

# Investment Firms Prudential Regime Disclosure

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For the Period 1<sup>st</sup> April 2024 to  
31<sup>st</sup> March 2025

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1.

# Overview

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# Overview

## Introduction and Context

The Investment Firm Prudential Regime ('IFPR') is the prudential regime for firms providing investment services (such as investment advice) to consumers relating to financial instruments that fall within the scope of the Markets in Financial Instruments Directive (MIFID). The regime came into force on 1 January 2022.

The IFPR aims to refocus prudential requirements and expectations away from the risks firms face, to also consider and look to manage potential harm firms can pose to consumers and markets.

This document sets out the public disclosures for TrinityBridge Limited as of 31 March 2025; the end of TrinityBridge's financial reporting period. These disclosures will be updated annually and be made available on the TrinityBridge website.

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# Risk Management Objectives and Policies

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# Risk Appetite

## Established framework in place for Risk Appetite

### **Risk appetite**

Risk appetite is an integral and critical component of TrinityBridge's risk management framework and an important governance tool. It is the level and type of risk an organisation is willing to assume within its risk capacity to achieve its strategic objectives and business plan. Risk appetite is generally expressed through both quantitative and qualitative means as expressed below, and considers extreme scenarios, events and outcomes and the potential for impact on earnings, funding and liquidity.

### **Risk appetite statements and Key Risk Indicators**

Risk Appetite Statements ("RAS") are used by TrinityBridge to agree and communicate risk appetite tolerance across identified risks. They work in conjunction with Key Risk Indicators ("KRI's") which are used to monitor adherence to risk appetite on an ongoing basis. Input is provided through business engagement at the Risk and Compliance Committee (RCC), both as part of the annual RAS and KRI review process and via the review and challenge of KRIs throughout the year. RAS are required to cover all Principal Risks as identified in the Enterprise Risk Management Framework and should incorporate both quantitative and qualitative expressions of appetite. KRIs are primarily quantitative in nature and enable ongoing monitoring of underlying risk exposures. KRIs are reviewed on a regular basis, to ensure they remain relevant and accurate as a risk monitoring metric.

### **Risk appetite governance**

Risk appetite is set on a top-down basis by the TrinityBridge Executive Committee ("ExCo"), this is managed through review and approval of the RAS which protect TrinityBridge and its stakeholders by ensuring it:

1. Invests in the business for the long term
2. Maintains a strong capital base and balance sheet
3. Consistently supports clients
4. Acts sustainably and responsibly considering the interest of all stakeholder groups
5. Provides an integrated wealth management offering comprising of financial planning advice and bespoke portfolio management

TrinityBridge's RAS consists of qualitative statements and quantitative KRIs which together facilitate effective risk appetite management and oversight.

# Enterprise Risk Management

## ERM Approach Forms Basis for Risk Management Framework

### Introduction

Enterprise Risk Management (“ERM”) represents a core management discipline which enables the individuals, when operating in an evolving landscape, to focus on addressing the varying types of risk across the business which potentially could impact TrinityBridge’s objectives.

### Framework and Purpose

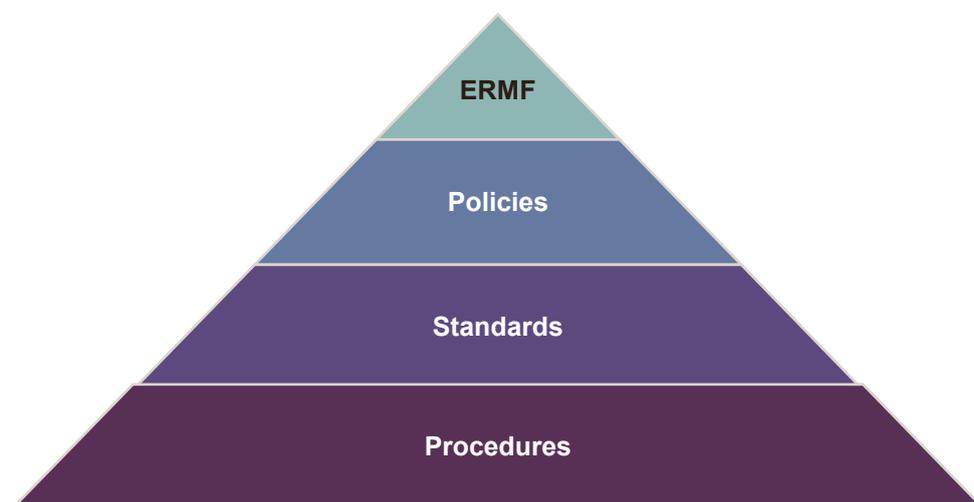
An Enterprise Risk Management Framework (“ERMF”) is in place to define the components and structure of risk management enabling the effective identification, evaluation, monitoring and where appropriate mitigation of risk and helps to promote a full understanding of TrinityBridge’s principal risks and capital positions. The ERMF is embedded fully across the business to ensure an effective risk culture is present throughout TrinityBridge. This ensures appropriate responses are in place to protect TrinityBridge and prevent detriment to its clients or colleagues. This enables TrinityBridge to meet its goals and enhances its ability to respond to new opportunities.

### Key risk management principles align with ERM approach

The overall ERMF hierarchy identifies key building blocks that are led by laws, regulation, best practice and business strategy. It subsequently provides the overarching structure for policy management across the business, defining roles and responsibilities across all stages of the policy, standard and procedure lifecycle.

1. Protect long-term viability and produce sustainable revenue streams, not simply maximise short-term profits
2. Ensure business management identify all risks and are responsible for ensuring day to day management, balance risk/return
3. Embed risk management in each business area by providing training and guidance
4. Make certain all senior managers and managers promote a culture in which risks are identified, assessed and reported in open, transparent and objective manner
5. Ensure risk management is proportionate to scale and complexity of TrinityBridge
6. Confirm risk management and control supports all decision making
7. Ensure risk mitigation/control activities are commensurate with degree of risk and cost control

### TrinityBridge Policy Framework



# Enterprise Risk Management

## Three Lines of Defence Model

	First Line	Second Line	Third Line
TrinityBridge	The Business	Legal, Risk and Compliance	Internal Audit
Risk Governance Role	<p>Day to day ownership, responsibility and accountability for risks:</p> <p>Identifying, assessing, remediating and preventing risks</p> <p>Measuring risk through key risk indicators (KRIs)</p> <p>Reporting risk</p> <p>Implementing a robust control environment</p>	<p>Provides support and independent challenge to the first line:</p> <p>Design and operation of the risk framework</p> <p>Risk and control Self – Assessments</p> <p>Risk appetite and strategy</p> <p>Challenging the adequacy of mitigation plans</p> <p>Risk reporting</p> <p>Committee governance and challenge</p>	<p>Provides independent challenge on the first and second line:</p> <p>Assessment of design and effectiveness of internal controls</p> <p>Independent assurance over the effectiveness of risk management and oversight</p>
Key Features	<p>Promotes a principles-based conduct culture, focussing on client, excellence, people and integrity</p> <p>Implements the risk framework</p> <p>Manages and controls risks</p>	<p>Overarching risk and compliance oversight, delivering a qualitative and quantitative view of risk</p> <p>Oversight of business conduct</p> <p>Supports the business through developing and advising on risk strategies</p> <p>Facilitates constructive check and challenge on all risk types impacting the business</p>	<p>Provides independent assurance on control design and effectiveness across the firm</p> <p>Utilises a risk-based audit coverage model and execution methodology developed in line with professional auditing standards.</p> <p>Undertakes regular audits over BAU activities and programmes of change</p>
Departments	Wealth Planning, Funds, Bespoke, Marketing, COO (Operations, Change Management, Security & Resilience, I.T, Dealing), Finance (Facilities and Third-Party Management), HR	Legal, Risk and Compliance (including Data Protection and Financial Crime)	Internal Audit
Responsible	An Executive Committee (ExCo) member in place for each of the departments above.	<p>General Counsel is the ExCo member for the second line.</p> <p>General Counsel has a direct reporting line into the TrinityBridge CEO.</p>	Head of Internal Audit with Independent reporting line established

# Enterprise Risk Management

## Primary Risks

TrinityBridge is exposed to a range of inherent risks in pursuing its strategic objectives. These are organised using a structured risk taxonomy, which supports consistent identification, categorisation, and management of risks across the business.

The firm takes a structured and proportionate approach to managing own funds requirements, concentration risk, and liquidity risk, in line with MIDPRU 8.2.1:

**Own funds:** Are actively monitored against internal thresholds to ensure ongoing compliance with the FCA's regulatory capital requirements. Capital serves as a buffer to absorb unexpected losses and support the firm's operational continuity. The firm's Internal Capital Adequacy and Risk Assessment (ICARA) process ensures that capital levels are appropriate for the nature, scale, and complexity of its activities.

**Concentration risk:** The firm monitors and manages concentration risk arising from exposures to individual clients. Exposures are reviewed regularly to ensure diversification and to mitigate the impact of any single exposure on the firm's financial position.

**Liquidity risk:** This is addressed through the maintenance of a buffer of high-quality liquid assets and regular stress testing of cash flow needs. The firm aims to ensure it has sufficient liquidity to meet its obligations as they fall due, both under normal and stressed market conditions, without incurring unacceptable losses or reputational harm. The Finance team is responsible for daily monitoring of cash positions, available resources, and projected cash flows to ensure adequate liquidity is maintained at all times.

In line with the Investment Firms Prudential Regime (IFPR), capital adequacy is also closely monitored. The firm seeks to maintain capital levels comfortably above the regulatory minimum, providing an additional margin of safety and supporting confidence in the firm's ability to manage unexpected losses or periods of stress.

The primary risk categories applicable to TrinityBridge are:

- **Operational Risk:** Risk of loss or adverse impact resulting from inadequate or failed internal processes, people, systems or from external events
- **Regulatory Risk:** Risk that a change in laws and regulations will materially impact a security, business, sector, or market.
- **Legal Risk:** Risk of losses arising from an unintentional or negligent failure to meet a professional (legal) obligation to specific clients (including fiduciary and suitability requirements), or from the nature or design of a product.
- **Liquidity Risk:** Risk that liabilities cannot be met when they fall due, or can only be met at an uneconomic price.
- **Business Risk:** Risk of realising lower than anticipated profits, or experiencing a loss rather than a profit
- **Counterparty Risk:** Risk that the other party in an investment, credit or trading instruction may not fulfil its part of the deal and may default on the contractual obligations
- **Market Risk:** Risk that a change in the value of an underlying market variable will give rise to an adverse movement in the value of the firm's assets
- **Conduct Risk:** Conduct risk is the risk that the firm's behaviours result in poor outcomes for its clients
- **Tax Risk:** Risk of financial or reputational loss through failed or inadequate regulatory compliance, legal or tax arrangements

# Enterprise Risk Management

## Primary Risks

- **Reputational Risk:** Risk of detriment to stakeholder perception of the firm, leading to impairment of the business and its future goals, due to any action or inaction of the company, its employees or associated third parties.
- **Credit Risk:** Risk of default on a debt that may arise from a borrower failing to make required payments. In the first resort, the risk is that of the lender and includes lost principal and interest, disruption to cash flows, and increased collection costs.
- **Capital Risk:** The risk that TrinityBridge has insufficient regulatory capital to operate effectively, including meeting minimum regulatory requirements, operating within risk appetite and supporting its strategic goals

These risks are actively monitored and managed through the firm's risk framework, policies, and controls to ensure harm is minimised and strategic objectives are met.

3.

# Governance Arrangements

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# TrinityBridge Summary

## TrinityBridge

TrinityBridge is a leading wealth management firm that offers investment management, financial planning, and integrated advice. Formerly Close Brothers Asset Management, the company was rebranded after becoming a standalone, independent firm. For over 30 years individuals, families, professionals and businesses have trusted us to help them make confident financial choices. We believe clarity is the key. Spanning investment management, financial planning and integrated advice, our services are designed to meet our clients needs.



# Governance Arrangements

## Regulatory Status of Entities

### Legal and organisational structure

The below table explains the different legal entities within the TrinityBridge group of companies alongside their regulatory status, there is one regulated entity in-scope:

Entity	FCA Regulated	Regulatory status
CBAM Bidco 1 ("BIDCO" 1)	✗	UK parent of Investment Firm Group, no regulated activities
TrinityBridge Holdings Ltd ("TBHL")	✗	Holding company, no regulatory activities
TrinityBridge Ltd ("TBL")	✓	MIFIDPRU <sup>1</sup> investment firm
TrinityBridge Fund Management Ltd ("TBFML")	✓	CPMI <sup>2</sup> firm
EOS Wealth Management Ltd ("EOS")	✗	Dormant
CBAM Investments Ltd ("CIL")	✓	Non-MIFIDPRU activities
PMN Financial Management LLP ("PMN")	✓	MIFIDPRU permissions however has exemption
Bottriell Adams LLP ("BA")	✓	MIFIDPRU permissions however has exemption
Place Campbell TrinityBridge Ltd ("PCTB")	✓	Appointed Representative - Non-MIFIDPRU activities
CBF Wealth Management Ltd ("CBF")	✗	Non-trading
TrinityBridge (Guernsey) Ltd ("TBG")	✗	Subsidiary incorporated in Guernsey, non-trading
Close Portfolio Management Ltd ("CPM")	✗	Non-Trading
Cavanagh Financial Management Ltd ("CFM")	✗	Non-Trading
CFSL Management Ltd ("CFSL")	✗	Non-Trading
Lion Nominees Ltd ("Lion")	✗	Non-Trading Nominee Company
<sup>1</sup> FCA regulations for Markets in Financial Instruments Directive Investment Firms		
<sup>2</sup> Collective Portfolio Management Investment Firm		

# TrinityBridge Governance Structure

In light of the nature, scale, and breadth of its business, TrinityBridge has chosen 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. Collective responsibility for the overall strategic direction and operation of TrinityBridge has been formally delegated by the TrinityBridge boards to the Executive Committee (“ExCo”) which comprises of the board(s) directors and senior management. This cross-membership facilitates the required level of oversight and information flow between the board(s) and the ExCo.

The ExCo has in turn formally delegated certain responsibilities to, and conferred powers upon, various functional governance committees to assist it 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 board reserves for itself the review of and decisions relating to TrinityBridge’s structure, capital and financial resources, financial reporting and controls, and material or significant matters such as acquisitions, disposals and investments.

## Directorships held by Executive Committee

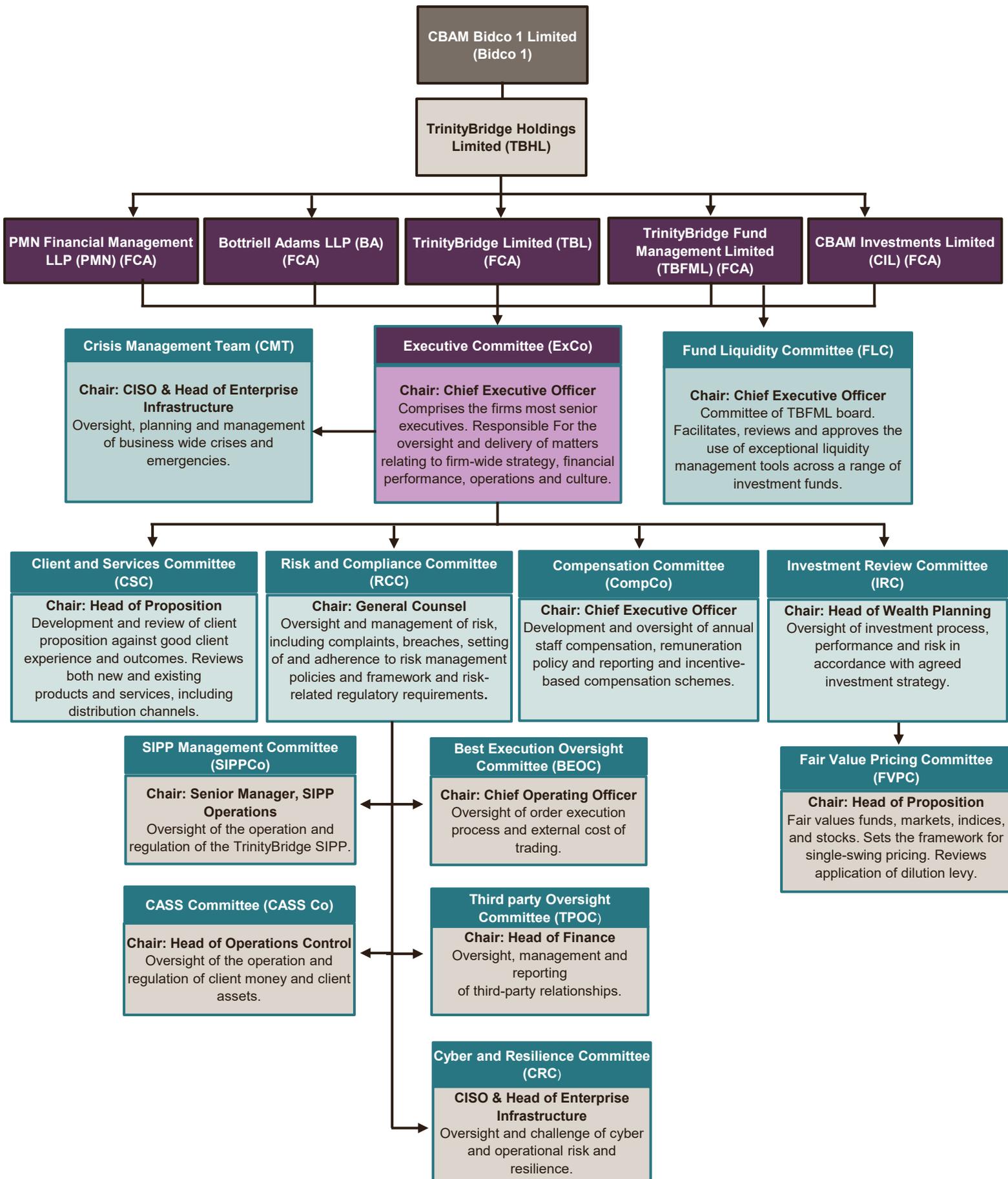
ExCo Member	Role	Number of other external directorships held under MIFIDPRU 8.3.2R
<b>Nigel Stockton</b>	Chief Executive Officer (CEO)	-
<b>Catherine Parry</b>	Chief Financial Officer (CFO)	-
<b>Charlie Collard</b>	Chief People Officer	-
<b>Andrew Thomas</b>	General Counsel	-
<b>Gregg Clarke</b>	Chief Operating Officer (COO)	1
<b>Nathanael Pinder</b>	Chief Commercial Officer (CCO)	-
<b>John Edmeads</b>	Head of Wealth Planning	-

## Diversity & Inclusion

TrinityBridge has an established Inclusion Committee, chaired by a member of the Executive Committee, which is tasked with ensuring that the organisation’s approach to inclusion in the workplace is both strategic and actionable, with a distinct focus on colleagues. The committee works closely with the Diversity Project and the People Team to set clear, measurable objectives for the business—particularly regarding gender and ethnicity balance and representation at all levels, including managerial roles. Progress is driven through internal engagement campaigns, targeted talent programmes to increase minority representation, and specific early career initiatives such as the School Leaver and internship programmes. Updates on these initiatives are regularly provided to the board and throughout the organisation, ensuring that diversity is genuinely celebrated and inclusion becomes an integral part of the employee experience.

# TrinityBridge Committee Framework

## TrinityBridge Governance Structure Chart



# Business Model and Strategy

TrinityBridge has set out a clear strategy, with measurable objectives, for how we will achieve our mission of “working together to be the best place in UK for you as wealth professional and your clients”. However, we recognise that our strategy or our ability to deliver upon our strategy could be affected by the constantly changing market, macroeconomic environment, client expectations and evolution of our own internal ways of working. We have therefore identified a number of strategic threats that could affect our hero metrics over the next 1-10 years and developed a prioritisation framework to assess these.

## Prioritisation Approach

Strategic threats are assessed against two criteria:

- **Proximity:** How soon will this threat impact our strategy?
- **Impact:** How much will this threat indicatively affect our Adjusted EBITDA if realised / not actioned?

Adjusted EBITDA has been selected as the measure for impact across all threats as any impact to our hero metrics, will ultimately result in an Adjusted EBITDA impact. Consistency in measurement will enable us to better compare and understand the priority of each strategic threat.

The prioritisation criteria is broken down as follows:

Criteria	Measure	Definition
Proximity (years)	1 to 2 years	Likely to impact TrinityBridge’s strategy within the next 2 years.
	1 to 5 years	Likely to impact TrinityBridge’s strategy within the next 5 years.
	1 to 10 years	Likely to impact TrinityBridge’s strategy within the next 10 years.
Impact (AOP)	Low	<2.5% indicative reduction / improvement in Adjusted EBITDA percentage.
	Medium	2.6-10% indicative reduction in Adjusted EBITDA percentage.
	High	>10.1% indicative reduction in Adjusted EBITDA percentage.

4.

## Own Funds

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# Reconciliation of Regulatory Own Funds under IFPR

The below table provides a reconciliation of regulatory own funds and the applicable filters and deductions as at 31 March 2025 including relevant references back to the audited financial statements in line with MIFIDPRU 8.4.1R. The financial statements were approved and authorised for issue by the board and were signed on its behalf on 23<sup>rd</sup> July 2025.

<b>Composition of regulatory own funds</b>			
		TrinityBridge Limited (TBL)	
	Item	Amount (GBP Thousands)	Source based on reference numbers/letters of the balance sheet in the audited financial statements
<b>1</b>	<b>OWN FUNDS</b>	<b>84,313</b>	
<b>2</b>	<b>TIER 1 CAPITAL</b>	<b>84,313</b>	
<b>3</b>	<b>COMMON EQUITY TIER 1 CAPITAL</b>	<b>84,313</b>	
<b>4</b>	Fully paid up capital instruments	12,997	Statement of changes in equity
<b>5</b>	Share premium		
<b>6</b>	Retained earnings	71,316	Statement of changes in equity
<b>7</b>	Accumulated other comprehensive income		
<b>8</b>	Other reserves		
<b>9</b>	Adjustments to CET1 due to prudential filters		
<b>10</b>	Other funds		
<b>11</b>	(-) TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1		
<b>19</b>	CET1: Other capital elements, deductions and adjustments		
<b>20</b>	<b>ADDITIONAL TIER 1 CAPITAL</b>		
<b>21</b>	Fully paid up, directly issued capital instruments		
<b>22</b>	Share premium		
<b>23</b>	(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1		
<b>24</b>	Additional tier 1: Other capital elements, deductions and adjustments		
<b>25</b>	<b>TIER 2 CAPITAL</b>		
<b>26</b>	Fully paid up, directly issued capital instruments		
<b>27</b>	Share premium		
<b>28</b>	(-) TOTAL DEDUCTIONS FROM TIER 2		
<b>29</b>	Tier 2: Other capital elements, deductions and adjustments		

# Reconciliation of regulatory own funds under IFPR to the balance sheet in the audited financial statements

TrinityBridge Limited (TBL)				
Own funds: reconciliation of regulatory own funds to balance sheet in the audited financial statements (in £'000's)				
		a	b	c
		Balance sheet as in published/audited financial statements	Under regulatory scope of consolidation	Cross-reference to template OF1
		At period end	At period end	
<b>Assets - Breakdown by asset classes according to the balance sheet in the audited financial statements</b>				
1	Investment in subsidiaries and joint investments	11,799		
2	Trade debtors	98		
3	Amounts owed by group undertakings	26,222		
4	Other debtors	8,982		
5	Prepayments and accrued income	20,552		
6	Deferred taxation	10		
7	Cash at bank and in hand	24,529		
8	<b>Total assets</b>	<b>92,192</b>		
<b>Liabilities - breakdown by liability according to the balance sheet in the audited financial statements</b>				
1	Amounts owed to group undertakings	3,500		
2	Other taxation	113		
3	Accruals and deferred income	262		
4	Other Creditors	3,217		
5	Other Provisions	787		
6	<b>Total Liabilities</b>	<b>7,879</b>		
<b>Shareholders' equity</b>				
1	Called up share capital	12,997		Item 4
2	Profit and Loss account	71,316		Item 6
3	<b>Total Shareholders' equity</b>	<b>84,313</b>		

# Own Funds: Main features of own funds instruments issued

TrinityBridge Limited (TBL)	
Governing law of instrument	UK
Instrument type	Ordinary shares
Public or private placement	Private
Number issued	12,997,000
Nominal amount of instrument	£1.00
Number allotted, called up and fully paid	12,997,000
Accounting classification	Equity
Amount recognised in financial statements (in £'000's)	£12,997
Amount recognised in regulatory capital (in £'000's)	£12,997
Regulatory capital classification	Common Equity Tier 1
Redeemable	
Cumulative/non-cumulative	
Perpetual or dated	
Issuer call subject to prior supervisory approval	
Maturity date	
Original call date, contingent call dates and redemption amount	
Subsequent call dates; if applicable	
Coupons/dividends	
Fixed or floating dividend/coupon	Floating
Dividend stopper	
Convertible or non-convertible	
Write down features	

5.

# Own funds requirements

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# Own funds requirements

## K factor requirement and fixed overheads requirement

The Prudential sourcebook for MIFID investment firms (i.e. MIFIDPRU) of the FCA handbook sets out the K factor methodology. For TrinityBridge, the relevant K-factors are: K-AUM, K-ASA, K-CMH, K-COH, and K-DTF.

	K Factor	Description
Risk to Client	K-AUM	Assets Under Management
	K-ASA	Assets Safeguarded and Administered
	K-CMH	Client Money Held
	K-COH	Client Orders Handled
Risk to Firm	K-TCD	Trading Counterparty Default
	K-DTF	Daily Trading Flow
	K-CON	Concentration Risk
Risk to Market	K-NPR	Net Position Risk
	K-CMG	Clearing Margin Given

The table below shows the K factor requirement broken down and fixed overhead requirement (“FOR”) set out as per MIFIDPRU 4.3 and MIFIDPRU 8.5:

Own funds requirements at period end (in £'000's)		TrinityBridge Limited (TBL)
K factor	$\sum$ K-AUM, K-CMH & K-ASA	9,874
	$\sum$ K-COH & K-DTF	55
	$\sum$ K-NPR, K-CMG & K-COH	
	Total	9,928
FOR requirement		32,255

# ICARA Process

As part of the Internal Capital Adequacy and Risk Assessment (ICARA) process, TrinityBridge considers potential harm it could cause clients and markets as well as any risks to the safety and soundness of our business. This is completed by assessing key risks across TrinityBridge to determine the level of own funds and liquidity the firm needs to hold. This is to ensure;

- that TrinityBridge can remain viable throughout the economic cycle, with the ability to address any potential harm from its ongoing activities
- to allow its business to wind-down in an orderly way minimising harm to clients or the markets in which the firm operates

The following key ICARA elements are assessed as part of the process:

- **Business strategy and growth plans** – TrinityBridge has considered the services which we offer to clients, our business strategy and growth plans to identify potential harms
- **Comprehensive key risk and harms assessment** – TrinityBridge considers key harms through analysing key risks to the division and considering how the control environment minimises the likelihood of crystallisation of those risks and the impact of the material harm
- **Internal assessment of own funds adequacy** – TrinityBridge assess own funds requirements where controls will not adequately mitigate the risk
- **Internal assessment of liquidity adequacy** – TrinityBridge assess what liquid assets are required to cover risks where the control has not fully mitigated the risk
- **Capital and liquidity planning (i.e. financial, own funds, and liquidity)** – TrinityBridge forecasts capital and liquidity needs for expected and stressed scenarios where the firm needs to wind-down
- **Stress testing** – TrinityBridge will undertake stress testing on complex risks to ensure harms are being fully captured
- **Reverse stress testing** – TrinityBridge will undertake reverse stress testing which will identify circumstances where our business model and strategies might fail.
- **Recovery actions** – TrinityBridge has a recovery plan in place, which details recovery actions to restore own funds
- **Wind-down Plan** – TrinityBridge has developed a wind-down plan, which minimises harm to clients and the market. TrinityBridge has considered an expected scenario and a stressed scenario in its wind-down planning.

6.

# Remuneration

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# Remuneration Policies & Practices

## Approach to Remuneration

This section explains how the Company complies with its regulatory requirements under the implementation of IFPR, namely via the MIFIDPRU Remuneration Code (SYSC 19G; “the Code”). Per SYSC 19G.1.1R, the Company is identified as a non-SNI firm which can disapply the provisions noted in SYSC 19G.1.1R (4), specifically:

- Shares, instruments and alternative arrangements
- Retention Policy
- Deferral; and
- Discretionary pension benefits

All employees are eligible for incentive awards which promote and reward good financial and non-financial performance, as well as high standards of personal and professional conduct. Any awards are determined at the discretion of the ExCo.

## Remuneration Governance

The Company is not required to establish a Remuneration Committee in accordance with MIFIDPRU 7.1.4R(1). The Compensation Committee (“CompCo”) has been established by, and is chaired by, the Chief Executive Officer (“CEO”) to oversee and recommend matters relating to remuneration across the Company. Other members include the Chief Finance Officer (“CFO”), General Counsel, and Chief People Officer (“CPO”). Where appropriate, the CompCo also seeks advice from its Control Functions (Risk, Compliance, and Internal Audit), as well as external advisers.

The CompCo is also responsible for overseeing an independent internal review of the Company’s Reward Policy Framework to ensure they are operating effectively and as intended to support the Company’s business strategy, risk profile, long-term strategic objectives and other relevant goals, as well as continue to remain compliant with the relevant regulations.

As the CompCo is staffed by executive members of management, the Board of TopCo Limited, as the representative of the Shareholders in the Company, are responsible for reviewing and approving the compensation for the CEO and members of the ExCo.

## Reward Strategy Principles

The Company’s remuneration policies and practices are designed to be consistent with and promote sound and effective risk management, as well as align with the Company’s strategy, objectives, and long-term interests. The core principles of the Company’s remuneration strategy are:

- Attract, motivate and retain high calibre employees;
- Reward good performance;
- Promote the achievement of the business’ long-term strategic objectives;
- Align the interests of employees with those of all key stakeholders, including regulators; and
- Support good risk management procedures and a positive culture.

## Material Risk Takers

Individuals are identified as “MIFIDPRU MRTs” with reference to the criteria set out under SYSC 19G.5, as well as by taking into account the specific types of activities and risks that are relevant to the Company, including those of a prudential, operational, conduct and reputational nature. Analysis is also completed on certain key indicators, such as business and revenue size to determine whether any additional individuals should be captured, in line with the MIFIDPRU Remuneration Code requirements. Overall, 30 employees were identified as MIFIDPRU MRTs for the performance year ending 31 March 2025.

An identification exercise to identify MIFIDPRU MRTs is completed annually by HR and updated throughout the year as required due to internal staffing changes, recruitment scenarios and leavers. Input is provided by the Risk and Compliance, as well as the Reward team. The final list of MIFIDPRU MRTs is approved annually by the Compensation Committee.

## Key Characteristics of the Reward Policy Framework

The Company pays employees using both fixed and variable remuneration structures. Fixed remuneration is any remuneration that reflects an employee's professional experience and organisational responsibility as set out in the staff member's job description and terms of employment. Fixed remuneration is permanent, pre-determined, non-discretionary, non-revocable and not dependent on performance. Therefore, fixed remuneration is typically composed of salaries, allowances and benefits (including non-discretionary employer pension contributions). The Company sets salary levels and benefits provisions so that the proportion of fixed remuneration paid to employees is sufficient enough to allow a fully flexible policy on variable remuneration, including the possibility of paying no variable remuneration component.

Variable remuneration is linked to performance – both the long-term performance of the employees, as well as performance in excess of their job description and terms of employment. Variable remuneration is typically delivered as performance-related incentives through appropriate review processes, typically at the end of the Financial Year. The Company may also award other forms of variable remuneration, including guaranteed variable remuneration, buy-out awards, retention awards and severance payments. These latter items are known as “non-standard forms of variable remuneration”. In all cases, the Company will ensure that awards of such remuneration are appropriate, taking all relevant circumstances into account, such as the Company's financial health.

### Incentives

Most employees in the Company are eligible for a discretionary incentive dependent on their role and function. The incentive value is determined annually based on the achievement of pre-determined objectives that are set at the start of each year. The value of the incentive is also dictated by the overall level of pool funding available across the Company as well as their performance. These employees are typically those in executive, support, or control functions.

Most client-facing employees are eligible for incentive schemes that deliver an incentive award based on a percentage of business generated, whilst also taking into account non-financial performance. All such compensation schemes operate in line with the principles stated above.

All variable remuneration will be subject to appropriate individual and business performance assessment, taking into account all types of risks, both current and future, relevant to the Company. The ExCo also retain the ability to apply performance adjustments to any incentive pool or individual award as it deems necessary.

All variable remuneration awarded to employees within the Company takes into account individual performance, contribution and potential (covering both financial and non-financial elements), performance of the relevant business unit, where relevant, and the overall performance and profitability of the Company.

No award or payment of variable remuneration will be made where it would affect the ability of the Company to maintain a sound capital base. Similarly, no variable remuneration will be awarded or paid to staff where it is considered by the CompCo not to be sustainable according to the financial situation of the Company and justified on the basis of the performance of the Company, relevant business unit, or the individual concerned. In this way, the cost of the capital and liquidity required will be taken into account as part of the final incentive pool determination. A report confirming the Company's financial position, and confirmation of these principles will be made to CompCo by the Chief Financial Officer. Awards are made to employees on the basis of their individual performance, with specific performance and behaviour ratings taking both financial and non-financial performance into account. Non-financial criteria will form a material part of an individual's performance assessment.

Assessments of individual performance will take into account, behavioural indicators (such as compliance and risk policy breaches, disciplinary action and conduct rules breaches, and client feedback). Non-financial criteria may override financial performance where appropriate.

### Risk Adjustment

The Company must maintain strong connections between performance, risk, culture, and conduct, ensuring that material risk issues or incidents are considered when awarding incentives.

Incentive schemes for revenue-generating employees include performance and risk-adjustment metrics, but the Compensation Committee (CompCo) retains discretion to apply additional adjustments if required. To support this, the Company operates a risk adjustment policy that outlines its approach to applying risk-based adjustments at both the incentive pool and individual award levels. This includes assessing the impact of financial and non-financial risks on current-year incentive pools and awards, as well as adjusting previously granted variable remuneration (vested or unvested) through malus and/or clawback.

During the Compensation Review process, current and future risks that could materially affect the Firm are evaluated. CompCo reviews both quantitative and qualitative data on risks that may influence the Company's risk profile or appetite, including the likelihood and potential impact of uncrystallised risks in the upcoming remuneration period. The review explains the materiality of these risks and recommends adjustments to relevant incentive pools if they crystallise. Where applicable, the Company ensures individuals do not benefit from risk events, considering whether past incentives were earned due to identified failings. All risk adjustments are proportionate to the severity of the event, significant enough to be meaningful, and designed to promote positive behaviours and culture. Adjustments may apply to individuals or groups collectively, with greater weighting toward business units or divisions where misconduct, failings, or poor performance contributed to the risk event.

Malus or clawback provisions may be applied to variable remuneration where there is reasonable evidence of misconduct or material error, a significant downturn in financial performance, or a material failure in risk management. This is particularly relevant in cases of fraud or other intentional or severely negligent conduct that results in substantial losses.

### **Non-Standard Variable Remuneration**

The Company may occasionally award guaranteed variable remuneration ("Guarantees") to staff in recruitment scenarios in exceptional circumstances. Guarantees are limited to the first year of service and any such awards will only be made where the Company has a strong and sound capital base, which will be assessed prior to the delivery of any awards. Performance conditions are attached to Guarantees, which allow the Company to restrict or withdraw an award in its entirety if such conditions are not met.

Buy-out awards may be made to compensate a new staff member for the forfeiture of unvested deferred variable remuneration awarded by their previous employer, or to reimburse any funds clawed back by their previous employer as a direct result of their appointment to the Company. For buy-out awards made to MRTs, the Company will ensure that the buy-out aligns with the long-term interests of the Company. The Company will ensure that such awards are no more generous in amount than the original award and that they contain provisions on periods of deferral, vesting and malus and clawback that are no less strict than any corresponding periods that applied to unvested variable remuneration under the original award which remained outstanding.

The Company does not commonly make retention awards, and any such awards may only be made in rare circumstances. They will only be made in the context of a defined event or where the individual is being required to remain in role for a set period of time e.g. in the event of restructurings, wind-downs, after a change of control or in the context of specific projects within the Company.

### **Severance Payments**

Severance pay are payments relating to the early termination of a contract of employment with the Company.

Any severance payments related to early termination will reflect the individual's performance and contribution over time and will be designed in a way which does not reward failure or misconduct. Any such awards shall be properly documented both in terms of the reasons for the payment and the appropriateness of its amount.

## Quantitative Disclosures

All data is presented in Pounds Sterling (GBP) and in thousands of pounds (£,000).

	Senior Managers	Other MRTs	Other Staff	Total
<b>Number of Staff</b>	10	20	990	1,020
<b>Total Remuneration</b>	2,707	10,475	66,171	79,353
<b><i>Fixed</i></b>	1,341	2,494	38,730	42,565
<b><i>Variable</i></b>	1,365	7,981	27,441	36,788

In order to not disclose the remuneration of an individual, we have relied upon the exemption detailed in MIFIDPRU 8.6.8R(7)(b) to not disclose the severance pay or guaranteed variable remuneration, as doing so would disclose details for one or two people.

The Company is not in scope of the disclosure requirements in MIFIDPRU 8.6.8R(6) because it meets the conditions in SYSC 19G.1.1R(2).