

Mercer Group – Ireland

Conflicts of Interest Statement

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CONFLICTS OF INTEREST

INTRODUCTION

Mercer, a wholly owned subsidiary of Marsh (NYSE: MRSH), is a global consulting leader helping clients around the world advance the health, wealth and careers of their most vital asset — their people. Mercer in Ireland provides a wide range of services to clients both in Ireland and in other jurisdictions. Given the wide range of services and activities which include administration, investment advisory, retirement and actuarial consulting, investment products and services and insurance-based services, conflicts of interest, real or apparent, will naturally arise. Conflicts of interest, real or apparent, are instances where a person or firm has an incentive to serve one interest at the expense of another.

Mercer has a duty to secure our clients' interests and to conduct all business affairs in a fair, ethical and transparent manner. Mercer seeks to manage conflicts through appropriate policies, procedures and protocols and also, as a last resort, through disclosure of potential conflicts to clients and prospects. We are committed to conducting business fairly, ethically and transparently.

Taking into account the nature, scale and complexity of Mercer Ireland, this Conflicts of Interest Statement (the "Statement") summarises general conflicts of interest Mercer has identified and describes how we manage and mitigate them. It is not intended to provide an exhaustive list of all conflicts that currently exist or that may exist in the future. For example, there may be potential conflicts which are fully or substantially mitigated through operational controls which may not be included. If you have any questions or would like more information about specific topics after reading this document, please call your Mercer contact person.

ENTITIES COVERED BY THIS STATEMENT

Mercer provides its services in Ireland through Central Bank of Ireland regulated operating companies. These companies are:

- Mercer (Ireland) Limited ("MIL");
- Mercer Global Investments Europe Limited ("MGIE");
- Mercer Global Investments Management Limited ("MGIM").

MGIM has its own conflicts of interest policy designed to cover the specific conflicts for a UCITS / AIFM Management Company.

This Conflicts of Interest Statement also applies to the MGIE branches in Germany and Sweden.

Mercer also provides services on a freedom-of-services basis across multiple jurisdictions through our Investment Solutions, Consulting and International Insurance Intermediary businesses. This statement applies equally to the provision of those services.

These entities form part of the broader Mercer Investments business which has adopted a global [Conflicts of Interest Statement](#) which should be read in conjunction with this Statement.

REGULATORY FRAMEWORK

The Mercer entities domiciled in Ireland subject to this policy are authorised and regulated by the Central Bank of Ireland. In the case of MIL and MGIE, they are authorised and regulated pursuant to the European Union (Markets in Financial Instruments), Regulations 2017, which transposes Directive 2014/65/EU (“MiFID II”) and the Commission Delegated Directive (EU) 2017/593 into Irish law. Also applicable to this policy is the Commission Delegated Regulation 2017/565, MIL is also authorised and regulated as an insurance/reinsurance intermediary pursuant to the European Communities (Insurance Distribution) Regulations, 2018 and to provide investment advice in relation to investment instruments under the Investment Intermediaries Act, 1995.

CONFLICT AWARENESS

Mercer is required to take all appropriate steps to identify and to prevent or manage conflicts of interest which may arise between ourselves, including our managers, employees and tied agents, or any person directly or indirectly linked to us by control, and our clients or between one client and another that arise in the course of providing any investment and / or ancillary service, including those caused by the receipt of inducements from third parties or by our own remuneration and other incentive structures.

The identification, prevention and/or management of conflicts of interest is an ongoing process. Mercer believes we have a conflict-aware environment, core to which are the following elements:

- *Our Code of Conduct* — Employees are required to comply with Marsh’s Code of Conduct contained in the Marsh Policy, **The Greater Good**, as a condition of employment. ***The Greater Good*** has clear requirements and guidelines for dealing with ethical matters, including conflicts of interest.
- *Client Confidentiality Obligations* — Employees are made aware of their obligations to protect client confidentiality and to comply with insider trading and related applicable laws and regulations.
- *Gifts and Entertainment Policy* — Employees are required to comply with our gifts and entertainment policy, which is designed to ensure that they are not unduly influenced by the receipt of gifts, meals, or entertainment.
- *Personal Investing Reporting* — Employees are also subject to policies governing their personal investing, which take into account applicable laws and regulations, prohibit certain personal investments and may require other personal investments to be reported and/or pre-cleared

- *Directorships and Outside Positions* – Employees are required to seek approval before accepting and holding non-Mercer positions that create potential conflicts of interest.
- *Personal connections*: Employees are required to disclose and confirm periodically any personal connection which may constitute a conflict with Mercer business.
- *Third Party service providers*: Each entity maintains its own outsourcing and third-party service provider register (incl. Intra-group). The potential for conflicts in relation to any third-party service provider is considered at initial engagement and on an ongoing basis.
- *Conflict of Interest Registers* – Each entity maintains its own Conflict of Interest Register which outlines the conflicts specific to each business and sets out the processes in place to mitigate, manage, prevent or disclose the potential conflict.
- *Securing Customers Interest Policy* – where applicable, Mercer has in place Securing Customer Interests policies which support transparency ensuring conflicts are disclosed in accordance with the Central Bank of Ireland's Standards for Business and the Consumer Protection Code.
- *On-going Training* – Training is provided both to new joiners and all staff on an annual basis on aspects of the Greater Good, Conflicts of Interest, Personal Account Dealing, Outside Business Activities, Market Abuse and Gifts and Entertainment.

TYPES OF CONFLICTS

Conflicts can arise for example between:

- Mercer and its clients
- Lines of business or legal entities within Mercer and/or Marsh
- Mercer management or employees and our clients
- Differing needs and requirements of our clients or groups of clients

IDENTIFICATION

For the purposes of identifying potential conflicts of interest, Mercer takes into account, at a minimum, whether Mercer, or a relevant person, or a person directly or indirectly linked by control to Mercer:

- is likely to make a financial gain, or avoid a financial loss, at the expense of the client;
- has an interest in the outcome of a service provided to the client or of a transaction carried out on behalf of the client, which is distinct from the client's interest in that outcome;
- has a financial or other incentive to favour the interest of another client or group of clients over the interests of the client;
- carries on the same business as the client;

- E. receives or will receive from a person other than the client an inducement in relation to a service provided to the client, in the form of monetary or non-monetary benefits or services.

Since Mercer Ireland entities are members of the Marsh Group, this Statement also takes into account any circumstances, of which Mercer is aware, which may give rise to a conflict of interest arising as a result of the structure and business activities of other members of the group.

This process includes the identification, with reference to the specific investment services and activities carried out by or on behalf of Mercer, the circumstances which constitute or may give rise to a conflict of interest entailing a risk of damage to the interests of one or more clients and the procedures to be followed and measures to be adopted in order to prevent or manage such conflicts.

Conflicts of interest may occur for example:

- Through earning higher revenues or profits from certain types of solutions or client arrangements, including through:
 - providing a more complex, higher-cost solution for clients when a simpler, lower-cost solution is available,
 - providing solutions where Mercer or any other legal entity within Marsh (an “Affiliate”) earns additional fees for directly managing securities in an investment fund organised and managed by a Mercer entity (“Mercer Funds”) or client portfolios, where an alternative solution may be available
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- From relationships Mercer may have with providers of products and / or services to our clients or with providers in support of Mercer itself servicing our clients, including fee arrangements or commissions.
- Through relationships Mercer has with multiple parties related to the one corporate entity each of which may have differing needs.
- Through earning higher revenues from more complex solutions for clients when a more simplified but less comprehensive solution may be available.
- From the receipt of confidential information.
- From performance related, referral or sales remuneration paid to Mercer and/or Marsh employees.
- From personal relationships Mercer or Marsh employees may have with our clients or service providers.
- From gifts or entertainment provided to clients or prospects or received by our staff from key service providers.
- From employees holding non-Mercer positions.
- Through collaboration among Mercer and/or Marsh entities.

DISCLOSURE TO CLIENTS

Mercer has put in place organisational and administrative arrangements to prevent conflicts of interest from adversely affecting the interest of its clients. However, for prudence, the key conflicts identified, and the arrangements put in place to mitigate these conflicts are outlined below.

SPECIFIC CONFLICTS

The following describes key conflicts and how they are managed.

CONFLICTS WHEN MERCER HAS A RELATIONSHIP WITH MULTIPLE PARTIES ASSOCIATED WITH THE ONE CORPORATE ENTITY

POTENTIAL CONFLICT

It is common for Mercer to have a business relationship with multiple parties associated with a single corporate relationship. For example, Mercer may provide services to a corporate sponsor to a pension scheme, the trustee to a pension scheme, parent and subsidiary companies within a corporate group, different organisational areas within the same corporate entity, a trade union or key employees. In addition, Mercer may be required to provide services to one party on a confidential basis.

POTENTIAL IMPACT

Circumstances can arise where the best interests of these parties may differ. If one entity is providing all services, there is potential to favour the interests of one party over the other.

MITIGATION

- Different services are provided by different areas within Mercer which reduces the risk of conflicts arising or breaches of confidentiality. For example, the area dealing with providing investment advice to individuals is separate to the area advising institutional clients.
- If a conflict is identified, depending on the nature of the conflict, either different teams / individuals within Mercer in Ireland will advise the different parties, or in some circumstances, an overseas team may be asked to act on behalf of one of the parties.
- If significant difficulties are anticipated in managing a conflict, Mercer may decide not to service one or more of the parties.
- In relation to actuarial services, the Irish Society of Actuaries has guidelines in relation to how trustee related conflicts should be managed. Mercer follows these guidelines.

CONFLICTS AMONG MERCER'S CLIENTS

POTENTIAL CONFLICT

Mercer has a large and diverse client base. It is likely some of our clients operate in the same industry or sector and some may be more influential or more valuable to Mercer. In addition, if clients are involved in mergers and acquisitions (M&A) activity, Mercer may be providing advice to multiple parties in such transactions, each with differing interests.

POTENTIAL IMPACT

We recognise that our interest in serving clients that are perceived to be more influential, or more valuable to Mercer, poses the risk that we could favour those clients over others.

In M&A activities there is the potential for Mercer to use its knowledge from its relationship with multiple parties for Mercer's benefit or to favour the client who is more favourable to Mercer.

MITIGATION

- All clients go through the same on-boarding process and due diligence reviews regardless of size or type of client.
- All clients receive the same standardised reports on a periodic basis. While certain clients may request additional reporting items, these are only provided if they would also be provided to all other clients upon request.
- A fund holdings disclosure procedure is in place to ensure no client is given preferential treatment should they request holdings of the Mercer Funds.
- Mercer has an M&A specific protocol in place designed to mitigate the conflicts associated with M&A activities, including using different people / teams to act for each party.
- We do not differentiate or favour certain clients over others. For example, with respect to timing of the release of manager research ratings information via our proprietary Global Investment Manager Database (GIMD™), but we may provide different or customized advice to different clients, depending on their individual circumstances.
- We allocate limited investment opportunities on a reasonable and fair basis to our clients, taking into account their individual objectives, mandates and/or investment strategies, and other relevant factors.

We believe clients benefit from the diversity of opinions and the individualised, and sometimes subjective, judgments of each consultant with respect to each client. Accordingly, a Mercer consultant need not provide identical advice to all clients, even to those in similar circumstances.

CONFLICTS BETWEEN DIFFERENT LINES OF BUSINESS OR ENTITIES IN THE MARSH GROUP PROVIDING SERVICES TO THE SAME CLIENT

POTENTIAL CONFLICT

Circumstances can arise where different lines of business or different companies within the Mercer or wider Marsh group, may be providing services to the same client. This can create potential conflicts as advice provided by one part of the group may not be in the best interests of another Marsh / Mercer entity. For example, Irish Pensions Trust Limited ("IPT") and Freedom Trust Services ("FTS"), are member of the Marsh group, could act as corporate trustees to pension schemes or Master Trust arrangements that Mercer may also provide a range of services to or to individuals of a Master Trust. IPT's role in such circumstances may be to provide independent oversight of some of the activities of Mercer. There is a potential conflict in providing this role as both IPT and Mercer are part of the Marsh group.

M&A activity and Insurer Consulting Services (carried out in Marsh Ireland) as outlined in other conflicts are another example of where this conflict could arise.

POTENTIAL IMPACT

Decisions could potentially be made that are in the best interests of the Marsh group rather than the client.

MITIGATION

- It is a Marsh group policy to always treat clients fairly and to provide the best advice available for its clients and this may involve different Companies or Lines of business providing separate advice in different areas. This is a key component of the Marsh Code of Conduct - "The Greater Good"
- Clients are given full access to all services and products provided and determine the services and provider they want which are most suitable to their needs.
- Clear disclosures regarding Mercer fees and services are provided to clients prior to a client making a decision to engage a particular Mercer entity for a particular service or to invest in a Mercer Fund that would increase fees paid to Mercer by the client.
- Conflicts of Interest and other relevant policies, codes, practices and protocols are in place at a Marsh group level and within legal entities and lines of business across the Marsh group to ensure these types of conflicts are appropriately managed. For example, Mercer and IPT and Marsh have their own conflicts policies to help manage the conflicts specific to their businesses.
- IPT operates independently of Mercer. It has a separate board, separate reporting lines and is based in a different physical location.

- Marsh Companies strive to provide the best advice available from within Marsh Companies and this may involve different Companies/LOB's providing separate advice in differing areas.
- All clients are provided with the conflicts of interest statement and investment solutions important information document (the latter where applicable to the business relationship).
- Master Trust One Man arrangements are reviewed against alternative options in the Market by the Product Review Group ('PRG') to ensure the option provided by FTS is market competitive.
- Individual clients recommended a Master Trust One Man Arrangement where FTS are Trustee are provided with a separate COI disclosure in recommendations issued.

CONFLICTS BETWEEN THE INTERESTS OF CLIENTS AND EMPLOYEES IN MERCER, THEIR FAMILY MEMBERS OR SIGNIFICANT PERSONAL RELATIONSHIPS

POTENTIAL CONFLICT

Circumstances can arise which create potential conflicts between the interests of clients and the interests of employees within Mercer. Examples of such conflicts include;

- Benefit from access to confidential information in a corporate entity in which an employee has or could acquire a personal shareholding.
- Personal benefits received from service providers e.g. gifts and entertainment.
- Conflict arising from an employee having personal connections, such as a spouse or immediate family member, working for a client, service provider or other parties
- Remuneration of individuals linked to their achievement of certain financial goals such as revenue targets.
- Conflicts arising from an individual holding non-Mercer roles in addition to their role in Mercer.

POTENTIAL IMPACT

If not appropriately managed, a Mercer employee could inappropriately benefit as a result of these potential conflicts or a client could get preferential treatment over another client.

MITIGATION

- Mercer has a number of policies, procedures and codes in place to minimise such conflicts including “The Greater Good”, Personal Account Dealing Policies, Gift and Entertainment Policies, Personal Connections and Policies on holding outside directorships and outside business activities.
- Compliance with key policies is monitored on a periodic basis through self-certification by all employees and review by the Compliance function.
- In the circumstances that an individual has a personal connection which is a potential conflict, that person will not be permitted to engage in any decision-making process related to that connection.
- Mercer operates a formal performance appraisal and reward system, designed to take many factors into account when determining an individual’s remuneration. In addition, there is oversight of remuneration for key individuals by separate Remuneration Committees at MIL and MGIE (includes MGIM) which are chaired by an independent Chairperson (an Independent non-executive Director of each of the entities).

INVESTMENT SOLUTIONS AND SERVICES

POTENTIAL CONFLICT

Mercer offers clients a number of investment related services and solutions ranging from advice on investment strategies, asset classes, asset allocation, specific investments and investment providers (including insured offerings), to implemented or full investment solutions (“Investment Solution”). Investment advice provided to clients can relate to product offerings from both third parties and Mercer group entities. As such, Mercer does not promote, nor should you consider, the advice provided as being independent.

Mercer offers a range of investment solutions to clients which incorporate our best ideas in relation to investment matters. Examples of such solutions include implemented consulting, Mercer dynamic de-risking service and the Mercer Aspire DC solution. These solutions, which use Mercer managed investment funds (“Mercer Funds”), may create potential conflicts between Mercers’ interests and the interests of clients:

- When a client chooses to work with Mercer by way of an Investment Solution, Mercer may earn more revenue than if the client chose to engage Mercer under a direct advisory relationship. This could create an incentive for Mercer to inappropriately recommend Investment Solutions to clients and prospective clients.
- In addition, certain Marsh employees are eligible to receive direct incentive compensation as a result of referring prospects to Investment Solutions as permitted under applicable local laws, which could create a similar incentive for these employees.
- Just as Mercer will never recommend to clients to use another providers’ manager research, Mercer will not recommend the use of another providers’ investment solutions, where Mercer provides such

solutions. Advice provided by Mercer within an Investment Solution is only provided in the context of the services offered by Mercer and does not consider or advise on the merits of the Mercer solution compared to solutions offered by third parties.

- Mercer continues to provide investment consulting services as part of the Investment Solution. The nature of the advice provided will be different to the type of advice that may previously have been provided by Mercer to a client under a direct advisory relationship. In particular, commentary on performance, and advice on potential alternatives, will be confined to strategies and funds available within the Mercer Investment Solutions framework.

POTENTIAL IMPACT

Mercer carries out more work under an Investment Solution and hence earns more fees. This could incentivise Mercer to favour Investment Solutions for a client over other solutions.

MITIGATION

- Strict protocols are followed when introducing Investment Solutions to clients. These protocols are designed to ensure clients fully understand the difference between working with Mercer under a direct advisory approach and under an Investment Solutions approach, so that clients can make an informed decision.
- Clear disclosures regarding fees and services are provided to clients prior to take-on.
- Mercer has adopted strict protocols to be followed in order for our employees to be eligible to receive direct compensation for referring prospects to Investment Solutions, including requiring the colleague to provide written disclosure to the prospect describing the referral compensation that the colleague will receive if the prospect becomes an Investment Solutions client. Wealth (MIL) employees are not eligible for direct incentive compensation for referring existing clients to whom they provide investment advisory services.
- Direct compensation incentive plans for Mercer Investments business development colleagues are subject to clawback provisions and retention periods to mitigate the risk of inappropriate sales activities.
- When providing advisory services as a component of Investment Solutions, the nature of the advice provided differs from the type of advice that was previously provided by Mercer to a client under an advisory-only relationship. Commentary on performance, and advice on potential alternatives, should be confined to the service being provided and solutions, strategies and funds available within Mercer's Investment Solutions framework. Mercer will not evaluate its own services or performance in comparison to other service providers.
- Provision of Mercers Conflicts of Interest Statement and Investment Solutions important information document to clients.
- Provision of Mercer Aspire Costs and Charges disclosure document to clients.

- The nature of the services provided is clearly outlined to clients in marketing and presentation material and legal agreements prior to take on.
- While Mercer as a group may earn more revenue, it is providing more services and assuming more responsibility, in an Investment Solution.
- Investment Solutions are only offered to clients if that solution is suitable for their needs.

FEE ARRANGEMENTS

POTENTIAL CONFLICT

Mercer offers a wide range of services to its clients, with a variety of different fee arrangements. Current fee arrangements include fixed fees, time-based fees, commissions, fees based on assets under management/advice and performance-related fees.

Mercer has fee arrangements with some delegated clients that result in a fixed basis point fee paid to Mercer that includes the investment management fees paid to the sub-investment managers within the Mercer Funds. In such fixed basis point fee arrangements, Mercer may have an incentive to minimise sub-investment manager fees (for example through selecting investment managers with whom we have negotiated a volume discount arrangement) since this increases the Mercer share of the fees. Mercer may also engage other service providers within the Mercer Funds (e.g. currency hedging provider) and negotiate fee arrangements that potentially give rise to increased Mercer share of the fees charged to Mercer Funds.

Mercer solutions may be implemented using third-party asset managers or in-house direct investment management capabilities with an Affiliate. When third-party managers are used, Mercer seeks to negotiate the lowest fee possible under the circumstances with such third-party asset managers. For in-house direct investment management capabilities Mercer ensures a competitive fee is charged to the client commensurate with the service provided.

Certain solutions may involve Mercer or an Affiliate directly managing securities rather than a third-party sub-investment manager. Such arrangements may result in Mercer earning higher fees and as a result there may be an incentive to allocate to these Affiliates. Under both a fixed or variable fee arrangement Mercer investments may earn higher fees, the higher the allocation to in-house direct investment management capabilities.

In addition, Mercer may provide advice or investment management services to clients which result in those clients investing in funds from which Mercer receives a fee. However, the fee received from the funds is not attributable to the advice or investment management services provided to the clients, rather it is a fee received from the fund manager to cover the services Mercer provides to the fund manager.

with respect to that fund. For the avoidance of doubt, Mercer does not provide independent investment advice.

POTENTIAL IMPACT

In fixed basis point fee arrangements, Mercer may have an incentive to minimise sub-investment manager fees (for example through selecting investment managers with whom we have negotiated a volume discount arrangement) or use solutions managed by an Affiliate since this increases the Mercer share of the fees. Mercer may engage a service provider in the Mercer Funds and negotiate a fee arrangement where, due to operational complexity, Mercer shares to a minor extent in the fees charged to the Mercer Funds for the related service.

Where Mercer advise a client to invest in a fund which in turn receives separate services from Mercer, Mercer will receive two separate fees.

Where it has been agreed that Mercer may receive a performance related fee, there is potential for Mercer giving priority to such arrangements in order to earn a performance fee and making investment decisions on the basis of trying to obtain higher performance fees rather in the best interest of clients long term performance. In these cases, Mercer may also overrepresent performance in order to earn higher performance fee.

MITIGATION

- The fees Mercer earns serving as investment manager to Mercer-managed portfolios are described in disclosures documents and agreements and are structured to comply with applicable laws.
- Mercer follows documented processes for rating, recommending, or selecting manager strategies. These processes follow consistent governance practices.
- Mercer is incentivised by long-term client relationships that would be undermined by risking sub-standard investment results through decision-making based on factors other than our investment process.
- When making asset-allocation decisions or recommendations to a client, Mercer considers several factors unique to each client's investment needs and objectives, financial circumstances, risk tolerances, and the long-term return and risk profile of various asset classes. In addition, the client typically provides us with asset-allocation or risk parameters within which its accounts should be managed; these cannot be changed without client consent. If Mercer Investments would receive a fee from a client that is higher because of the level of complexity of investing in a particular asset class or asset classes, or where securities are managed directly by Mercer or an Affiliate, such fees will be disclosed to the client as part of the agreement between Mercer Investments and the client.
- When making asset allocation decisions within a Mercer Fund, investment decisions are taken by the portfolio manager to ensure the fund is managed within the investment guidelines and objectives

of the fund as detailed in the Mercer Fund documentation. This documentation is provided to all unitholders of the relevant Fund to ensure unitholders are aware of the investment parameters.

- Mercer typically establishes and regularly reviews performance and risk objectives with our delegated implementation clients.
- The default and preferred approach are variable fees; however, fixed fee models may be provided for certain clients upon their specific request.
- Where Mercer receives two separate fees, these fees are in relation to separate services. All fees are fully disclosed to clients.
- Where Mercer earns performance-related fees, these arrangements and fees are fully disclosed to clients in advance of engagement, including the performance fee calculation methodology. In all cases, performance fees will be calculated by an external party such as the client or fund administrator or custodian and it will be verified by Mercer. Furthermore, Mercer prefers building long term client relationships and as a Marsh company must comply with the Greater Good code of conduct. It is not in Mercer or Marsh's long term business interest not to act in the best interests of clients.

ARRANGEMENTS WITH INVESTMENT MANAGERS

POTENTIAL CONFLICT

Mercer may have an incentive to assign favourable ratings and allocate client assets to certain managers based on fee arrangements in place between Mercer and the manager. For example, Mercer may have an incentive to favour managers that provide Mercer with volume discounts based on the amount of client assets under management.

Mercer may rate, review, and/or recommend strategies of investment managers that are also clients of Mercer or our Affiliates. These managers may engage Mercer or our Affiliates to provide a range of consulting services, may purchase licences to use our proprietary software and databases, and/or may pay to attend our Global Investment Forums. In addition, some managers or their Affiliates may provide insurance services to our clients and Mercer may earn commissions or fees from this. Mercer or its Affiliates may also provide consulting or Investment Solutions services to parent companies or Affiliates of investment managers that are recommended or used by Mercer or its Affiliates globally.

In addition, Mercer may have other arrangements with Sub-Investment Managers, including distribution arrangements or facilitating the use of the Mercer Funds platform which may give rise to a conflict as a result of the investors being clients introduced by the single Sub-Investment Manager rather than by MGIE as Mercer Funds' global distributor. However, MGIE as both distributor and investment manager and MGIM as Fund Manager will have the same level of duty of care to these investors as all other investors.

The revenue Mercer earns from these managers may create incentives to recommend these managers or their strategies more highly than those of other managers, potentially impairing Mercer's ability to select or terminate them objectively.

POTENTIAL IMPACT

In the case that a manager using the Mercer Funds platform and distributing the Mercer Fund it manages is downgraded as result of Mercer's manager assessment and rating process, terminating the engagement with the manager may not be as straightforward as normal. Until termination occurs, MGIE will continue to be paid by MGIM to manage the Mercer Funds in question, at the same time recognising there is a manager with a sub-optimal rating within the Mercer Fund.

MITIGATION

- Mercer follows documented processes for rating, recommending, or selecting a manager's strategies. These processes follow consistent governance practices.
- Mercer does not consider the status of a manager as a client of Mercer or our Affiliates at any time during the investment evaluation, selection, or termination process.
- Mercer has adopted policies and procedures that are reasonably sufficiently designed to protect against preferential treatment for a manager that is also a client of Mercer or our Affiliates.
- Mercer Global Col Statement requires disclosure to managers from which we or our Affiliates receive revenue that receipt of such revenue will not result in any preferential treatment. Mercer does not receive revenue from managers, however, if it ever did, such disclosure would be made and recorded.
- The Mercer manager rating process is carried out by an independent team and MGIE does not have any input.
- In addition to the above mitigations, where the rating of managers that use the Mercer Funds platform as part of their commercial activities and distribution network is downgraded, MGIE will not promote and recommend the sub-funds managed by such managers to Mercer clients. At the commencement of the relationship, the manager will be requested to include appropriate disclaimers in their marketing materials about the role of Mercer and it will be clear to investors that the manager is the sole manager in the Mercer fund. MGIE will review the circumstance of the downgrade to determine the best way forward and the ability to articulate a solid rationale to keep the fund open. Fees between MGIE and the manager will go through the usual governance process, including fees and full new fund specification documents presented and approved by the Fund Governance Committee and fully disclosed in the Fund offering documents.

PREFERRED PROVIDER ARRANGEMENTS & STRATEGIC PARTNERSHIPS

POTENTIAL CONFLICT

Mercer has in place strategic arrangements with third parties for the provision of products / services to our clients.

POTENTIAL IMPACT

Conflicts of interest may arise where MIL advises clients to purchase / invest in financial products with third parties with whom MIL has a commercial agreement or preferred provider arrangement or where MIL earns more revenue by recommending one financial product / solution over another in the market which may not be the most suitable for the client for example in instances where MIL is co-manufacturer of the pension product Mercer Aspire individual pension products.

MGIE may work with select third parties to manufacture products to which those third parties may be appointed as sub-investment manager or adviser and / or to distribute such products to those parties' underlying clients.

MITIGATION

- MIL follows defined procedures for the provision of advice and recommendation of products. These processes are developed in line with regulatory obligations with respect to the suitability of advice.
- There are defined protocols in place which are subject to second line oversight.
- In Private Wealth, the Product Review Group ('PRG') reviews funds/product to be provided to clients. A separate team, the para-planning team prepares the Statement of Suitability ('SOS') for clients which represents a check of the information obtained by the consultant and advice provided.
- In Private Wealth, where additional revenue is expected to be received by Mercer this is disclosed to the individual client.
- Where individual recommendation is being made, clients are given the option of recommendation of best provider in the market excluding Mercer or if they wish to be recommended a fund where Mercer defines the asset allocation and Fund Manager (i.e. Mercer Aspire)
- Individual written recommendations include details of comparable competitor products which would be recommended if a non-Mercer product were selected.
- All recommendations issued to individual clients include a COI disclosure to disclose that MIL will earn more revenue from Aspire product providers in the market and that additional AUM fees may be received over and above the disclosed commissions.

Where MGIE works with selected third parties who are appointed as sub-investment manager or distributor, full standard due diligence both at onboarding and on an ongoing basis is completed.

AVAILABILITY OF OUR INVESTMENT MANAGER RESEARCH

POTENTIAL CONFLICT

Mercer may have an incentive to provide its investment manager research to certain clients or to our investment implementation teams such as MGIE, before providing the same information to all Mercer clients. Examples of potentially valuable information include a change to Mercer's rating of an investment strategy offered by a manager or a manager's capacity to accept new investments in a particular strategy or fund.

POTENTIAL IMPACT

Parties receiving this knowledge first could have the ability to implement changes ahead of others which could result in a financial gain.

MITIGATION

- Mercer makes new or updated manager research available simultaneously to all subscribers (internally and externally) to our proprietary Global Investment Manager Database (GIMD™). Research published in GIMD includes such information as news items regarding a manager, decisions by Mercer to change the rating of a manager's strategy, and information about a manager's capacity to accept new investments.
- Mercer has put in place and enforces rules that minimize our ability to act on new or updated information for our own advantage or for the advantage of some clients but not others. For example, Mercer cannot act on a change to the rating of a manager's strategy until that information has been released to all GIMD subscribers.

PROVISION OF PORTFOLIO MANAGEMENT SERVICES

POTENTIAL CONFLICT

MGIE has been appointed as discretionary portfolio manager of collective investment schemes. MGIE clients, and other investors have invested in these funds. In its position as discretionary investment manager, MGIE may invest the assets of the sub-funds in securities or strategies which may be high risk in an attempt to achieve higher returns.

MGIE also manages client portfolios which may or may not invest into Mercer Funds. When managing client portfolios, MGIE may decide to allocate investment opportunities to Mercer Funds as opposed to client portfolios as it may be in MGIE's interest for the Mercer Funds to hold such investments.

POTENTIAL IMPACT

If MGIE invests the assets of the sub-funds in high-risk securities or strategies the sub-funds could be exposed to significant risk which is not within the risk appetite of MGIE's clients or the investors in the sub-funds.

MGIE may allocate investments into the Mercer Funds rather than client portfolios resulting in client's missing out on more favourable investment opportunities.

MITIGATION

- MGIE has been appointed to manage the sub-funds. There are IMAs in place which requires MGIE to manage the sub-funds in line with the relevant regulatory obligations, as well as the Prospectus and Supplement for each sub-fund which sets out the types of permitted securities and strategy of the sub-fund. MGIE appoints Sub-IMs via similar Sub-IMAs to manage the day-to-day portfolio management of the sub-funds.
- The investment objective and policy of each sub-fund sets out strict permissions and restrictions which must be complied with on an on-going basis. Where MGIE is considered manufacturer or co-manufacturer, all new or amended offering documents must be reviewed and approved by the Fund Governance Committee in advance of being sent to the relevant board of directors for approval.
- Investment Guidelines are put in place with each Sub-Investment Manager. Any changes to investment guidelines must be reviewed and approved to ensure they are in line with the risk profile of the fund. The compliance team also review these. When investing via pooled fund mandates, a due diligence review is completed, and this review includes appropriateness with the offering documents.
- State Street Custodial Services Ireland Limited, the appointed trustee of the funds, monitors the sub-funds on a post trade basis to ensure the sub-funds are managed in line with the UCITS/AIFMD Regulations and Prospectus / Supplement requirements. If any breaches of these requirements are identified, they are notified to MGIE compliance immediately. Any advertent breaches are reported to the Board of Directors.
- MGIE does not invest directly in securities. Instead, it selects third party asset managers or Affiliates to select and allocate securities on a day-to-day basis. However, Mercer seeks to allocate limited investment opportunities among clients on a reasonable and fair basis pursuant to a Global Allocation policy, which takes into account the services Mercer has agreed to provide its clients, their individual objectives, mandates and/or investment strategies, and other relevant factors.

MGIE AS DISTRIBUTOR OF NON-IRISH DOMICILED MERCER FUNDS

POTENTIAL CONFLICT

MGIE has been appointed as distributor for non-Irish domiciled funds (e.g. Mercer's Luxembourg domiciled funds). These funds are structured differently to Mercer's traditional Irish domiciled open-ended funds in that they are closed ended Alternative funds.

POTENTIAL IMPACT

There may be different charging structures for the Luxembourg Funds compared to the more traditional funds.

MITIGATION

- There are set agreed upon charging structures.
- There is full transparency on fees in that investors are given a clear breakdown of fees related to the Luxembourg funds.
- Clients are made fully aware of the difference between investing in the traditional funds or the alternative closed ended funds.

All investors into the Luxembourg domiciled funds must be professional investors and suitability assessments or appropriateness assessments must be carried out prior to investing.

INDIVIDUAL EMPLOYEE REMUNERATION

POTENTIAL CONFLICT

Remuneration structures could result in Employees earning higher income, but with an increased risk of the employee not acting in a clients' best interests. For example:

- Employees paid commissions could increase their personal remuneration through aggressive selling / selling products or solutions not suitable to the clients' needs
- Including sales targets in employees' goals that favour one product / solution over another could result in an employee focusing their efforts on that product, even if another solution is more appropriate for a particular client

POTENTIAL IMPACT

Incentive plans that link remuneration directly to particular targets such as sales, revenue or profitability, in a mechanical manner, without behavioural gates to control behaviour could lead to inappropriate practices by the employee to maximise their own earnings.

MITIGATION

- Base pay is set with reference to market benchmarks and internal pay equity processes to ensure pay is fair and consistent across employees in comparable roles within the organisation taking into account factors such as level, core responsibilities, experience and performance. This ensures the fixed component is a fundamental part of total remuneration. This approach enables a fully flexible variable remuneration framework, including the possibility of no variable remuneration being awarded. This ensures that colleagues are not dependent on the award of variable remuneration which could otherwise create incentives for short-term-oriented excessive risk taking, including the mis-selling of products or services.
- Incentive plans are subject to review and approval of the remuneration committee, chaired by an independent non-executive director.
- In order to qualify for payments under our bonus plans, all participants are required to uphold both Marsh Companies and Mercer values and codes of conduct. The company reserves the right to withhold or require repayment of payments paid under our bonus plans, in the event that an individual is found to have breached these behavioural requirements.
- Mercer's remuneration arrangements encourage and promote behaviour in line with its core values and with those set out in Marsh code of conduct, '**The Greater Good**'
- The Remuneration Committees and Human Resources with advice from the Compliance function, will regularly review the appropriateness of Mercer's reward structures, particularly of variable remuneration, to ensure they promote sound and effective risk management, and that they do not encourage risk-taking that exceeds the level of tolerated risk for the firm.

PRIORITISING FUND SET UPS FOR NEW CLIENTS OVER MAINTAINANCE OF EXISTING FUNDS

POTENTIAL CONFLICT

Mercer may have a business interest in launching funds for new clients over maintenance of existing funds.

POTENTIAL IMPACT

This could result in existing investors in funds not receiving the same level of service as new investors.

MITIGATION

- All fund changes, either new fund build or changes to existing funds, go through the same process managed by the Fund Management Team. Generally, all changes are processed on a first come first served basis.

- All changes are reported via the commercial governance group on a monthly basis where prioritisation can be discussed and amended if required. This process involves stakeholders responsible for new clients, existing clients, investments etc. The Commercial Governance Group (“CGG”) will be asked at each meeting to confirm that there is no objection to the current build and backlog lists from a treating all clients fairly perspective. Prioritisation decisions are made by CGG in the event that there is insufficient resource to progress all product initiatives

PARTICIPATING BY MGIE IN PITCHES FOR NEW BUSINESS THROUGH MIL RELATIONSHIPS – INVESTMENT SOLUTIONS VERSUS CONSULTING ADVICE

POTENTIAL CONFLICT

For certain products / services, MIL may have a preferred offering which will be the starting point for any discussions with clients. These solutions may be ones that rely on or use MGIE products. This may be in conflict with a view that MIL offers whole of market advice in every case. While the preferred offering may be based on a MIL whole of market review, these offerings may incorporate Mercer in-house solutions, such as MGIE managed Funds, through which Mercer as a Group will earn revenues. The Mercer Aspire DC solution is an example of this.

POTENTIAL IMPACT

MGIE’s role may not be clear. In particular, the roles of each individual participating in sales pitches may not be clear which could result in a client believing they are receiving broad market advice whereas an MGIE person will be primarily acting in an MGIE “sales” capacity, when pitching an Investment Solution. A prospective client may not fully understand that MGIE is not acting as a general consultant to the client if roles are not made clear.

MITIGATION

- MGIE has a role to play in ensuring clients and prospects fully understand the nature of the service provided and what MGIE’s role is in the provision of this service.
- This is achieved through disclosure in presentation materials and the following of strict protocols for the introduction of investment solutions.
- The client receives the Conflicts of Interest Statement and the Investment Solutions Important Information document.
- While MIL has a variety of ways of working with clients, where a client specifically requires a delegated solutions model, MIL will not recommend other providers delegated solutions models and will make clear to the client that the solution being offered is the MIL preferred / default solution. It

also makes it clear what services Mercer as a Group (including MGIE) are providing under this solution.

The client receives full disclosure of the overall fee levels earned by Mercer Group, and that Mercer reserves the right to divide this revenue between different legal entities within the Group.

CONFLICTS RELATING TO THE DISTRIBUTION OF, OR ADVICE ON, SUSTAINABILITY RELATED PRODUCTS OR SERVICES

POTENTIAL CONFLICT

Mercer may promote or recommend products which are not aligned with a client's sustainability preferences or other interests.

POTENTIAL IMPACT

This could result in products being recommended or provided which potentially damage an investor's sustainability preferences or lead to poor outcomes for clients.

MITIGATION

- Mercer believes an investment approach which integrates sustainability is more likely to create and preserve long-term investment capital and that ESG factors can have a material impact on long-term risk and return outcomes and should be integrated into the investment process.
- The client receives full unbiased explanations of the Sustainability Preferences at the outset of the business relationship to avoid Mercer influencing how clients understand and express their sustainability preferences and wider sustainability motivations
- Sustainability preferences will only be addressed once suitability has been assessed in accordance with the criteria of knowledge and experience, financial situation and other investment objectives as part of the suitability process.
- Clients receive full details of any investment product, including its sustainability characteristics or objectives, in order for investors to make an informed decision. This includes the costs associated with investing in any investment product. Costs are always considered when recommending or investing clients into different products. Mercer would not recommend or allocate a client's portfolio into a product on the basis of Mercer earning more fees. All recommendations or decisions are based on the best outcome for the client.
- Where Mercer recommends a product that does not meet the initial sustainability preferences of the client in the context of investment advice it will only do so once the client has adapted his/her sustainability preferences. The firm's explanation and assessment regarding the reason to resort to such possibility as well as the client's decision is documented in the client's suitability report.

CONFLICT RELATING TO OUTSOURCING TO INTRA-GROUP ENTITIES

POTENTIAL CONFLICT

Due to the interconnectivity and complexity of a Group structure, there are a number of perceived conflicts of interest related to the engagement by Mercer of Marsh Affiliated entities (“**Intragroup Service Providers**”), including (but not limited to):

- Mercer may not apply the same level of rigour and thoroughness to the oversight and due diligence engagements of Intragroup Service Providers. This applies as part of the initial Service Provider selection process and on an ongoing basis thereafter.
- Mercer may choose to engage an Intragroup Service Provider instead of an external Third-Party even if the appointment is not in the best interests of clients.
- Similarly, Mercer may not terminate an arrangement with an Intragroup Service Provider even if the level of service received does not meet Mercer expectations.
- Mercer may not be in the position to exercise the expected sufficient influence on the Intragroup Service Provider to ensure the service is provided in the best interest of its clients.
- In the case of an outage or failure of the service provided by Marsh intra-group entities, it may be that priority is given to solving the issue for the larger and/or revenue-generating entities within the group (including the parent entity), ahead of the issue being resolved for smaller subsidiaries and Affiliates such as MGIE. This is more prevalent around technology where all entities in the group rely on the same IT system, software and IT related functionality.
- Where a Mercer employee has responsibility to perform oversight of the Marsh service provider but has a reporting line into an employee in that same provider, they may be afraid to raise concerns for fear of retaliation by their manager.

POTENTIAL IMPACT

This may result in Mercer engaging with intra-group service providers over external service providers resulting in a poorer outcome for its ultimate client.

Also, in the case of an outage or failure of the service provided by Marsh intra-group entities, it may be that priority is given to solving the issue for the larger and/or revenue-generating entities within the group (including the parent entity), ahead of the issue being resolved for smaller subsidiaries and Affiliates such as Mercer. This is more prevalent around technology where all entities in the group rely on the same IT system, software etc.

MITIGATION

1) Preventative/Administrative Controls:

- The Boards of MIL and MGIE have adopted a suite of policy and procedural documents designed to govern the oversight and management of Third-Party Arrangements from inception to contract termination. These documents are reviewed annually and apply equally to Intragroup Service Providers and External Third-Party Service Providers.

- The responsibility for the day-to-day oversight and management of all Third-Party Arrangements is assigned to one or more suitably qualified individuals within the business (“Arrangement Owners”).
- Mercer has appointed a Chief Information Officer and Chief Information Security Officer to monitor and manage the technology and cyber risks posed to the Company.
- Mercer has appointed Independent Non-Executive Directors in the Board to ensure decisions and activities are not subject to undue influence or control of another entity within Marsh group structure.
- Under the Marsh Group’s transfer pricing programme, Mercer will be charged on an arm’s length basis for the services it receives from Intragroup Service Providers.

2) Detective Controls

- In accordance with the Third-Party Management Framework (“TPMF”), all Arrangement Owners must apply risk-based and proportionate controls to all Third-Party Arrangements and shall ensure appropriate escalation and contingency measures are in place in the case of a service outage or disruption.
- Each Third-Party Arrangement is subject to at least an annual review of 1) its criticality classification, 2) the risk(s) arising from the arrangement, and 3) the financial health and operational stability of the Service Provider. Ad-hoc reviews may also be undertaken where the Service Provider notifies the relevant Arrangement Owner(s) of a material change to the services or at the discretion of the Arrangement Owner(s).
- As part of Service Provider selection process, the relevant Arrangement Owner and/or Project Group must confirm via the Onboarding Checklist that they have considered and assessed any perceived or actual conflicts of interest arising from the proposed arrangement.
- On a semi-annual basis Compliance cross-checks Service Providers onboarded during the period versus the below registers to ensure no potential conflicts can arise or if any, that they were disclosed and managed in accordance with P&Ps:
 - G&E
 - Concurrent directorships
 - OBA
 - Personal Connections
 - Clients
- All employees having their reporting manager in the MMC service provider, can submit a concern in a confidential manner via the “Ethics and Compliance Line”. Mercer also has a Protected Disclosures (Whistleblowing) Policy and a Policy against retaliation for all reporting employees.

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Version Control:

Version	Prepared by	Reviewed By	Approved By	Effective Date
Version	Compliance MIL & MGIE	Compliance MIL & MGIE	Board of Directors	January 2018
Version	Compliance MIL & MGIE	Compliance MIL & MGIE	Board of Directors	November 2019
Version 1	Compliance MIL & MGIE	Legal and MGIM Compliance	Board of Directors	February 2022
Version 1	Compliance MGIE	Compliance MIL	Board of Directors	August 2022
Version 2	Compliance MIL & MGIE	Compliance MIL & MGIE	Board of Directors	May 2023
Version 3	Compliance MIL & MGIE	Compliance MIL & MGIE & MGIM, Legal, Sales & Client team	Board of Directors	May 2024
Version 4	MGIE LCPA and Investments, MIL Compliance	MIL Compliance; Mercer Legal & Compliance International	Board of Directors	May 2025
Version 5	MGIE LCPA and Investments, MIL Compliance	MGIE Distribution, HR, Operations, Client teams	Board of Directors	May 2026