



Neuberger Berman Europe Limited

Conflicts of Interest Summary

August 2024

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Neuberger Berman Europe Limited ("**NBEL**" or "**the Firm**") is authorised and regulated by the Financial Conduct Authority ("**FCA**") and is a Registered Investment Adviser with the US Securities and Exchange Commission ("**SEC**"). The FCA is NBEL's primary regulator.

INTRODUCTION

In the normal course of business, as in any large financial institution, situations resulting in potential or actual conflicts of interest may arise. There is nothing inherently unethical if and when such situations arise, subject to compliance with regulatory and legal requirements. However, the abuse of such situations is improper, and the Firm is committed to managing these conflicts of interest to prevent abuse and protect our clients, our employees, and our counterparties we deal with.

NBEL is required to take all reasonable steps to identify, manage, record and, where relevant, disclose actual or potential conflicts of interest between itself (including our managers and employees and any person directly or indirectly linked) and our clients, and between one client and another, and to have in place a policy relating to conflicts of interest. This includes conflicts that may arise where the Firm undertakes a particular activity for Undertakings for Collective Investments in Transferable Securities ("**UCITS**") schemes, Non-UCITS Undertakings for Collective Investments ("**UCI's**"), Alternative Investment Funds ("**AIF's**") and any other clients.

NBEL's policy considers any conflicts between the interests of other companies within the wider Neuberger Berman Group ("**NBG**") of companies (and persons connected thereto) and the duty the Firm owes to a client. Conflicts of interest provisions are applied to all relevant outsourcing and delegation arrangements entered and in respect of services the Firm may provide to or receive from NBG.

NBEL also recognises that personal connections of employees may give rise to conflicts of interest, and will promptly address these issues, as and when they arise.

Integrity, fairness, impartiality, and primacy of clients' interests occupy a leading place in our ethical rules and values. NBEL's conflicts of interest management is appropriate to the nature, scale, and complexity of its business.

CONFLICTS OF INTEREST ARRANGEMENTS

NBEL's conflicts policy and framework is designed to ensure that all employees of the Firm can identify actual and potential conflicts of interest so that they can be recorded, managed appropriately and, where necessary, disclosed to all relevant parties to prevent them adversely affecting the interests of our clients, our funds and their investors and to comply with the Firm's regulatory obligations.

These arrangements identify, by reference to the specific services and activities carried out by (or on behalf of) the Firm, circumstances that constitute or may give rise to a conflict of interest entailing a material risk of damage to the interests of one or more Clients and/or the Firm, and outlines procedures to be followed and measures to be adopted to manage such conflicts.

This document should be read in conjunction with NBEL's Principle 3 Stewardship Code summary, which is also available on NB's website.

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CONFLICTS OF INTERESTS DEFINED

A potential conflict of interest is a situation where there is a material risk of damage to the interests of a client due to the interests of:

- NBEL (including all its affiliates, subsidiaries, representative offices, employees and the parent entities) and its clients (including but not exclusively UCITS schemes, AIF's and UCI's managed) differing; or
- Another client (including but not exclusively UCITS schemes, AIF's and UCI's managed) differing.

An **interest** is the source of any advantage, direct or indirect, of whatever nature, tangible or intangible, professional, commercial, financial, non-financial or personal.

It should be noted that it is not enough that the Firm may gain a benefit if there is not a potential disadvantage to a client, or that one client to whom the firm owes a duty of care may gain or avoid a loss without there being an associated possible loss to another client.

In addition to this summary, there are other documented policies which provide for further controls and mitigation of conflicts which arise across our business as an investment manager. These include but are not limited to:

- Personal Account Dealing/Code of Ethics – requirements providing for employee and close relation personal trade activity, pre-clearance requirements and holding period thresholds so as not to conflict with investment activity the firm carries out for its clients.
- Hospitality, gifts and entertainment – requirements for employees as and when they engage in receipt, or provision, of gifts/entertainment/hospitality to clients and potential clients to mitigate any potential conflicts which may arise.
- Trading Policies (includes Best Execution, Fair Allocation and Aggregation) – requirements for those employees involved in the investment process to ensure that trades made on behalf of clients are provided with best execution, fair allocation and appropriate aggregation, to ensure clients are treated fairly and potential conflicts mitigated.
- Fair Valuation – to ensure where required, that manual valuations are fairly and consistently applied so that clients are not conflicted.
- Remuneration – requirements for disclosure of the relevant principles governing how the firm remunerates its members of staff and recognised “Identified Staff” to ensure consistency with, and promotion of sound and effective risk management, does not encourage inconsistent risk-taking and does not impair compliance with the Firm's duty to act in the best interests of its clients.

TYPES OF CONFLICT

When identifying services and activities that may entail a material risk of damage to the interests of a client, the Firm will, as a minimum, consider the following types of conflict:

- The likelihood of the Firm (including its managers, employees and wider Neuberger Berman Group companies (“**NB Group**”)) making a financial gain or avoiding loss at the expense of a client (including but not exclusively UCITS schemes, AIF's and UCIS managed);
- Whether the Firm (including its managers, employees and wider NB Group) has an interest in the outcome of a service or an activity provided to, or transaction carried out on behalf of, a client (including but not exclusively UCITS schemes, AIF's and UCIS managed) that is distinct from the client's interest in that outcome;

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- Whether the Firm (including its managers, employees and wider NBG) has a financial or other incentive to favour the interests of one client or group of clients over the interests of other clients or UCITS schemes, AIF's and UCIS managed;
- Whether the Firm (including its managers, employees and wider NBG) carries out the same activities performed by our clients; or in the case of activities carried out for UCITS schemes such activities are also carried out for non-UCITS/ AIF or any other clients; and
- Whether there are inducements deriving from sources other than the client (including but not exclusively UCITS schemes, AIF's and UCIS managed) in relation to the services provided, in the form of monies, goods or services, other than the standard commission or fee for the services in question.

Having identified generic and specific conflict of interest risks and circumstances, the Firm has established and implemented effective organisational and administrative arrangements that demonstrate all reasonable steps have been taken to prevent such conflicts from constituting or giving rise to a material risk of damage to the interests of clients.

The Firm will try to avoid conflicts of interest if possible but, when they cannot be avoided, will seek to ensure that its clients are fairly treated.

Where a potential conflict arises, the Firm will always seek to ensure that transactions and services are not effected on terms that are materially less favourable to the client than those terms that would have been effected had the conflict, real or potential not existed.

Where internal arrangements maintained by the Firm are not sufficient to ensure, with reasonable confidence that risks of damage to the interests of a client will be prevented, then appropriate disclosure will be made to all relevant parties.

Where the Firm is unable to make such disclosure, or considers that the disclosure of the relevant conflict of interest would give rise to unacceptable risks, the Firm shall decline to act in the relevant circumstances.

EMPLOYEE RESPONSIBILITIES

All employees are responsible for acting in the best interests of the Firm's clients and are responsible for reporting actual and potential conflicts of interest to both their line manager and the Compliance Department.

Employees must familiarise themselves with their obligations of the Conflicts of Interest Policy, Stewardship Conflicts of Interest Policy and related Policies which mitigate potential conflict situations. Regular conflicts training will be provided to all staff to aid in outlining individual responsibilities.

All employees must report any conflict of interest that they are aware of either personally or in respect of the function they perform within the Firm.

GOVERNANCE ARRANGEMENTS

The Firm, as part of its governance framework has established a Conflicts of Interest Committee ("Committee"), the purpose of which is to define the policy for and to oversee the management of actual and potential conflicts of interest arising activities within the Firm. This is to ensure that the Firm's policy with regards to conflicts is incorporated within its overall business strategy and in line with its risk tolerance.

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The Committee is responsible for reviewing and overseeing the Firms' arrangements for identifying and managing conflicts of interest and ensuring the best interests of clients are always considered.

The Committee meets on a regular basis and ad-hoc as and when required. It will ensure that new and materially changed conflicts risks identified are discussed, that their relevance to NBEL and its subsidiaries are considered and that appropriate control mechanisms are put in place to avoid, manage, or disclose conflicts.

The Committee will escalate any matter it considers should be include in a Report to the Boards of the relevant entities.

As part of its senior management governance framework, NBEL has established organisational and administrative arrangements and internal controls which are designed to manage potential conflicts and to prevent material risk of damage to the interests of clients.

Senior management of the Firm, with support from the Compliance, Risk, Internal Audit and Legal Functions, has responsibility for careful and consistent identification and management of conflict-of-interest situations, either actual or potential. Operational business areas are responsible on a more general basis for monitoring those risks.

The procedures and measures to manage conflicts of interest are both general and specific. Those of a general nature pervade the organisation and establish structures and cultures that seek to ensure good business practice. Those that are specific are designed to address the key risks attributable to conflict circumstances identified.

The general arrangements are set out below. The additional specific arrangements to address circumstances identified above are set out in the Conflicts Register maintained by the Compliance department.

MONITORING CONFLICTS

All conflicts of interest are considered and monitored by the Firm on an on-going basis. The Firm maintains a Register which inter alia records the types of activities undertaken by or on behalf of the Firm in which a conflict of interest entailing a material risk of damage to the interests of its Clients may arise or has arisen. This includes consideration of activities carried out by any delegate, sub-delegate, counterparty or external third party (in each case, if appropriate).

Potential conflicts are considered by the senior management regularly, including prior to taking on a new Client, changing the scope of an existing mandate, engaging in a new strategy or the material appointment of a new counterparty.

PERIODIC REVIEW

We review our conflicts of interest and stewardship arrangements on at least an annual basis to ensure they meet, and continue to meet, the requirements of NBS and NBEL Neuberger and any local legislative and/or regulatory requirements.

The Committee and relevant Board will consider any material changes suggested.

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When this document is provided to third parties, such as prospects or investors, it is purely for information purpose. This document is not binding to NBEL and its subsidiaries since they need to be able to amend this policy without restrictions at any point of time.