PJT Partners (UK) Limited

MIFIDPRU RULE 8 DISCLOSURES

31 December 2025

1. Introduction

1.1 PJT Partners (UK) Limited (the "**Firm**") is authorised and regulated by the Financial Conduct Authority ("**FCA**") of the United Kingdom. The Firm was incorporated on February 5, 2015, as a registered company in the United Kingdom.

1.2 The Firm is an indirect subsidiary of PJT Partners Inc., a publicly traded holding company listed on the New York Stock Exchange ("**PJT**").

1.3 The Firm acts as a financial advisor and is classified as a non-small and non-interconnected MIFIDPRU investment firm ("**Non-SNI MIFIDPRU Investment Firm**") for the purposes of the rules in the Prudential sourcebook for MiFID Investment Firms ("**MIFIDPRU**").

1.4 The Firm's governing body is its Board of Directors (the "**UK Board**").

1.5 Under the FCA rules (specifically Chapter 8 of MIFIDPRU), the Firm is required to make specific disclosures relating to its:

- Risk Management Objectives and Policies;
- Governance Arrangements;
- Own Funds; and
- Remuneration Policy and Practices.

1.6 The Firm's disclosures have been prepared on a solo entity basis as of 31 December 2025, being the date of the last audited annual financial statements.

1.7 These disclosures have been approved by the UK Board and have been produced solely for the purposes of satisfying the MIFIDPRU Rule 8 regulatory requirements.

1.8 In complying with such requirements, a Non-SNI MIFIDPRU Investment Firm must generally provide a level of detail in its qualitative disclosures that is appropriate to its size and internal organisation, and to the nature, scope, and complexity of its activities.

2. Significant changes since last Disclosure Period

2.1 The Firm confirms that there are no significant changes to the information disclosed when compared to previous disclosure periods.

3. Risk Management Objectives and Policies

3.1 The principal regulated activity of the Firm is the provision of fund placement and fund related private capital solutions (i.e. secondary advisory) services which are provided on a sub-advisory basis to PJT Partners LP and PJT Partners Park Hill (Spain) A.V., S.A.U., both of which are group affiliate companies of the Firm. These services include the following product groups: private equity, real estate, alternative credit/hedge funds and private capital solutions. This business line is commonly referred to as 'PJT Park Hill' in the broader marketplace. In addition, the Firm also provides strategic advisory and restructuring and reorganisation advisory services to corporations, financial sponsors, institutional investors and governments. These services are not regulated activities.

3.2 In connection with its activities, the Firm is committed to maintaining a robust risk management framework that enables it to:

- Identify potential risks and vulnerabilities that may impact the Firm's operations and achievement of business objectives.
- Assess and prioritize risks based on their potential impact and likelihood of occurrence.
- Develop and implement effective risk management strategies to avoid, mitigate, transfer, or accept identified risks in alignment with the Firm's risk appetite and tolerance levels.
- Monitor and review risks in a manner designed to ensure that the Firm's risk management strategies remain effective and relevant.
- Foster a culture of risk-awareness by promoting open communication about risk-related matters and accountability.

3.3 The Three Lines of Defence model is used by the Firm to facilitate effective governance and risk management practices. It assists the Firm in establishing clear lines of responsibility, independence and transparency in managing risks.

- First Line of Defence: Represents the business operations and corporate functions of the Firm. This includes departments and individuals directly involved in producing products or delivering services. The First Line of Defence conducts the day-to-day operations and is responsible for managing risks inherent in their processes and activities.
- Second Line of Defence: Represents the corporate functions including Compliance. The Second Line of Defence provides oversight and guidance to the First Line, including independent monitoring and support. It also establishes and enforces the risk management framework and the policies and procedures for managing risk.
- Third Line of Defence: The Internal Audit function is independent of the First and Second Lines of Defence and provides objective assurance on the effectiveness of the Firm's governance, risk management, and internal control processes. It assesses whether the First and Second Lines are functioning effectively in managing risks and implementing controls.
- Corporate functions including Legal, Compliance, Human Resources, Finance and Technology have a dual role as First and Second Lines of Defence, having both operational and risk oversight responsibilities. In their operational capacity, corporate

functions are responsible for executing day-to-day activities, implementing controls, and managing risks within their domain. In their oversight capacity, the same corporate functions develop policies, provide guidance and monitor the effectiveness of the First Line's risk management practices.

3.4 The Firm's risk management framework (the "RM Framework") is designed to provide a structured and systematic process to proactively manage risks, enhance decision making, and support the Firm's business objectives. It helps the UK Board and senior management understand how risks can impact the achievement of objectives and make informed decisions to mitigate risks accordingly. The RM Framework comprises the following:

Risk Governance

Risk governance consists of the Firm's risk management policy, risk appetite statement, and assignment of risk management responsibilities to appropriate committees or individuals:

- The Firm's risk management policy (the "**Policy**") outlines the principles and processes that support the risk oversight responsibility of the UK Board and risk oversight and management activities of senior management. The Policy is designed to promote a structured and systematic approach to identify, assess, mitigate, and monitor risks.

- The Firm's risk appetite statement defines the types and aggregate levels of risk that the Firm is willing to accept in pursuit of its business objectives. It includes qualitative statements and guidelines as well as quantitative metrics and exposure tolerances.

- The risk governance structure facilitates efficient and comprehensive supervision of risk exposures and processes.

- The UK Board is responsible for overseeing the RM Framework, including the Firm's risk appetite and philosophy. The UK Board reviews and approves the Policy, oversees the effectiveness of risk mitigation strategies and monitors significant risk exposures. The Firm has also established an Operating Committee which is made up of senior Firm management. This Committee meets regularly to discuss the operations of the Firm and is responsible for implementing and executing the RM Framework. Business unit and corporate function leaders are responsible for identifying, assessing and mitigating risks within their functional areas, implementing controls and reporting risk exposures to Firm management.

Risk Identification and Assessment

Risk identification and assessment entails identifying risks across the Firm through risk assessments, internal audits, risk incidents, stakeholder feedback and industry analysis. Identified risks are assessed in terms of their potential impact and likelihood of occurrence to prioritize them based on their significance. Firm management and the UK Board review the key risks annually as part of the internal capital and risk assessment process (the "**ICARA**") for potential amendments.

Control Evaluation

Control evaluation determines the effectiveness of existing controls in mitigating risks and identifying control gaps and areas for improvement. Control evaluations are conducted by the Firm:

- Periodically to assess the effectiveness of controls and identify opportunities for improvement, considering factors such as control design adequacy and implementation

effectiveness. Controls include policies, procedures, systems, and other measures designed to mitigate risks.

- By individuals who are directly responsible for the activities and processes being evaluated to ensure a comprehensive and accurate understanding of the risks and controls within the Firm.

- In workshop sessions to encourage active participation, interactive discussion and diverse perspectives.

Risk Response and Mitigation

Mitigation strategies and controls are developed for significant risks. These may include strategies to avoid, transfer, mitigate or accept risks.

Risk Monitoring and Reporting

Risk monitoring is conducted to evaluate the effectiveness of risk mitigation strategies and controls and to assess changes in risk profiles. The Firm uses Key Risk Indicators (KRIs) to identify any increase in risk exposure. Regular monitoring of KRIs assists in early detection of potential issues. The Firm also monitors external factors such as market trends, regulatory changes, and geopolitical events that might affect its risk profile. Risk assessments are conducted periodically to evaluate any changes in identified risks' impact or likelihood and potential new key risks. Regular risk reports are generated for the UK Board and Firm management on risk exposures, trends, effectiveness of mitigation efforts and management actions.

In the context of the ICARA process, the Firm has identified the following principal risks:

Regulatory Compliance and Conduct Risk

Regulatory compliance risk is the risk of failure to comply with law and regulations applicable to the Firm's activities. The Firm maintains a framework of compliance with relevant law and regulations and seeks to maintain positive relationships with regulators. The Firm has numerous internal policies and procedures with which employees regularly attest that they are complying with, in addition to which regular training is also provided. The Firm also employs a dedicated Legal and Compliance team to support, monitor and maintain a comprehensive culture of compliance.

Conduct risk is the risk that detriment is caused to the Firm, its clients and the markets in which the Firm operates because of the inappropriate execution of business activities or operations. Any poor conduct carried out by the Firm's employees or a failure by the Firm to manage conduct utilising the systems and controls it has implemented could impact the Firm's ability to continue to execute its business. The Firm has a robust culture of governance which ensures that conduct risk is one of the primary areas of focus for the UK Board and senior management, supported by regular staff training and an embedded compliance culture within the Firm.

Reputational Risk

Reputational risk is the risk that an incident could result in the Firm being perceived in an adverse manner by clients, regulators, employees, shareholders and/or the public. It may occur as a result of poor client service, errors in business processes, legal actions against the Firm or sanctions imposed by the FCA or other regulators or negative publicity relating to the Firm or clients of the Firm, whether such coverage is true or false. Reputational risk is managed by means of implementation of appropriate policies and procedures

throughout the lifecycle of a client engagement from onboarding to transaction close. In terms of the Firm's employees, only those individuals assessed to have the appropriate skills and who demonstrate the highest degree of integrity are hired into the Firm and their adherence to the Firm's business and ethical standards is monitored on a regular basis.

Financial Risk

The financial risks that the Firm faces are credit risk, market risk and liquidity risk. Credit risk principally arises from exposure to client receivables by way of fees and expenses and the Firm's cash placed on deposit with financial institutions. The Firm does not engage in any lending activities. The Firm manages credit risk with financial institutions by maintaining relationships with reputable firms and constant monitoring of cash balances. Credit risk arising from client receivables exists due to the back-ended nature of invoicing clients and the extended time frame of certain transactions. The Firm manages its credit risk by actively monitoring collections, regular contact with clients regarding outstanding receivables and using strategies such as monthly retainers, where applicable, to ensure timely payment for services. In terms of market risk, the Firm does not speculate on financial markets and therefore is only exposed to foreign exchange risk arising from certain clients which is actively managed. Liquidity risk arises from an inability to generate sufficient cash resources to cover daily cash flow requirements. The Firm manages this risk by maintaining adequate reserves and regular monitoring of its short and long term obligations to ensure the Firm can meet its cash obligations even in a stressed business environment.

Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events/factors (such as cyber-attacks) and includes legal risk. It is inherent in every business organisation and covers a broad spectrum of matters.

In order to reduce operational risk, the Firm has established and monitors internal control systems to prevent, detect and mitigate operational risk exposures. Each business unit and corporate function is required to identify and assess its operational risks and ensure that they are monitored and managed effectively. Key elements of operational risk that are relevant to the Firm include:

- Personnel risks: The hiring, retention and motivation of appropriately skilled employees within the Firm's working environment is fundamental to its success and operational functioning. The management of this risk is held within each business line with the assistance of the available resources of the Human Resources team.

- Information technology and cyber security risk: The Firm's information technology infrastructure plays an increasingly important role in the day to day running of the Firm. The IT infrastructure is managed to ensure system availability and capacity to meet business requirements as well as to protect against natural and manmade threats, including cyberattacks.

  PJT, including the Firm, has implemented a cybersecurity and technology risk program (the "Program") based on current industry standards. The Program is designed to protect critical assets, scale with business growth and identify and mitigate threats, enabling us to securely conduct the Firm's business. It incorporates policies and procedures designed to protect the Firm's systems and data, such as establishing network perimeter security, managing system access, monitoring user activity and maintaining physical security. Other components of the Program relate to assessing, identifying and managing risks from cybersecurity threats including annual cybersecurity training for all employees, regular review and update of business critical

and financial systems and the use of a variety of tools and methods to manage access to, and maintain the integrity of, information systems. External penetration tests are performed periodically to identify certain potential vulnerabilities, and the Firm maintains a business continuity plan, which is tested annually. In cases where the Firm uses third-party service providers, each such provider is evaluated at onboarding for compliance with the Firm's cybersecurity standards. The Firm also has a cyber incident response plan to guide its response to cybersecurity incidents.

4. **Governance Arrangements**

Oversight of Governance Arrangements by the UK Board

4.1 The Firm, as a Non-SNI MIFIDPRU Investment Firm, is subject to the organisational requirements in 4.3A.1R of the Senior Management Arrangements, Systems and Controls Sourcebook of the FCA Handbook ("**SYSC**").

4.2 As part of the Firm's governance arrangements and structure, the UK Board defines, oversees and is accountable for the implementation of governance arrangements that ensure effective and prudent management of the Firm. These arrangements include ensuring that the Firm and its individual functions are adequately resourced and ensuring that there is appropriate segregation of duties and responsibilities (for example, appropriate segregation of front office and middle and back office functions, including risk management, operations and compliance functions that are independent of the front office) in a manner that promotes the integrity of the market and the interests of clients.

4.3 Under the Firm's governance arrangements, the UK Board also ensures that conflicts of interest between the interests of the Firm and the interests of a client (or between the interests of multiple clients) are avoided or managed appropriately, again, in a manner that promotes the integrity of the market and the interests of clients. This is predominantly achieved through a comprehensive conflicts of interest policy and the establishment of a specific procedure for managing any *ad hoc* conflicts that arise which are not covered by the Firm's conflicts of interest policy.

4.4 The UK Board is responsible for:

- the business and conduct of the Firm;
- approving and overseeing the implementation of the Firm's strategic objectives, risk strategy and internal governance;
- overseeing and ensuring the integrity of the Firm's accounting and financial reporting systems;
- board composition / effectiveness; and
- management and resources.

4.5 The UK Board comprises directors who have the necessary knowledge, skills and experience to perform their duties, and have significant relevant experience of being directors / senior managers. The members of the UK Board commit sufficient time to ensure that they can perform their functions within the Firm and to act with honesty, integrity and independence of mind to effectively assess and challenge decisions where necessary and to effectively oversee and monitor management decision-making.

Directorships

4.6 The table below sets out how many directorships each member of the UK Board holds, broken down into executive and non-executive directorships.

4.7 The table below does not include, in respect of each member of the UK Board:

- any directorships the member holds in an organisation which does not pursue a predominantly commercial objective (for example, a charitable organisation or a

company that has been established to own the freehold to a building in which the member lives);

- separate directorships held for multiple entities within the same group (all such directorships are accounted as a single directorship for the purposes of the table below); or

- separate directorships in undertakings in which the Firm holds a qualifying holding.[1]

Member of the Board	Number of executive Directorships	Number of non-executive Directorships	Total number of directorships
Johannes Groeller	1	0	1
Christiana Voskarides	1	0	1
Martin Gudgeon	1	1	2

4.8 **Diversity of the Board, Background and Experience**

The Firm believes that fostering an inclusive culture – which welcomes differing perspectives, backgrounds and beliefs - enables it to provide best-in-class advice to clients and better serve our stakeholders. Accordingly, the Firm aims to hire, develop and retain the best-in-class talent across all levels of the company, including the UK Board itself. As such, our UK Board provides a blend of skills, experiences and varied backgrounds, combined with a commitment to excellence, collaboration and integrity. This ensures the UK Board has the necessary tools to perform its oversight function effectively.

[1] A qualifying holding is a direct or indirect holding in an undertaking which represents 10% or more of the capital or of the voting rights, or which makes it possible to exercise a significant influence over the management of the undertaking in which that holding subsists.

5. Own Funds and Own Funds Requirement

5.1 Own Funds

The Firm is subject to the disclosure requirements stipulated in MIFIDPRU 8.4.1 R. As such, the tables below set out:

- details of common equity tier 1 items, additional tier 1 items, tier 2 items (if any), and the applicable filters and deductions applied in order to calculate the own funds of the Firm (i.e. a composition of regulatory own funds);
- a reconciliation of the Firm's composition of regulatory own funds with the capital in the balance sheet in the audited financial statements of the Firm for the period ended 31 December 2025; and
- a description of the main features of the common equity tier 1 instruments, additional tier 1 instruments and tier 2 instruments, if any, issued by the Firm.

Please see the tables below[2] which set out these disclosures.

A. Composition of regulatory own funds			
#	**Item**	**Amount (GBP '000)**	**Source based on reference numbers/letters of the balance sheet in the audited financial statements**
1	**OWN FUNDS**	53,928	Balance Sheet (Note 11)
2	**TIER 1 CAPITAL**	53,928	Balance Sheet (Note 11)
3	**COMMON EQUITY TIER 1 CAPITAL**	53,928	Balance Sheet (Note 11)
4	Fully paid up capital instruments	25,227	Balance Sheet (Note 11)
5	Share premium	6,273	Balance Sheet (Note 11)
6	Retained earnings	(176,496)	Balance Sheet (Note 11)
7	Accumulated other comprehensive income	-	
8	Other reserves	198,924	Balance Sheet (Note 11)

[2] These are based on prescribed FCA templates set out in MIFIDPRU 8 Annex 1

9	Adjustments to CET1 due to prudential filters	-	
10	Other funds	-	
11	(-)TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	-	
12	CET1: Other capital elements, deductions and adjustments	-	
13	**ADDITIONAL TIER 1 CAPITAL**	-	
14	Fully paid up, directly issued capital instruments	-	
15	Share premium	-	
16	(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1	-	
17	Additional Tier 1: Other capital elements, deductions and adjustments	-	
18	**TIER 2 CAPITAL**	-	
19	Fully paid up, directly issued capital instruments	-	
20	Share premium	-	
21	(-) TOTAL DEDUCTIONS FROM TIER 2	-	
22	Tier 2: Other capital elements, deductions and adjustments	-	

B. Own funds: reconciliation of regulatory own funds to balance sheet in the audited financial statements				
		a	b	c
		Balance sheet as in published/audited financial statements	**Under regulatory scope of consolidation**	**Cross-reference to template OF1**
		As at period end 31 December 2025 **(GBP '000)**	**As at period end 31 December 2025** **(GBP '000)**	

Assets - *Breakdown by asset classes according to the balance sheet in the audited financial statements*				
1	Tangible fixed assets	9,707	n/a	n/a
2	Investments	20,194	n/a	n/a
3	Debtors - Due after one year	125	n/a	n/a
4	Debtors - Due within one year	41,034	n/a	n/a
5	Cash at bank and in hand	61,208	n/a	n/a
	Total Assets	**132,268**	**n/a**	**n/a**
Liabilities - *Breakdown by liability classes according to the balance sheet in the audited financial statements*				
1	Creditors: Amounts falling due within one year	73,793	n/a	n/a
2	Creditors: Amounts falling due after more than one year	4,547	n/a	n/a
	Total Liabilities	**78,340**	**n/a**	**n/a**
Shareholders' Equity				
1	Called-up share capital	25,227	n/a	Tier 1 Own funds (4)
2	Share premium account	6,273	n/a	Tier 1 Own funds (5)
3	Revaluation reserve	(640)	n/a	Tier 1 Own funds (8)
4	Equity reserve	199,564	n/a	Tier 1 Own funds (8)
5	Profit and loss account	(176,496)	n/a	Tier 1 Own funds (6)
	Total Shareholders' equity	**53,928**	**n/a**	

C. Own funds: main features of own Instruments issued by the Firm
Total ordinary shares allotted of 25,227,134, of which 23,448,333 are fully paid up at par value of £1 and 1,778,801 at a premium of £3.53 per share.

5.2 Own Funds Requirements

As a Non-SNI MIFIDPRU Investment Firm, the Firm is subject to two requirements for own funds: a basic requirement and a threshold requirement.

The basic requirement is calculated as the higher of:

- **Permanent Minimum Requirement ("PMR")**
  This is the minimum amount of capital the Firm is required to hold at all times in accordance with MIFIDPRU 4.4. This is £75,000 based on the services that the Firm is authorised to perform.

- **Fixed Overhead Requirement ("FOR")**
  This is an amount equal to one quarter of the relevant expenditure for the previous audited financial year. Although based on prior year accounts, investment firms need to monitor current year relevant expenditure to ensure the FOR does not change by more than 30% or £2 million.

- **K-Factor Requirement ("KFR")**
  These are quantitative indicators that aim to target risks that an investment firm may pose to its clients, the markets in which it operates and the firm itself. Calculation rules are quantified in MIFIDPRU 4.6. The Firm has considered the KFR and determined that none are applicable due to the nature of the activities that the Firm is authorised to perform.

The threshold requirement is the basic requirement plus any additional requirement to mitigate the risk of harm from ongoing business operations and the wind-down requirement.

- **Ongoing Business Operations**
  The Firm has used its knowledge of its business activities and model to identify potential harms from its ongoing business operations that cannot be mitigated by other means and assessed whether additional own funds are required to be quantified. This exercise has yielded an additional capital requirement of £2.27 million to cover the Firm's assessment of information technology risks.

- **Orderly Wind-Down**
  The Firm has also assessed the level of own funds that it would need to wind down the Firm in an orderly manner taking into account potential material harms that the Firm has identified as a result of such winding down and additional liabilities that may arise. As the Firm operates both regulated and unregulated activities, the wind-down has been prepared solely in relation to its regulated activities.

The below table relates to the Firm's own funds requirements under MIFIDPRU 4.3.

<table>
<tr><td rowspan="4">K-Factor Requirement (calculated by the Firm in accordance with MIFIDPRU 4.6)</td><td rowspan="4">The Firm's K-Factor Requirement is:

Nil</td><td>The Firm's K-Factor Requirement can be further broken down as follows:</td></tr>
<tr><td>the sum of:
- K-AUM, K-CMH and K-ASA requirement;

which is: N/A</td></tr>
<tr><td>the sum of:
- the K-COH and K-DTF requirement;

which is: N/A</td></tr>
<tr><td>the sum of:
- the K-NPR, K-CMG, K-TCD and K-CON requirement;

which is: N/A</td></tr>
<tr><td>Additional capital to cover operational risk (calculated by the Firm in accordance with MIFIDPRU 4.3)</td><td colspan="2">Additional capital of £2.27 million allocated towards information technology risks</td></tr>
<tr><td>Fixed Overhead Requirement

(calculated by the Firm in accordance with MIFIDPRU 4.5)</td><td colspan="2">The Firm's Fixed Overhead Requirement is:

£32.13 million</td></tr>
</table>

5.3 Approach to assessing the adequacy of own funds

As part of the ICARA process the Firm assesses the adequacy of its own funds in accordance with the overall financial adequacy rule ("**OFAR**") in MIFIDPRU 7.4.7R. In particular, the Firm assesses the own funds it requires to:

- address any potential harms it has identified which it has not been able to mitigate;
- address any residual harms remaining after mitigation;
- ensure an orderly wind-down of its regulated activities.

The Firm is required to perform the ICARA at least annually or at the point of a material change. The ICARA process focuses on identifying and managing risks that could lead to significant harm. The Firm assesses the appropriateness and proportionality of managing or mitigating identified risks through various measures. These may include enhancing internal systems and controls, improving governance and oversight processes. Considering all the potential risks the Firm may conclude that the most feasible way to manage such risks is to hold incremental financial resources above its base obligations. The key components of the ICARA process are as follows:

- Capital and liquidity assessment: An assessment of the Firm's own funds and liquid asset requirements, based on forecasts and business plans, as well as the capital and liquidity required to mitigate risks of harm from its ongoing operations and meet wind-down requirements in relation to its regulated activities.

- Material harms assessment: On an ongoing basis the Firm maintains a "Material Harms Assessment". This involves considering relevant scenarios that may occur in relation to the Firm's activities and identifying potential harms/risks. Those risks are then assessed in terms of likelihood and potential impact and appropriate mitigating measures are implemented.

- Stress testing: The use of severe but plausible scenarios that could affect the Firm's business and operations to test whether the Firm would be able to maintain sufficient own funds and liquid assets to comply with OFAR.

- Wind-down planning: The Firm's wind-down plan defines the circumstances leading to, and the impact of, a decision to wind-down the regulated activities of the Firm. The plan considers potential scenarios which would cause the initiation of a wind-down plan and the resources required to conduct an orderly wind-down. The plan includes a realistic timeline for termination of its regulated business.

6. **Remuneration policy and practices**

The Firm's remuneration policies, practices and procedures are documented in a Remuneration Policy (the **"Policy"**). This Policy implements the requirements of Chapter 19G of SYSC, also known as the MIFIDPRU Remuneration Code (the **"MIFIDPRU Code**" or **"SYSC 19G"**).

Qualitative disclosures

6.1 The Firm's approach to remuneration procedures and practices is appropriate and proportionate to the nature, scale and complexity of the risks inherent in its business model and activities. Since its inception, the Firm's compensation and promotion structure has been designed to encourage the qualities we believe to be necessary for building a sustainable franchise. Compensation is not formulaic and does not include individual revenue pay-outs. For a broad group of employees, discretionary bonuses also typically include a PJT stock component to ensure long-term focus and alignment with the interests of the Firm. The Firm's approach to remuneration is such that:

- its remuneration practices are consistent with, and promote sound and effective, risk management;
- its remuneration practices are in line with the business strategy, objectives and long-term interests of the Firm; and
- payment of variable remuneration will not affect the Firm's ability to ensure a sound capital base.

6.2 **The link between remuneration and performance**

The Firm may pay an annual discretionary bonus to select staff members. The decision of whether to pay or not pay such a bonus and, if to pay, how much, is made on an individualized basis, solely at the discretion of the Firm in consultation, where deemed appropriate, with PJT's Chief Executive Officer, Managing Partner and Chief Human Resources Officer.

Performance Assessment

The Firm ensures that Material Risk Takers ("**MRTs**") performance-related variable remuneration is based on a combination of the assessment of the performance of:

- the individual;
- the business unit in which they primarily operate;
- the overall results of the Firm; and
- the overall results of PJT.

The assessment of MRT performance is part of a framework that ensures:

- the assessment of performance appropriately considers long term performance; and
- the payment of a meaningful portion of performance-based remuneration is spread over a multi-year period that takes account of the business cycle of the Firm and its business risks.

For all staff, when assessing individual performance to determine the amount of variable remuneration to be paid to an individual, the Firm takes into account financial as well as

non-financial criteria. For MRTs, and contingent on the MRTs' specific role, the Firm's non-financial criteria may include having complied with all applicable Firm risk management, compliance and conduct-related policies, or having completed all mandatory compliance-related trainings and attestations.

6.3 **Categories of staff eligible to receive variable remuneration**

For the purpose of the MIFIDPRU Code, PJT acknowledges that "staff" should be interpreted broadly to include the Firm's employees, directors, partners and members, and, where applicable, employees of other entities in the same group, employees of joint service companies, and secondees.

In order to be eligible for a discretionary bonus, staff members must be employed as of December 31 of the year for which the discretionary bonus is being awarded. In addition, the staff member must be employed on the date the discretionary bonus, if any, is paid and not have either received or given notice to terminate their employment or be subject to ongoing disciplinary or performance investigations or procedures.

6.4 **Summary of the decision-making procedures and governance surrounding the development of the Firm's remuneration policies and practices**

The UK Board has adopted remuneration policies and practices in line with the rules and guidance laid down by the FCA and the MIFIDPRU Code, and is responsible for the implementation of such policies and practices. PJT has also established a compensation committee which is made up of members of the board of directors of PJT (the "**Compensation Committee**"). The Compensation Committee has overall responsibility for approving executive compensation plans, policies and programs, ensuring the compensation philosophy aligns with PJT's strategic plan.

The UK Board periodically reviews the Policy (at least annually) in accordance with the guidance and rules in SYSC 19G.3.

The UK Board ensures that the Firm, at least annually, conducts a central and independent internal review of whether the implementation of its remuneration policies and practices complies with the Policy adopted by the UK Board.

In developing its compensation programs, the Firm relies on compensation benchmarking analysis to ensure that its programs are competitive with those of other independent investment banks, including consideration of the cost of equivalent talent in the markets in which it operates. The Compensation Committee has engaged Willis Towers Watson, an independent outside compensation consultant, to provide guidance with respect to the development and implementation of PJT's compensation programs.

6.5 **Material Risk Takers**

The Firm follows SYSC 19G.5 and annually assesses which of its staff are MRTs, by considering:

- whether the staff member's activities have a material impact on the risk profile of the Firm, or the assets managed; and

- whether staff members meet any of the MIFIDPRU Code identification criteria.

A list of the MRTs and supporting documentation is maintained and periodically reviewed by the Firm's control functions.

6.6 Key Characteristics of the Firm's Remuneration Policies and Practices

The Firm categorises all components of remuneration as either fixed or variable remuneration.

Fixed Compensation
Base Salary (including any allowances)
PJT-funded employer pension contributions
Benefits (e.g. private medical insurance cover, life assurance cover, personal accident and illness cover and income protection insurance cover etc.)
Variable Compensation - any compensation other than Fixed Compensation as described above, including but not limited to:
Annual Incentive Compensation (Discretionary Performance-Based) – includes Cash and Long-Term Incentive component
Guaranteed variable remuneration, Buyouts, Retention Awards, Severance

6.7 Risk Adjustment

Determination of the annual incentive compensation accrual includes adjustments for all types of current and future risks and the cost of required capital and liquidity.

The allocation of variable remuneration components takes into account all types of current and future risks identified by the Firm.

The Firm determines at what level the adjustments should be applied (such as business unit and / or individual level as appropriate), which risks are relevant, and which risk adjustment techniques and measures are most appropriate and takes into consideration all types of current and future risks, including both financial risks and non-financial risks.

Total variable remuneration is generally considerably contracted where the financial performance of the Firm and PJT is subdued or negative. Determination of variable remuneration appropriately considers the financial performance of the Firm, the performance of the business unit(s) employees contribute to, as well as the financial performance of PJT.

6.8 Guaranteed Variable Remuneration

The Firm will not award, pay or provide guaranteed variable remuneration (a sign-on bonus, "golden handshake" or lost opportunity award) to an MRT unless, subject to appropriate approvals:

- it occurs in the context of hiring a new MRT;
- it is limited to the first year of service; and

- the Firm has a strong capital base.

6.9 **Severance Payments**

Severance pay (other than for contractually mandated notice periods) will only be made at the Firm's absolute discretion.

Any payments related to early termination of an MRT employment contract will reflect performance achieved over time and will be designed in a way which does not reward failure or misconduct.

Payments under agreements to settle any potential claims against the Firm arising on the termination of an individual's employment will be calculated separately, and where appropriate upon taking independent legal advice, based on the potential value of the claim, costs of defending such a claim, and the commercial rationale for settling it. Any such payment will be recorded as being in settlement of the potential claim(s) rather than simply a payment on early termination. The Firm's Human Resources Department would prepare the necessary calculations with the assistance of legal advice where appropriate.

MRT termination payments are subject to the approval of PJT's Managing Partner and Chief Human Resources Officer.

Quantitative disclosures

6.10 The total number of MRTs identified by the Firm under SYSC 19G.5 was 7.

6.11 Remuneration paid or awarded for the financial year ended 2025 comprised fixed remuneration (base salary) and variable remuneration. The following tables show aggregate quantitative remuneration information for the Firm's "Material Risk Takers" and "Other Staff" according to the following definitions:

- Material Risk Takers: employees whose activities have a material impact on the risk profile of the Firm and have been classified as MRTs; and

- Other Staff: employees whose activities are not deemed to have a material impact on the risk profile of the Firm and have not been classified as MRTs.

Disclosures required under MIFIDPRU 8.6.8R (4) and (5)(a) and (b)	
Disclosures required under MIFIDPRU 8.6.8R (4)	
MRTs	
2025 Total remuneration awarded to MRTs	21,641,931
2025 Fixed remuneration awarded to MRTs	2,464,761
2025 Variable remuneration awarded to MRTs	19,177,170
Disclosures required under MIFIDPRU 8.6.8R (5)(a)	
MRTs	
2025 Number of MRTs that received guaranteed variable remuneration awards	n/a

2025 Total amount of guaranteed variable remuneration awards made to MRTs	n/a
Disclosures required under MIFIDPRU 8.6.8R (5)(b)	
MRTs	
2025 Number of MRTs that received severance payment awards	n/a
2025Total amount of severance payment awards made to MRTs	n/a

Disclosures required under MIFIDPRU 8.6.8R(4) – Other	
2025 Total remuneration awarded to Other Staff	138,755,359
2025 Fixed remuneration awarded to Other Staff	50,108,741
2025 Variable remuneration awarded to Other Staff	88,666,619