ten business days after receipt unless the answer itself is provided to the complainant within this period.

NCM will strive to provide an answer without undue delay and, in any case, within a period not exceeding one month between the date of receipt of the complaint and the date at which the answer to the complainant is sent. Where an answer cannot be provided within this period, the complainant will be informed of the causes of the delay and receive an indication of the date at which its examination is likely to be completed.

If the response is negative, the reasons for this response will be duly explained. Should the complainant assert that the response is not satisfactory, NCM will inform the complainant in writing of the existence of the out-of-court complaint resolution procedure at the Commission de Surveillance du Secteur Financier ("CSSF"). The detailed procedure can be found under the following link: <https://www.cssf.lu/en/customer-complaints/>