

HAMLIN ICAV

(THE "ICAV")

REMUNERATION POLICY

7TH FEBRUARY 2019

The ICAV has established remuneration policies and practices which are consistent with and promote sound and effective risk management of the ICAV and the Hamlin High Dividend Equity UCITS Fund (the "**Fund**") in order to align the interests of the investment manager and the investors. This Remuneration Policy follows prescribed principles in a way and to the extent that is appropriate to the size and internal organisation of the ICAV and to the nature, scope and complexity of the ICAV's activities in respect of the Fund.

The Remuneration Policy reflects the ICAV's objective for good corporate governance and:

- (a) is consistent with and promotes sound and effective risk management and does not encourage risk-taking which is inconsistent with the risk profile, rules or instrument of incorporation of the ICAV; and
- (b) is consistent with the business strategies, objectives, values and interests of the Fund and includes measures to avoid conflicts of interest.

The Remuneration Policy is consistent with and promotes sound and effective risk management by –

- (a) having a business model which by its nature does not promote excessive risk taking;
- (b) defining performance goals and objectives for the ICAV which are aligned with the business; and
- (c) ensuring that the fixed salary element of those involved in relevant functions reflects the market rate.

The Remuneration Policy (together with compliance herewith) will be subject to an annual central and independent internal review by the board of directors of the ICAV (the "**Board**"). Given the limited nature, scale and complexity of the ICAV's activities, the Remuneration Policy will not be subject to an external, independent review.

The review by the Board will ensure that –

- (a) the overall remuneration system operates as intended;
- (b) the remuneration pay-outs are appropriate for the ICAV and the Fund;
- (c) the risk profile, long term objectives and goals of the Fund is adequately reflected; and
- (d) the policy reflects best practice guidelines and regulatory requirements.

Persons subject to the Policy

The ICAV does not have any employees other than the directors, who act in a non-executive capacity. The ICAV has appointed KB Associates to discharge certain management functions on its behalf. In this regard, KB Associates has seconded two Designated Persons to the ICAV.

Therefore the directors and the Designated Persons are the only "Identified Staff" of the ICAV. It is noted that the UCITS Regulations outline that the remuneration policies and practices should apply, in a proportionate manner, to any third party which takes investment decisions that affect the risk profile of a UCITS because of functions which have been delegated in accordance with the UCITS Regulations.

The ICAV will ensure:

- that entities to which investment management activities have been delegated are subject to regulatory requirements on remuneration that are equally as effective as those applicable under the ESMA Guidelines; or
- Appropriate contractual arrangements are put in place with entities to which investment management is delegated to ensure that the UCITS remuneration rules are not circumvented. These contractual arrangements relate to any payments made to a delegates' identified staff as compensation for performance of investment management activities on behalf of the ICAV

In line with the requirements of the ESMA Guidelines, appropriate contractual arrangements are in place with entities to which investment management is delegated to ensure that the UCITS remuneration rules are not circumvented. Further, the Investment Manager has adopted a remuneration policy for Identified Staff in line with the ESMA Guidelines

Directors

No variable remuneration will be paid to any member of the Board or to any Designated Person. The fixed fee of the independent Directors and the Designated Persons will be commercially negotiated. The members of the Board who are employees of Hamlin Capital Management, LLC have elected to waive their entitlement to receive any remuneration from the ICAV.

Designated Persons

The Designated Persons of the ICAV do not receive any remuneration directly from the ICAV. Furthermore KB Associates receives a fixed fee only for the provision of Designated Person services to the ICAV and does not receive performance-based remuneration.

Proportionality Principle

As noted above, the ICAV must comply with the remuneration principles set down in the UCITS Regulations in a way and to the extent that is appropriate to its size, its internal organisation and the nature scope and complexity of its activities. Accordingly, some UCITS management companies can determine to meet the remuneration requirements through very sophisticated policies whereas others can do so in a simple and less burdensome way.

The ICAV does not pay any variable remuneration to any of its Identified Staff. Accordingly, the principles in respect of variable remuneration as outlined in the UCITS Regulations are not applicable.

With respect to the remuneration committee, the Board has determined the remuneration committee requirement does not apply taking into account the below factors:

- all of the above proportionality criteria (i.e. the ICAV's size, internal organisation nature, the scope and complexity of its activities); and
- the UCITS Regulations outline a remuneration committee will be, where appropriate, set up in accordance with the ESMA Guidelines .

Review of the Policy

The general principles of this remuneration policy shall be reviewed at least annually by the Board of the ICAV.

The implementation of this remuneration policy will be subject to review at least annually to ensure compliance with and adherence to the policy.

Disclosure

Details of this remuneration policy are available on a website (<https://hamlincm.com/>) and a paper copy will be made available free of charge upon request.