

REMUNERATION POLICY OF LONGLEAF MANAGEMENT COMPANY (IRELAND) LIMITED

Longleaf Management Company (Ireland) Limited (“**Longleaf**”) adopts the following remuneration policy (“**Remuneration Policy**”) for persons determined under clause 1 below (“**Identified Staff**”).

Longleaf is a limited liability company incorporated in Ireland on 29 October 2009 under registration number 476879 and authorised in Ireland by the Central Bank of Ireland (“**Central Bank**”) pursuant to the provisions of the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (“**Regulations**”), as may be amended, supplemented or consolidated from time to time.

Longleaf, in accordance with the Central Bank’s requirements, engages in the business of providing management services to collective investment schemes and acts as manager to Longleaf Partners Unit Trust (“**Trust**”). The Trust is an open-ended umbrella unit trust authorised in Ireland by the Central Bank pursuant to the provisions of the Regulations.

The directors of the Longleaf (“**Board**”) are directly responsible for the operating and organisational requirements of the Regulations, as well as ensuring that the Trust meets the requirements of the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1) (Undertakings for Collective Investment in Transferable Securities) Regulations 2015 and related guidance issued thereunder (“**Central Bank Regulations**”).

1. Determination of Identified Staff

This Remuneration Policy applies to those categories of staff, including senior management, risk takers, control functions and any employee receiving total remuneration who fall within the remuneration bracket of senior management in addition to risk takers whose professional activities have a material impact on the risk profile of Longleaf.

The following persons are considered to be the “Identified Staff” of Longleaf, for the purposes of this Remuneration Policy:

- (a) any member of the Board;
- (b) the Designated Persons (PCF 39);
- (c) the Money Laundering Reporting Officer;
- (d) the Company Secretary.

Longleaf does not intend to offer performance-related remuneration to its Identified Staff. The Identified Staff listed in (b), (c) and (d) are individuals provided for such services through companies which have contracted with Longleaf for such services. The individuals are paid directly by such separate entity and do not receive a fee directly from Longleaf; however, the entities themselves are paid agreed fixed fees or are paid on a time-spent basis by Longleaf for such services.

However, in the event that Longleaf decides to offer performance-related remuneration in the future, it will adhere to the Regulations and the ESMA Level 2 Guidance in relation to Directive 2014/91/EU (“**Guidance**”) once finalised. This Remuneration Policy will be updated, as appropriate, once the Guidance has been finalised.

The remuneration of the members of the Board that receive a fee for their services is set at a fixed amount. Such amount is set at a level that is on par relative to the funds industry market and reflects

the qualifications and contributions required of the Board, in view of Longleaf's overall nature, scale and complexity.

2. Principles of Remuneration of the Board and Control Functions

The Board and Designated Persons of the Board who carry out pre-approved control functions will not receive any additional fixed or variable remuneration in connection with their work as Board members. Additionally, the Money Laundering Reporting Officer and Company Secretary of Longleaf will not receive any additional fixed or performance-related remuneration in connection with the carrying out of their control functions.

Pensions policy

Longleaf does not make contributions towards the pensions of Identified Staff.

Payments related to the early termination of a contract

There is no policy currently in effect relating to remuneration in the event of the early termination of a contract.

3. Review and amendments of the Remuneration Policy

The Remuneration Policy is reviewed by the Board at least once per year.

In reviewing the Remuneration Policy, the Board will consider whether the overall remuneration system:

- (a) operates as intended (in particular, that all agreed plans/programmes are being covered), that the remuneration pay-outs are appropriate relative to the complexities of the operation of Longleaf and that the risk profile, long-term objectives and goals of Longleaf are adequately reflected; and
- (b) is compliant with national and international regulations, principles and standards.

Any proposed amendment to the Remuneration Policy requires:

- (c) firstly, an assessment of the proposed amendment by the designated director in accordance with the principles set out under clause 2 above; and
- (d) secondly, approval by the Board, taken by a simple majority of those directors present or represented at the relevant meeting.

4. Disclosure

Longleaf discloses, without prejudice to confidentiality and data protection provisions, relevant information on the Remuneration Policy in its Annual Report and Prospectus.

At all times, this Remuneration Policy will be made available to Identified Staff.

18 March 2016