

SECTION 172(1) STATEMENT

The directors of TrinityBridge Fund Management Limited (the “**Company**” and/or “**TBFML**”) provide the following statement pursuant to the Companies Act 2006 (as amended by Companies (Miscellaneous Reporting) Regulations 2018)(the “**Act**”) to describe how they have acted in accordance with their duty under section 172 of the Act (“**Section 172**”) to promote the success of the Company for the benefit of its member(s) as a whole, and in so doing, how they have had regard to those factors set out in Section 172(1) (a) to (f) during the financial period.

Section 172 requires a Director to have regard to the following matters, among others, when discharging their duty:

- a) the likely consequences of any decision in the long term;
- b) the interests of the Company’s employees;
- c) the need to foster the Company’s business relationships with suppliers, customers and others;
- d) the impact of the Company’s operations on the community and the environment;
- e) the desirability of the Company maintaining a reputation for high standards of business conduct; and
- f) the need to act fairly as between members of the Company.

The board of directors is collectively responsible for managing the affairs of the Company to achieve its long-term prosperity by making important decisions, monitoring the underlying performance of the Company, as well as being a means for establishing ethical standards. Understanding the interests of key stakeholders is an important part of the TrinityBridge strategy and helps inform the directors’ and management’s decision making throughout the period. When making decisions the board seeks to understand the impact on each of its stakeholders, including the likely consequences of a decision in the long term, whilst acknowledging that a decision will not necessarily be favourable for all stakeholders, as there may be competing interests between them.

For the majority of the period, the Company continued to be part of CBG and, as such, continued to follow a range of CBG policies in place to protect employees and provide a safe working environment, ensure compliance with all regulatory requirements and adherence to the highest professional and ethical standards in dealing with customers, suppliers and colleagues, as well being aware of its social and environmental responsibilities. The vast majority of these policies continue to be in place and particular focus has been given to reviewing and updating all policies across the firm in the immediate period following separation from the CBG. In doing so, and by balancing the interests of the Company’s stakeholders when making decisions, the business has sought to maintain its reputation for high standards of business conduct.

Governance Framework

The Company is part of the group of companies which collectively form the TrinityBridge group (“TrinityBridge” and/or “Group”). In light of the nature, scale, and breadth of its business, TrinityBridge continues to operate a governance framework which places emphasis on the formal delegation of the day-to-day management of the division to its executive management. Whilst the board remains responsible for the Company’s long-term success, collective responsibility for the overall strategic direction and operation of the division has been formally delegated by the board to the Executive Committee (“ExCo”), which comprises the board’s directors, and TrinityBridge senior management. This cross-membership facilitates the required level of oversight and information flow between the board and the ExCo. The ExCo in turn formally delegates certain of its responsibilities to, and has conferred powers upon, various functional governance committees to assist it and ultimately the board in dealing with and making decisions on complex technical or specialised matters. This approach to governance ensures a clear and appropriate apportionment of significant responsibilities, and that the division’s strategic aims are implemented within a prudent and effective governance, control and decision making framework.

The Company acts as the Authorised Fund Manager (“AFM”) of TrinityBridge’s UK authorised investment funds (“Funds”). Although both are wholly owned subsidiaries of TrinityBridge, TBFML is a separate and distinct company from TrinityBridge Limited (“TBL”), which is appointed by TBFML to act as the investment manager of the Funds. This distinction is important as it helps ensure accountability and separation of governance and other responsibilities – fund governance and oversight by TBFML, investment management by TBL. To reinforce this separation and provide independent oversight, the Company has appointed two independent non-executive Directors. Their role is to represent the interests of our unitholders by overseeing the Company’s governance of the funds; both how they are managed and how they are administered. This includes oversight of outsourced functions such as transfer agency, custody and fund accounting, as well as the separate role of Trustee and Depository. The board holds the investment manager to account and provides scrutiny, robust challenge and oversight.

The board also reserves for itself the review of and decisions relating to the Company's structure, capital and financial resources, financial reporting and controls, and material or significant matters such as acquisitions, disposals and investments.

The Company seeks to engage directly with stakeholders wherever possible on certain issues, though the size of the business means that, during the period in question, stakeholder engagement has often taken place at an operational, committee or TrinityBridge Group level. This approach creates greater efficiency and facilitates a greater positive impact on environmental, social and other issues than may be possible at an individual company level, as well as ensuring consistency of approach.

The information below sets out the ways in which the board has effectively engaged with stakeholders during the period, as well as detailing how the Directors have had regard to employee interests and the need to foster the Company's business relationships with suppliers, customers and others, and the effect of that regard, including on principal decisions taken throughout the period, as well as matters set out in section 172(1)(a)-(f) when discharging their duties under Section 172.

Our Stakeholders

Colleagues

All employees providing services to the Group in the UK are employed by the Company's immediate parent, TrinityBridge Holdings Limited (formerly, Close Asset Management Holdings Limited). As such, the Company does not have any employees. Notwithstanding this, the Company does consider the impact of its activities on all of TrinityBridge's stakeholders and has regard to the interests of the Group's employees in its day-to-day decision making.

The board recognises that the Company's culture and values underpin the effective delivery of TrinityBridge's strategy, and the importance of the contribution made by our employees, who deliver the highest levels of service for our customers and clients.

Engagement with employees helps to build a deep and diverse talent pool by attracting, retaining, developing and motivating the right people to meet its current and future business needs, and creates a healthy workplace culture. Regularly listening to employees' feedback ensures they feel valued with their views recognised and acted upon.

Key priorities for our colleagues

- Wellbeing – employees expect a safe working environment and a fair, supportive, diverse and inclusive culture where employee feedback is valued
- Recognition – our people need to work for an organisation where they are valued, and their efforts recognised and appropriately rewarded.
- Learning – employees want to feel challenged in their role and be provided with opportunities for training and development.
- Communication – staff expect regular, open and honest communication and that their views and needs are taken into account.
- Leadership – employees expect clear strategic direction and accountability from leadership and management, and that they are accessible.
- Strategy and Values – all staff should feel part of a unified and purposeful culture at work and encouraged and supported to speak up should they observe conduct which is not in line with TrinityBridge's Business Principles.

Our engagement

- Reviewed and analysed the results of the annual and regular 'pulse' opinion surveys and considered follow up action plans.
- Continued to embed the Four C's (our strategic priorities of Commercial, Colleague, Client and Conduct) and update colleagues and clients on progress against strategic objectives through strategy events and communications.
- Regular communications to employees on the performance and operation of the business, relevant topics and participation by Directors and management in employee engagement activities, including regular newsletters, town halls and Q&A sessions.
- Continued focus on diversity, inclusion and wellbeing through continued inclusion initiatives, colleague-run D&I networks and working groups and review and update of policies e.g. Dignity at Work Policy.

- Regular review of culture management information (MI), including consideration of employee and conduct metrics.
- Continued review of remuneration structures.
- Review and enhancement of employee benefits.
- Oversight of and participation in employee training, development and mentoring programmes such as mentoring programmes such as Evolve, 10,000 Black Interns and UpReach.
- Consideration of employee-related issues connected with material business projects and transformation programmes.

Clients, unitholders and investors

Our clients are the central focus of our business and engaging with them is critical to the Company's long-term success which is contingent upon our ability to understand the needs of our clients and provide financial planning and investment management solutions that achieve their current and future financial goals, and to developing a seamless integrated client experience.

Key priorities for our clients, unitholders and end investors

- Maintain strong governance oversight of the management of our funds, ensuring they remain fit for purpose and are distributed in accordance with their target market.
- Deliver a good quality service to our end unitholders, investors and partners.
- Deliver consistently strong investment performance over the longer-term.
- Maintain liquidity of assets, particularly in times of market volatility.
- Deliver value for money.
- Maintain efficient and reliable systems and processes.
- Maintain safe custody over their assets.
- Keep clients' personal data secure.

Our engagement

- Ongoing measuring and monitoring of the customer outcomes and experience against key customer principles and conduct risk framework.
- Regular meetings with and communication from financial planners, investment and relationship managers.
- Regular client newsletters, investment briefings and other periodic topical communications.
- Client seminars, briefings, financial education initiatives, and various other client events.
- Analysis of feedback obtained through client surveys.
- Monitoring and analysis of complaints and incidents and the proactive implementation of actions.
- Dedicated resource and focus to ensuring that TrinityBridge continues to meet the standards and requirements set out by the FCA under the Consumer Duty. Assessing investor value for money remains a strong focus in the board's decision making.
- Dedicated Proposition team and Client Services Committee to develop and review new and existing products and services across all distribution channels against good client experience and outcomes.
- Consideration of policies and participation in training in relation to the identification of vulnerable customers and the fair treatment of customers.
- Continued programme of technology enhancements to improve operating efficiency and enhance our propositions and client experience.
- Continued development of the Company's environmental, social and governance (ESG) and socially responsible investment (SRI) capabilities.

Key Outsource Providers, Suppliers and Third Parties

Our business is supported by a large number of suppliers who enable us to provide high standards of service to our clients, investors and partners. The Company has materially outsourced administration and transfer agency services to Bank of New York Mellon ("BNYM"). BNYM also acts as Trustee and Depositary to the Company's range of investment funds. Investment management of the funds has been materially outsourced to fellow subsidiary TBL.

Effective engagement with key outsource providers and suppliers enables the Company to develop and maintain long-term and sustainable relationships and helps ensure that the Company secures services from suppliers who operate responsibly and in line with our policies and standards.

Key priorities for outsource providers, suppliers and third party relationships

- Suppliers and other third parties need to engage with a financially stable and operationally resilient organisation committed to building strong business partnerships and high standards of business conduct.

Our engagement

- Attendance and presentation by material outsource providers to the Company's Board at least annually.
- Active review and monitoring of performance against agreed service levels by the Board and other various governance committees.
- Regular, periodic due diligence visits undertaken across all outsource providers.
- Review meetings and other engagement activities with key suppliers and review of material contracts and ongoing relationship management through the Third Party Management ("TPM") function and Third Party Oversight Committee ("TPOC").
- Close engagement with key outsource providers and suppliers as part of ongoing Operational Resilience planning, including positive engagement and collaboration in relation to disaster recovery and operational resilience test scenarios.
- Annual key outsource supplier surveys and due diligence questionnaires.
- Management of supply chain risks and issues, with escalation to the Board and senior management as appropriate.

Communities and Environment

The Company is committed to contributing long-term value and making a lasting, positive impact on the society in which we operate and the environment more broadly.

Engaging with local communities helps TrinityBridge and its employees develop an understanding of our clients, customers and partners so that we can support them and help them to achieve their ambitions, whilst also building employee engagement. TrinityBridge firmly believes that environmental considerations should form an integral part of its decision making.

Key priorities for our communities and the environment

- The Company's activities should be beneficial to, and not adversely impact, the environment and communities in which it operates. The Company should have a suitable strategy for approaching sustainability issues and a long-term focus on addressing the impacts of climate change.

Our engagement

- Consideration of our wider environmental strategy, activities and goals, and the contribution that it can make.
- Active encouragement of employee participation in and contribution to local community and charity events e.g. fundraising and volunteering, including with charity partners.
- Continued development and promotion of environmentally and socially responsible investment products and services.
- Continued enhancements to sustainable thematic research and SRI/ESG capability and resource.
- Engagement/voting – integration of engagement in our investment strategy as a tool to influence corporate behaviour, mitigate against potential investment risks, promote sustainability, and aid our voting practices.
- Direct engagement with issuers on a broad range of topics including strategy, performance, corporate governance, social, environmental and cultural issues. Custom voting policy, which reflects our Voting Guidelines and convictions on best practice corporate governance.
- Signatory to the UK Stewardship Code, PRI, NZAM, Global Coalition on Workplace Mental Health, and endorsers of the Advance initiative. Continue to engage with investee companies on material ESG risks, including climate risk and upholding best practice corporate governance.

Regulator

TrinityBridge is committed to sustaining high standards of business conduct in line with regulatory and legal expectations and operates prudently in line within the laws and regulations.

Engaging with regulators and applicable regulatory requirements helps the Company develop and maintain open and transparent relationships with our regulators, maintain a reputation for high standards of business conduct and also helps the Board ensure that the business is aligned to the evolving regulatory framework.

Key priorities for the Regulator

- Our Regulator expects us to deliver good customer outcomes, ensure and sustain operational and financial resilience and prevent financial crime.
- The Company, at all times, should act in accordance with FCA's Principles and comply with its regulatory requirements.
- Senior management must make it clear where risk management and control responsibility lies, to ensure that it can be adequately monitored and controlled.
- The Company must be open, transparent and timely in its communications and disclosures and work collaboratively and constructively with the Regulator.

Our engagement

- Regular reporting and discussion of regulatory developments, correspondence and interactions and consideration of the regulatory horizon at all levels.
- Maintaining a transparent, constructive and proactive relationship with the FCA.
- Regular interaction with trade bodies and business associations with whom we are affiliated (e.g. IMA, PIMFA), to ensure that we are engaged with the issues impacting our industry.
- Detailed and comprehensive regulatory reporting to the Risk and Compliance Committee.
- Ongoing consideration of relevant processes, policies and standards that support the Company in meeting its regulatory and compliance responsibilities.
- Oversight of training for all employees on applicable regulatory requirements.
- Particular focus has been given in the period to continuing to embed the principles of Consumer Duty into business as usual, the monitoring and implementation of the Sustainability Disclosure Requirements (SDR) and engaging with the FCA on its Retirement Income Review and work on the delivery of ongoing advice services.

Shareholder

For the first seven months of the period up until 1 March 2025, the Company continued to be a wholly owned subsidiary of CBG and operated as part of the wider Close Brothers Group in delivering its purpose and strategic objectives, in line with existing processes, governance and culture. As such, the duty of the directors to have regard to the need to act fairly as between members of the Company was limited.

Following completion of the Transaction and to 31 March 2025, the Company operated under its new ultimate ownership structure. This change in ownership has introduced various changes, including in relation to decision making, reporting and engagement with the Company's new ultimate parent, Condor Topco Limited, which the Company will continue to embed.

Engagement with shareholders supports the Company's understanding of, and contribution to, TrinityBridge's broader Group activities and strategic aims, and ensures delivery of long-term sustainable value for our shareholders.

Key priorities for our shareholder

- Maintain focus on the broader Group's purpose and strategic aims, alignment with Group-wide risk, governance, compliance and financial priorities and consistency of approach to stakeholder considerations and outcomes.
- Long-term value creation within the Group and the expectation of the Shareholder of a financial return on its investment in the Company through the payment of dividends.

Our engagement

- Engagement with senior management including representation at governance forums to ensure the board has a clear understanding of its role and contribution as part of the wider Group.
- Regular updates and reporting shareholders on the operation and performance of the Company/TrinityBridge.
- Participation in Group-wide initiatives and programmes (including those that support consideration of the Company's other stakeholder groups including customers, employees, suppliers and regulator(s)).

Furthermore, set out below is a detailed example of the ways in which the board has engaged directly with key stakeholders during the financial period, how stakeholder interests have been considered in the Directors' decision-making, and how the Directors have had regard to the matters set out in Section 172(1)(a)-(f) when discharging their duties under Section 172.

Case Study 1: Renaming to TrinityBridge

Following the announcement of the sale of CBAM to Oaktree and in preparation for its separation from the wider Close Brothers Group, the Company, led by CBAM's Executive Committee, made the decision to change CBAM's name and, in early March 2025, our new name – TrinityBridge – was launched to colleagues, clients and the wider market.

Teams across our business worked tirelessly in the lead up to the announcement to in order that the new trading name could quickly begin to be introduced across key client facing materials ahead of the final legal name change which took place during April 2025.

The decision to rebrand significantly impacts various stakeholders and required careful communication and engagement to identify and understand stakeholder concerns. In making this decision, the Directors and management considered and balanced the interests of all of its key stakeholder groups. In particular, the commercial and operational business impacts of having to implement and communicate the change efficiently and compliantly within a short timeframe with need to capitalise on the opportunity presented by the sale to begin to build brand awareness with clients, prospects, and introducers as soon as possible and quickly position the change as an exciting new chapter for our already well-established business. On balance, the Directors and management considered that the decision to introduce the new name quickly aligned with the firm's commercial growth objectives and future as a standalone and independently run wealth manager, ultimately promoting the Company's long-term success.

Case Study 2: Sustainable Investing

During the period, and following on from the considerable work undertaken in the previous year to engage, consider and respond to the various aspects of the FCA's Sustainability Disclosure Requirements (SDR), including the Anti-Greenwashing Rule which came into effect from May 2024, the Company made the decision to apply to the FCA to seek a Sustainability Mixed Goals label for its existing Sustainable Balanced Portfolio Fund.

The SDR framework aims to improve public understanding of sustainable investments and ensure consistency and transparency in how UK investment funds are labelled and disclosed. As part of this, the FCA created four sustainability labels that funds can apply for and use if they meet the relevant criteria. The Sustainability Mixed Goals label is intended for investment products that pursue a combination of sustainability objectives, drawing on approaches from at least two of the other label categories (Sustainability Focus, Sustainability Improvers and Sustainability Impact).

Following receipt of FCA approval, the TrinityBridge Sustainable Balanced Portfolio Fund now provides access to a sustainable version of the firm's long established multi-asset class directly invested fund range meaning investors can be confident that their money is being invested to achieve the fund's objectives of supporting a lower carbon economy.

In making this decision, the Company considered and balanced the interests of, impacts to and feedback from a range of key stakeholder groups, including its colleagues, clients / investees, the regulator and wider industries, communities and the environment. The successful award of the SDR Sustainability Mixed Goals label validates the Company's SDR approach and reflects our client, regulatory and employee sustainable ethos, and forms the foundation for further development of the Company's sustainable fund range. The board considers that this decision evidences how the Company is responding to meet the high bar set by the industry and regulator, and collectively strengthen TrinityBridge's sustainable investment framework and capability, ultimately supporting future growth and promoting the Company's long-term success.

By order of the Board of **TrinityBridge Fund Management Limited**

23 July 2025