

MIFIDPRU 8 Disclosure

For the Year Ended 31 December 2025

FNZ (UK) Limited

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1. Purpose and Background

FNZ (UK) Ltd ('FNZ UK' or 'the Firm') is regulated by the Financial Conduct Authority ('FCA') as an FCA investment firm and is subject to the financial resource adequacy requirements set out in the FCA Prudential Sourcebook for MiFID Investment Firms ('MIFIDPRU').

Under MIFIDPRU 8 (Disclosure), FCA investment firms are required to disclose specific information concerning their risk management arrangements. MIFIDPRU came into force on 1 January 2022 and requires FNZ UK to publish information in relation to the following:

- Risk management objectives and policies;
- Governance arrangements;
- Own funds;
- Own funds requirements;
- Remuneration policies and practices (as required under MIFIDPRU and SYSC 19G);
- Investment policy (as required per MIFIDPRU 8.7).

These disclosures have been prepared on an individual basis for FNZ UK and cover the financial position from 1 January 2025 to 31 December 2025.

These disclosures have not been audited by FNZ UK's external auditors except where the information is equivalent to that included in the 31 December 2025 audited annual accounts. These disclosures have been reviewed by the relevant business areas of FNZ UK and taken through the appropriate governance with final approval from the FNZ UK Board.

The disclosures in this document are required to be published at least annually and where appropriate, more frequently. The disclosures are published on FNZ's corporate website at the following location: <http://www.fnz.com/regulatory-disclosures>.

2. Overview of FNZ UK Ltd

FNZ UK is part of the FNZ Group of companies. FNZ Group builds, operates, and maintains investment platforms for financial institutions. FNZ UK's clients range from banks and asset managers to insurers and pension providers. All of FNZ UK external clients are based in the UK.

FNZ UK provides outsourced third-party administration ('TPA') solutions to its clients. This includes providing Software-as-a-Service ('SaaS') solutions combined with outsourced back-office administration across various asset classes and tax wrappers for its clients.

FNZ UK's SaaS solutions and outsourced back-office administration are supported by FNZ UK's technology platform. The core technology platform capability is an end-to-end integrated service, providing clients with access to our technology, data centre infrastructure, asset servicing, and transaction reporting services.

FNZ UK's platform is deployed to clients through a secured Application Program Interface ('API'). This enables clients to have full control and access of the functionality and design of their specific investment platform. Clients benefit from FNZ UK's scale while also being able to tailor the user experience for end-retail customers with minimal friction.

FNZ UK is responsible for performing the back-office administrative aspects, where permitted under its regulatory permissions, of operating a client's investment platform, which can include transaction execution and custody arrangements where permitted under its regulatory permissions.

FNZ UK does not have a direct relationship with any end-retail customers.

FNZ UK's principal activities give rise to a number of risks and harms which are assessed and managed regularly. FNZ UK holds financial resources to mitigate potential harms arising from its business model and activities.

3. Risk Management Objectives and Policies

FNZ UK adopts the FNZ Group Risk Management Framework ('GRMF') as the structure for managing risk across the business. The GRMF includes appropriate principles, strategies, policies, processes, governance arrangements, tools and reporting procedures used by all FNZ Group employees. These are reviewed and approved annually to ensure that they remain effective.

FNZ UK has implemented the GRMF across its business and adapted the Framework to ensure that it is aligned to FNZ UK's business model and activities. FNZ UK's RMF provides the structure through which risks and potential harms are identified, assessed, monitored, mitigated and reported across the business. The RMF is designed to ensure that FNZ UK maintains adequate financial and non-financial resources to support its activities and to minimise harm to its key stakeholders.

Ultimate accountability for the RMF sits with FNZ UK's Board, which provides oversight and challenge on its effectiveness, including its alignment to ICARA outputs and the adequacy of financial resources and approves it annually and sets risk appetite. The CRO, supported by the Risk and Compliance Functions, has the day-to-day responsibility for maintaining and embedding the RMF, ensuring consistency with the GRMF while tailoring its application to FNZ UK's specific obligations and requirements.

3.1 Three Lines of Defence

FNZ UK operates using a Three Lines of Defence Model, in which risk management, risk oversight and independent assurance are distinct, separate activities. The Three Lines of Defence Model provides an effective way to enhance clarity regarding risks and control processes and helps to deliver a strong risk management culture. The responsibilities of each Line are set out below:

First Line – accountability and reporting	Second Line – partnership and oversight	Third Line – assurance
Provision of services to clients and ultimately the end customer The business functions own their risks and have the primary responsibility for managing risks on a day-to-day basis and operating an effective suite of internal controls. They are also responsible for implementing corrective actions to address process and control deficiencies. First Line identifies, assesses, controls, and mitigates risks, guiding the development and implementation of internal policies and procedures and ensuring that activities are consistent with goals and objectives.	Provides expertise and independent review and challenge to risk owners. Responsible for setting risk management framework, governance policies, facilitating and monitoring the implementation of effective risk management practices by senior management. Provides expertise and independent review and challenge to risk owners. Includes both Risk and Compliance functions. Risk - independent to the first line, it provides guidance, independent oversight and challenge to first line. It supports FNZ in operating within its risk appetite and in meeting regulatory expectations. Compliance - Ensuring that FNZ UK complies with applicable laws, regulations and internal policies and that it operates within regulatory expectations of FCA	Independent assurance and advice Internal Audit function - provides the Board and senior management with comprehensive assurance on the effectiveness of governance, risk management, and internal controls, including how the First and Second Lines achieve risk management and control objectives.

3.2 Control Management

Management must ensure that risks are managed in accordance with the requirements of the RMF. Management must therefore define and maintain related governance & operational policies, standards and controls to put the requirements of the risk management framework into practice.

Controls act as safeguards to help prevent internal and external risks from crystallising and to protect against harms. A key control is a control that is relied upon to prevent or detect a significant risk exposure materialising and causing potential material harm(s). These key controls are tested on a regular basis by the first line to ensure they remain effective. Control effectiveness is a key input into the ICARA

process and is considered when determining whether additional financial resources are required to mitigate residual risks in accordance with MIFIDPRU 7.6.2R.

3.3 Risk Taxonomy

The risk taxonomy, is a structured classification of the main risks that the Firm faces into several risk categories.

These include four Level 0 risk categories:

- Operational Risk
- Business Risk
- Financial Risk
- Compliance Risk

These are further split into twenty-one Level 1 risk categories.

Each Level 0 and 1 risk category is owned by a member of the senior leadership team. Level 2 provides further granularity where required.

The taxonomy is a key tool used in conjunction with the ICARA process to support the appropriate identification of scenarios within the ICARA process. The taxonomy supports, but does not replace, the identification of material harms under the ICARA process (MIFIDPRU 7.4). By continuing to revisit and enhance the taxonomy, FNZ UK ensures the ongoing completeness of its scenario coverage. FNZ UK ensures that scenarios and stresses identified cover material harms to the business and assess all risks within the FNZ taxonomy (including those set out within MIFIDPRU 8.2).

Section 6.2 contains more detail with regards to the approach and strategies deployed during the ICARA process with regards to the own funds and liquid assets FNZ UK will hold.

The FNZ UK Taxonomy is embedded in all risk management and as a minimum the taxonomy is formally reviewed on an annual basis. Any proposed changes are agreed by senior management before being presented to Board Risk and Compliance Committee who will recommend to the Board for approval.

3.4 Risk Appetite Framework

FNZ UK adopts the FNZ Group Risk Appetite Framework ('RAF') as the structure for developing, setting, and monitoring its risk appetite. The RAF sets out the processes, methods, and the roles and responsibilities, and associated governance for managing and reporting on risk appetite. This is inherently linked with the FNZ Risk Taxonomy

The RAF requires that a Risk Appetite Statement ('RAS') is set for each Level 0 risk category, and a supporting Tolerance Statement for each Level 1 risk category. These are proposed by the relevant risk owners to the Board for review, challenge and approval. The RAS and Tolerance Statements are then supported with a suite of Key Risk Measures (KRMs) and the associated thresholds (red, amber and green). Other supporting limits, such as binding liquid asset limits which trigger specific management action are also in place. Risk appetite thresholds and KRMs are aligned to ICARA stress testing and are used to inform the calibration of own funds and liquid asset requirements under the OFAR.

4. Governance Arrangements

4.1 Governance Overview

The FNZ UK Board has ultimate responsibility for the management of FNZ UK. It is responsible for establishing and monitoring the effectiveness of FNZ UK's corporate governance framework. The Board is also responsible for determining FNZ UK's strategic direction and risk appetite. The Board, supported by the Board Risk & Compliance Committee, provides oversight and challenge of the ICARA process and the Firm's assessment of compliance with the OFAR, including the adequacy of own funds and liquid assets.

To meet its responsibilities, the Board has delegated the day-to-day running of FNZ UK to its CEO. The CEO has, in turn, delegated certain responsibilities to senior management within the business. The CEO has established the Senior Leadership Team ('SLT') which has the objective of assisting the CEO with the task of providing continuous oversight of FNZ UK's key business areas.

FNZ UK's Board has established several Board Committees to oversee the ongoing operations of FNZ UK:

- Board Risk & Compliance Committee
- Audit Committee
- Remuneration Committee
- Nominations Committee
- Pricing Committee

FNZ (UK) Ltd Board

The table below summarises the executive and non-executive directors on the FNZ UK Board as at 31 August 2026, together with the number of directorships held by each member, including external directorships. Directorships in non-UK entities, organisations that do not pursue predominantly commercial objectives, and directorships held within the same corporate group, including the FNZ Group, have been excluded.

Name	Position FNZ UK Board	Directorships held overall ¹	
		Executive	Non-Executive
John Tomlins	Non-Executive Director	-	2
Susan Harris	Non-Executive Director	-	3
Catherine Brown	Non-Executive Director	-	3
Alison Rose	Chair of the Board	-	3
Annette Andrews	Non-Executive Director	-	3
Leonard Sinclair	Non-Executive Director	-	2
Stuart Keelan	Executive	1	-
Andrew Brodie	Executive	1	-
Roman Regelman	Executive	1	-

¹ Per MIFIDPRU 8.3.2(R) Directorships held in the same Group or within an undertaking in which the firm holds a qualifying holding and the directorships held in organisations which do not pursue predominantly commercial objectives are excluded.

Board Risk & Compliance Committee ('BRCC')

The BRCC is comprised of non-executive directors and assists the Board with the oversight of FNZ UK risks, risk management activities, and associated reporting. It has oversight of FNZ UK's overall risk management and reviews its risk profile on at least a quarterly basis.

Audit Committee

The Audit Committee monitors the financial integrity of the financial statements of FNZ UK and the audit process. The Audit Committee is comprised of non-executive directors and assists the Board with the oversight of FNZ UK's financial management. It focuses on compliance with accounting policies and ensuring that an effective system of internal and external audit and financial controls is maintained, which includes consideration of the scope of the annual audit, the extent of the non-audit work undertaken by the external auditors.

Remuneration Committee

The Remuneration Committee is comprised of non-executive directors and is responsible for determining the remuneration packages for each of FNZ UK's executive directors and certain senior executives. It also recommends and monitors the level and structure of remuneration for senior management, and the implementation of share incentive or other performance-related schemes.

Nominations Committee

The Nominations Committee is responsible for reviewing the leadership needs of the business to ensure it can continue to succeed in the marketplace. The Nominations Committee is comprised of non-executive directors and assists the FNZ UK Board with the oversight of FNZ UK's processes and governance with regard to senior appointments. This includes succession planning, as well as considering and making recommendations to the Board.

Board Client & Customer Oversight Committee

The Board approved closure of this Committee from January 2026 as it has fulfilled the purpose for which it had been constituted and its responsibilities have subsequently been transferred to the Board

Pricing Committee

The primary purpose of the Pricing Committee is to review material changes (when escalated by the Executive) to existing client contracts to assess impacts on operational and financial resources and new business propositions for both existing and new clients.

4.2 Diversity and Equality Policy

The FNZ Diversity and Equality policy is a group wide policy that is applicable to FNZ UK. Further, FNZ UK also adheres to the UK anti-harassment, Bullying and Victimisation standard (updated January 2025) and the UK Sexual Harassment Standard (introduced January 2025). FNZ UK values the different perspectives and experiences of its employees and is committed to operating a diverse workforce, in which everyone is treated fairly.

The law protects individuals from discrimination and harassment in the workplace and this policy allows FNZ UK to protect employees, promote diversity and respond to changing demographics and working patterns. The intention is that no employees will receive unfair treatment in the workplace on the grounds of: age, marital status, gender, religion, ethnic origin, ethical beliefs, colour, race, employment status,

disability (including illness), sexual orientation, political opinion, family status and involvement or non-involvement in the activities of a union (this is not an exhaustive list).

The principles are:

- FNZ UK's leaders understand how diversity and inclusion supports the business and are committed to driving this forward.
- FNZ UK seeks to recruit, and retain top talent from the widest possible sources, reflecting the diversity of the available pool of talent.
- All employees are aware that bullying, discrimination, and harassment will not be tolerated on any level, and FNZ UK is committed to dealing with any instances under its Bullying and Harassment Policy.
- All employees will have the same level of access to training and development regardless of whether they are part-time or full-time.
- FNZ UK complies with all legislation to ensure we protect the company and its employees.

The commitments to drive diversity and inclusion forward in the workplace are:

- Deliver training to ensure all employees understand the policy and their responsibilities.
- Monitor equal pay for all genders and job role benchmarking/job design, making improvements where needed.
- Make it possible for employees to achieve a balance between personal and work commitments through flexible working.
- Develop new products and services to help meet the needs of all our customers.
- Track performance in recruitment and make improvements where needed.
- Monitor and review the Diversity and Inclusion policy regularly.
- Utilise fresh perspectives and nurture creativity and innovation.
- Benchmark progress against other organisations to adopt and adapt ideas where appropriate.

The Board regularly monitors both overall gender diversity and senior gender diversity, with annual targets set against each. For 2025, a target was set to have at least 53% female representation overall and 30% senior female representation within FNZ UK. The overall target was just short at the end of the year (49.3%), with senior female diversity exceeding its target (34.5%).

In 2025, FNZ has continued to strengthen its focus on gender diversity through a more targeted and structured approach across the employee lifecycle. Building on the foundations of the Women's Network, the approach now places greater emphasis on senior hiring governance, diverse candidate shortlists, and transparent decision-making to address imbalances in lateral talent flow. Alongside this, FNZ have increased the visibility of senior female role models, including leadership-sponsored initiatives, to reinforce top-down commitment. Programmes now extend more deliberately into networking, mentorship and sponsorship, supporting the progression of mid-level female talent into senior roles. These efforts are complemented by continued investment in early careers pipelines and clear, transparent career pathways, ensuring a sustainable and balanced leadership pipeline over the long term.

5. Own Funds

Under MIFIDPRU 8.4 (Own funds), FNZ UK must disclose the following information:

- a) a reconciliation of common equity tier 1 items, additional tier 1 items, tier 2 items, and the applicable filters and deductions applied in order to calculate the own funds of the firm,
- b) a reconciliation of (a) with the capital in the balance sheet in the audited financial statements of the firm, and
- c) a description of the main features of the common equity tier 1 instruments, additional tier 1 instruments and tier 2 instruments issued by the firm.

MIFIDPRU 8.4 requires the above information to be presented in the template found in Appendix 1.

A summary of the own funds as at the reference date is presented below:

Item	Amount (GBP 000's)
Fully paid-up capital instruments	203,754
Share premium	133,243
Retained earnings	133,310
<i>Other reserves</i>	(1,806)
<i>Deductions from common equity tier 1 capital 2</i>	(661)
Own Funds	467,840

² Deduction for intangible assets

6. Own Funds Requirement

The Own Funds requirement establishes the ‘base’ or ‘minimum’ amount of regulatory own funds that must be held at all times by an investment firm.

The own funds requirement for a non-SNI MIFIDPRU firm, such as FNZ UK is **the higher of:**

- its permanent minimum own funds requirement under MIFIDPRU 4.4;
- its fixed overheads requirement under MIFIDPRU 4.5; or
- its K-factor requirement under MIFIDPRU 4.6.

6.1 Own Funds Requirement

MIFIDPRU 8.5 specifies a breakdown for the disclosure of the KFRs, split into the sum of each of the following groupings, which essentially reflect:

- assets for which the firm is responsible (K-AUM, K-CMH and K-ASA)
- execution activity undertaken by the firm (K-DTF and K-COH)
- its exposure-based risks (K-NPR, K-CMG, K-TCD, K-CON)

FNZ UK calculates fixed overheads using the subtractive approach proposed by the EBA Regulatory Technical Standards (‘RTS’) own funds requirements based on Fixed Overheads (EBA/RTS/2014/01) as amended by MIFIDPRU 4.5.3R, whereby variable cost items are deducted from the total audited expenses. The FOR is a quarter of the relevant expenditure. Given the growth of FNZ UK, and in compliance with MIFIDPRU 4.5.7, the FOR is calculated based on the projected relevant expenditure, rather than the relevant expenditure from the preceding year.

FNZ UK does not have regulatory permissions to deal on own account, therefore as at 31 December 2025, the calculation for the exposure-based risks, including the K-CON was zero.

FNZ UK’s own funds requirement as at the reference date is summarised below:

Item	Breakdown of own funds requirement	
	Amount (GBP 000’s)	
Permanent Minimum Requirement (A)	150	
Fixed Overheads Requirement (B)	55,471	
K-Factor Requirements (C)	54,657	
- K-AUM, K-CMH and K-ASA	52,822	
- K-DTF and K-COH	1,835	
- K-NPR, K-CMG, K-TCD and K-CON	n/a	
Own Funds Requirement [Max of A, B or C]	55,471	

6.2 Overall Financial Adequacy Rule approach (‘OFAR’)

The OFAR, as laid out in MIFIDPRU 7, requires that FNZ UK must, at all times, hold own funds and liquid assets which are adequate, both as to their amount and their quality, to ensure that:

- FNZ UK is able to remain financially viable throughout the economic cycle, with the ability to address any material potential harm that may result from its ongoing activities, and
- FNZ UK’s business can be wound down in an orderly manner, minimising harm to consumers or to other market participants.

The ICARA process sets out the minimum requirements for FNZ UK, areas where additional financial resources need to be held to ensure FNZ UK has adequate financial resources at all times and how FNZ UK ensures availability of these resources in the form of own funds and liquid assets. FNZ UK has

assessed, through its ICARA process, that it holds sufficient own funds and liquid assets to comply with the Overall Financial Adequacy Rule (MIFIDPRU 7.5.2R) under both business-as-usual and stressed conditions.

The ICARA is the cornerstone of FNZ UK's risk management. It is a continuous process that:

- identifies and monitors potential material harms and their underlying risks;
- considers and develops appropriate financial and non-financial mitigants to minimise the likelihood of risk crystallisation and the impact of potential material harm;
- assesses own funds and liquid assets requirements on an ongoing basis against BaU and stressed operating conditions;
- develops and implement appropriate and credible recovery actions tied to specific intervention points to restore own funds and/or liquid assets where there is a risk of breaching threshold requirements; and
- develop and implement a robust and comprehensive wind-down plan including timelines for when and how the plan is to be triggered and administered over the wind down horizon.

The overall own funds resources and liquid assets that FNZ UK hold are based on the regulatory requirements (as set out in MIFIDPRU) and FNZ UK's internal buffers.

FNZ UK reviews its ICARA process and updates the ICARA document at least every 12 months or more frequently if there are material changes to the business model or operating model.

7. Remuneration

7.1 Remuneration Governance

The purpose of the Remuneration Code is to ensure firms establish, implement, and maintain remuneration policies, procedures and practices that are consistent with, and promote, sound and effective risk management. The Remuneration Code applies to 'Remuneration Code Staff' ('Code Staff'). The remuneration policy is in line with the business strategy, objectives, values, and long-term interests of the firm. The remuneration policy also has measures to avoid conflicts of interest.

Code Staff are defined as employees whose professional activities have a material impact on FNZ UK's risk profile, in accordance with SYSC 19G and include senior management (including Senior Management Functions) risk takers, staff engaged in control functions and any employee receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers, whose professional activities have a material impact on FNZ UK's risk profile.

In line with guidance provided by the FCA for a Non-SNI Investment firm a Remuneration Committee has been appointed and is responsible for setting and overseeing FNZ UK's policy on all aspects of remuneration. FNZ UK's remuneration is reviewed annually by the Remuneration Committee to ensure that it remains consistent with the Remuneration Code principles and FNZ UK's business objectives. FNZ UK became a large Non-SNI Investment firm in June 2023.

The Remuneration Committee is comprised of three members, all of whom are independent Non-Executive Directors.

The Committee met seven times during 2025.

The Committee did not utilise external consultants during the year.

7.2 Remuneration Principles

The following principles of remuneration are applied across FNZ UK:

- **Competitive Total Reward** - Consideration of market pay within relevant sector (Tech, Fintech and Financial Services) and geography.
- **Fair and Consistent** - Reward decisions that are compliant and equitable, subject to the job/role/level, individual's experience, performance over time.
- **Pay for Performance** - Rewarding according to Company and individual achievements / performance. Superior awards for outstanding Performers.
- **Affordable** - Balancing cost and value in an appropriate way.
- **Cares about people and their families** - Supporting employees and their families through a competitive benefit offering.

7.3 Link between Pay and Performance

Remuneration at FNZ UK is made up of fixed and variable components. FNZ UK is treated as one business unit.

- **Fixed remuneration** is set in line with market competitiveness at a level to retain, and when necessary, attract skilled staff.
- **Variable remuneration** - FNZ UK operates an annual bonus scheme for which all employees are eligible. As part of that scheme, bonuses are considered and paid on an annual basis. Bonuses are determined based on:
 - the performance of an individual in contributing to the success of FNZ UK,
 - meeting financial and non-financial targets (including conduct),

- adherence to effective risk management and compliance requirements, in line with the risk profile of FNZ UK,
- alignment with culture, and promotion of equality and diversity.

Objectives are set annually on an individual basis and individual performance is reviewed based on achievement of such goals; and the performance of the business unit and the overall results of FNZ.

The measurement of financial performance will be based principally on EBITDA and not on revenue or turnover.

Awards granted will reflect the financial performance of FNZ and FNZ UK and as such, variable remuneration may be reduced due to negative financial performance.

FNZ UK will not ordinarily make any bonus awards should it make a loss. In exceptional circumstances, such payments can be considered. In such cases, the Remuneration Committee will consider and document its decisions.

Bonuses are subject to malus and clawback, under which payments may be cancelled, reduced or clawed back in certain circumstances.

For 2024, no bonus payments were allocated. FNZ UK, however, did operate a Special Payment Scheme for top performing employees to recognise past and future performance and contribution to promote Employees' continued contribution to delivery of FNZ's strategic plan. The Special Payments Scheme had a two-year claw back and is not considered to be common practice.

The scheme payments were made in 2025 and had no material impact on the capital or liquidity held by FNZ UK. The scheme does not incentivise risk taking activities and has appropriate consideration of the risk profile and activities of FNZ UK (as set out in Section 2 of this document and other ICARA documentation).

The Risk and Compliance function advise on both ex-ante and ex-post risks (e.g. liquidity, conduct, operational, capital risks) throughout the year and consideration is given by the Remuneration Committee of such risks at both the time of determination of any bonus and the time of payment. Any risk and compliance concerns are flagged and considered with relation to the annual reward proposals. In addition, on at least an annual basis, Risk, Compliance and/or Internal Audit review FNZ UK's remuneration policy and the implementation of FNZ UK's remuneration policy to provide reasonable assurance it aligns to regulatory requirements and to FNZ UK's remuneration policy. In certain circumstances, annual bonus outcomes may be adjusted downwards in respect of current and future risks.

No variable remuneration payments are guaranteed.

Where payable, severance payments are determined in a manner reflective of the role and remuneration of the individual involved, the circumstances in which they leave FNZ UK, and so as not to reward failure. Typical severance payments range from 1-3 months' salary dependent upon length of service and are made following a period of garden leave if applicable.

The remuneration of the Control Functions (Risk and Compliance) is overseen by the Remuneration Committee.

FNZ prohibits any exemption from the Remuneration Code regarding personal investment strategies, pension policy or recurring remuneration through any form of instrument/vehicle. The types of Material Risk Takers that FNZ UK has identified are set out below:

- Members of the Executive Committee, Board members and Senior Management (if not a Senior Management Function) (SYSC 19G 5.3.R (1), (2),(3);

- Staff member has managerial responsibility for business units that are carrying on regulated activities specifically SYSC 19G 5.3. R 4 (a) and (b). FNZ UK is not carrying on other regulated activities as listed in this section.
- Staff member has managerial responsibilities for the activities of a control function (including prevention of money laundering and terrorist financing) SYSC 19 5.3 R (5) and (6);
- Staff member is responsible for managing a material risk within the firm SYSC 19 5.3 R (7);
- Staff member is responsible for managing one of the following activities SYSC 19 5.3 R (8):
 - information technology;
 - information security;
 - outsourcing arrangements; and
 - Staff member has authority to take decisions approving or vetoing the introduction of new products SYSC 19 5.3 R (9).
- FNZ also considers the seniority of staff, their reporting lines, their ability to make key strategic decisions and responsibilities to determine whether they can have a material impact on the risk profile of FNZ UK. This includes consideration of the group matrix management structure, inter-company relationships and other relevant regulatory guidance. Furthermore, FNZ considers all types of risks involved in its professional activities. These may include prudential, operational, market, conduct and reputational risks.

There are two management equity schemes (MEP and MIP) allowing equity participation in the FNZ Group, both of which are considered to be long-term reward. Under the MEP, certain employees and other specific individuals (including Executive and Non-Executive Directors) hold direct and/or indirect ownership interests in FNZ, the value of which will depend on the achievement of value-creation hurdles. All MEP interests have now exceeded the original four-year vesting schedule and are fully vested.

Under the MIP, certain employees and other specified individuals (including Executive and Non-Executive Directors) hold beneficial ownership interests in FNZ, the value of which will depend on the achievement of value-creation hurdles. Awards under the MIP vest over the long term, with a proportion vesting annually.

Any participation in the MEP and MIP is funded by a cash bonus and invitation to participate in a co-investment opportunity. Returns from this co-investment opportunity are not considered “compensation”.

7.4 Quantitative Remuneration Disclosures

FNZ UK operates as a single business unit. For the year ended 31 December 2025, aggregate remuneration for all staff in FNZ UK was £84.6m.

The aggregate quantitative information has been broken down into the following categories:

1. Senior Management: defined as executives whose roles need to be approved by the FCA under the Senior Management Functions (SMFs).
2. Other Material Risk Takers ('MRT'): defined as per SYSC 19G.5 a staff member at a Non-SNI MIFIDPRU investment firm whose professional activities have a material impact on the risk profile of FNZ UK or of the assets that FNZ UK manages.
3. Other Staff.

Fixed and Variable Remuneration of Code Staff (£'000)				
Remuneration Type	Senior Management	Other MRTs	Other Staff	Total
Fixed	4,701	2,412	71,625	78,739
Variable	634	787	4,439	5,860
- of which Cash	634	787	4,439	5,860
- of which Shares	-	-	-	-
- of which Share-linked instruments	-	-	-	-
- of which Other	-	-	-	-
Total Staff Payout	5,335	3,199	76,065	84,599
Number of Staff	23	27	1,879	

For the financial year ending 31 December 2025, in relation to the MIFIDPRU 8.6.8 R (5) disclosures (severance payments) FNZ UK is taking advantage of the exemption in MIFIDPRU 8.6.8 R (7), to prevent individual identification.

7.5 Remuneration of the Board of Directors

Remuneration for Non-Executive Board members is set at a level that is aligned to market and reflects the qualifications and competencies required in view of FNZ UK's size and complexity, and the time the Board members are expected to allocate to fulfil their duties as Board members.

Non-executive Board members do not receive performance-based remuneration or pension contributions.

Where investment opportunities are offered to Non-Executive Directors in the Group, prior shareholder approval is sought. Neither allocation nor vesting is subject to performance criteria.

8. Investment Policy

For the financial year ending 31 December 2025, FNZ UK did not have any investments meeting the requirements laid out in MIFIDPRU 8.7.6 R. All the investments FNZ UK has are in its nominee companies which are dormant and used to ensure compliance with the FCA CASS rulebook.

Appendices

Appendix 1 – Own Funds: Composition of regulatory own funds as at 31 December 2025

Composition of regulatory own funds as at 31 December 2025			
	Item	Amount (GBP 000's)	Source of the balance sheet in the audited financial statements
1	OWN FUNDS	467,840	
2	TIER 1 CAPITAL	467,840	
3	COMMON EQUITY TIER 1 CAPITAL	467,840	
4	Fully paid-up capital instruments	203,754	(a)
5	Share premium	133,243	(b)
6	Retained earnings	133,310	(c)
7	Accumulated other comprehensive income		
8	Other reserves	(1,806)	(d)
9	Adjustments to CET1 due to prudential filters		
10	Other funds	-	
11	(-) TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	(661)	(e) & (f)
19	CET1: Other capital elements, deductions and adjustments	-	
20	ADDITIONAL TIER 1 CAPITAL	-	
21	Fully paid up, directly issued capital instruments	-	
22	Share premium	-	
23	(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1	-	
24	Additional Tier 1: Other capital elements, deductions and adjustments	-	
25	TIER 2 CAPITAL	-	
26	Fully paid up, directly issued capital instruments	-	
27	Share premium	-	
28	(-) TOTAL DEDUCTIONS FROM TIER 2	-	
29	Tier 2: Other capital elements, deductions and adjustments	-	

Appendix 2 – Own Funds: reconciliations and description of the main features

Own funds: reconciliation of regulatory own funds to balance sheet in the audited financial statements			
Item		Balance sheet as in published/audited financial statements	Cross reference to Appendix 1
		As at 31 December 2025 (GBP 000's)	
Assets – Breakdown by asset classes according to the balance sheet in the audited financial statement			
	Non-current assets		
1	Property, plant and equipment	39,763	
2	Intangible assets	458	(e)
3	Contract assets	377,981	
4	Deferred tax asset	203	(f)
	Total non-current assets	418,405	
	Current assets		
5	Cash and cash equivalents	120,017	
6	Trade and other receivables	188,937	
7	Derivative financial instruments	628	
8	Contract assets	162,429	
9	Current tax asset		
	Total current assets	472,011	
	Total assets	890,416	
Liabilities – Breakdown by liability classes according to the balance sheet in the audited financial statements			
	Current liabilities		
10	Trade and other payables	309,698	
11	Contract liabilities	13,644	
12	Current tax liability		
13	Lease liabilities	9,467	
14	Derivative financial instruments		
15	Borrowings	27,578	
	Total current liabilities	360,387	
	Non-current liabilities		
15	Contract liabilities	15,767	
16	Lease liabilities	35,341	
17	Trade and other payables	6,800	
18	Other provisions	3,620	
	Total non-current liabilities	61,528	
	Total liabilities	421,915	

Own funds: reconciliation of regulatory own funds to balance sheet in the audited financial statements			
Item		Balance sheet as in published/audited financial statements	Cross reference to Appendix 1
		As at 31 December 2025 (GBP 000's)	
Shareholders' Equity			
19	Share capital	203,754	(a)
20	Share premium	133,243	(b)
21	Retained earnings	133,310	(c)
22	Foreign currency translation reserve	(1,806)	(d)
	Total Shareholders' Equity	468,501	

Own funds: main features of own instruments issued by the firm

The Company's Own Funds consist solely of Common Equity Tier 1 instruments which are compliant with the requirements under Article 26 of the UK CRR. The features of the share capital issued are highlighted in the table below.

Features of Share Capital													
Issuer	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd
Unique Identifier	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement
Governing laws of the instrument	UK	UK	UK	UK	UK	UK	UK	UK	UK	UK	UK	UK	UK
Regulatory treatment													
Transitional CRR rules	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1
Post-transitional CRR rules	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1
Eligible at solo/(sub)-consolidated /solo & (sub)-consolidated	Solo	Solo	Solo	Solo	Solo	Solo	Solo	Solo	Solo	Solo	Solo	Solo	Solo
Features of Share Capital													
Issuer	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd	FNZ (UK) Ltd
Unique Identifier	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement
Governing laws of the instrument	UK	UK	UK	UK	UK	UK	UK	UK	UK	UK	UK	UK	UK
Regulatory treatment													
Transitional CRR rules	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1
Post-transitional CRR rules	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1	Common Equity Tier 1
Eligible at solo/(sub)-consolidated /solo & (sub)-consolidated	Solo	Solo	Solo	Solo	Solo	Solo	Solo	Solo	Solo	Solo	Solo	Solo	Solo
Instrument type (types to be specified by each jurisdiction)	Ordinary shares	Ordinary shares	Ordinary shares	Ordinary shares	Ordinary shares	Ordinary shares	Ordinary shares	Ordinary shares	Ordinary shares	Ordinary shares	Ordinary shares	Ordinary shares	Ordinary shares

Amount recognised in regulatory capital (millions, at most recent reporting date)	£1.1m	£3.8m	£2.5m	£1.4m	£0.3m	£6.5m	£5m	£1.5m	£8m	£100m	£129m	£30.3m	£47.6m
Nominal amount of instrument	£1	£1	£1	£1	£1	£1	£1	£1	£1	£1	£1	£1	£1
Issue Price	£1	£1	£25,000	£13,966	£3,466	£1	£1	£1	£1	£1	£0	£1	£1
Redemption price	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Accounting classification	Shareholders' equity	Shareholders' equity	Shareholders' equity	Shareholders' equity	Shareholders' equity	Shareholders' equity	Shareholders' equity	Shareholders' equity	Shareholders' equity	Shareholders' equity	Shareholders' equity	Shareholders' equity	Shareholders' equity
Original date of issuance	26-Apr-05	23-May-16	23-May-16	28-Jun-16	28-Jun-16	31-Dec-16	28-Jun-19	23-Oct-19	29-Sep-20	29-Dec-23	02-Sep-24	05-Nov-24	17-Apr-25
Perpetual or dated	Perpetual	Perpetual	Perpetual	Perpetual	Perpetual	Perpetual	Perpetual	Perpetual	Perpetual	Perpetual	Perpetual	Perpetual	Perpetual
Original maturity date	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Issuer call subject to prior supervisory approval	No	No	No	No	No	No	No	No	No	No	No	No	No
Optional call date, contingent call dates and redemption amount	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Coupons/dividends													
Fixed or floating	Floating	Floating	Floating	Floating	Floating	Floating	Floating	Floating	Floating	Floating	Floating	Floating	Floating
Coupon rate and any related index	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Existence of a dividend stopper	No	No	No	No	No	No	No	No	No	No	No	No	No
Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary
Fully discretionary, partially discretionary or mandatory (in terms or amount)	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary

Existence of step up or other incentive to redeem	No	No	No	No	No	No	No	No	No	No	No	No	No
Noncumulative or cumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative
Convertible or non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible
Write-down features	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Position in subordination hierarchy in liquidation	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Non-compliant transitioned features	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

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