

1 Annex I: Public Disclosure Template

1.1 Introduction

The Investment Firms Prudential Regime ('IFPR') is the FCA's prudential regime for MiFID investment firms which aims to streamline and simplify the prudential requirements for UK investment firms. The IFPR came into effect on 1 January 2022 and its provisions apply to Fidera Limited and Fidera Vecta Limited ("the Firms") as an FCA authorised and regulated Firms.

Under the IFPR, the Firms are categorised as follows;

- Fidera Limited is treated as a Non-SNI
- Fidera Vecta is treated as an SNI
- The group is treated as a Non-SNI

The Firms are required to publish disclosures in accordance with the provisions outlined in MIFIDPRU 8 of the FCA Handbook. This disclosure document covers all aspects of the disclosure requirements within the scope of the MIFIDPRU rules applicable to SNIs that have not issued additional tier 1 instruments. Specifically, disclosure relating to the Firms' remuneration policy and practices.

The disclosures are prepared annually. The Firms will consider making more frequent public disclosure where particular circumstances demand it, for example, in the event of a major change to its business model or where a merger has taken place.

The disclosure is published on a company website. <https://www.fidera.eu/regulatory-disclosures/>

The Firms believe that its qualitative disclosures are appropriate to its size and internal organisation, and to the nature, scope, and complexity of its activities.

The annual audited accounts of Fidera Limited and Fidera Vecta Limited set out further information which complements the information in this disclosure. The audited accounts are freely available from UK Companies House.

This document does not constitute any form of financial statement on behalf of Fidera Limited and Fidera Vecta Limited. The information contained herein has been subject to internal review but has not been audited by the Firms' external auditors.

1.2 Objectives

This document sets out the public disclosure under MIFIDPRU 8 for the Firms as of 31 December 2023 which is the Firms' accounting reference date.

As a MIFIDPRU investment Firms, we must establish and implement disclosure requirements to provide investors, stakeholders and wider market participants an insight into how the firms are run. This disclosure sets out the overarching requirements that apply to the Firms.

1.3 Policy and Disclosure Validation

Fidera Limited and Fidera Vecta Limited are committed to having robust internal controls to ensure completeness, accuracy and compliance with the relevant public disclosure regulatory requirements.

This document has been subject to internal governance and verification process in line with the Public Disclosure Policy that the Firms have adopted to ensure compliance with the regulatory requirements contained in MIFIDPRU 8.

The Policy requires internal challenge and oversight prior to approval and publication.

1.4 General Application

As MIFIDPRU investment Firms, we must establish, implement, and maintain gender neutral remuneration policy and practices that are appropriate and proportionate to the nature, scale and complexity of the risks inherent in the business model and the activities of the Firms. Our remuneration policy and practices are gender neutral and do not discriminate employees on the basis of gender or other characteristics.

The Firms are subject to the MIFIDPRU Remuneration Code. We, therefore, commit to complying with the most stringent requirement in instances where the requirements differ, and we can only comply with one. The Firms, therefore, consider which requirement is the most stringent on a provision-by-provision basis.

1.5 Governance

The Remuneration Committee is responsible for the Firms' remuneration policy.

1.6 Performance period

The Firms' performance period is from 01 January 2023 to 31 December 2023.

The Firms have adopted a Remuneration Policy that complies with the requirements of Chapter 19G of the FCA's Senior Management Arrangements, Systems and Controls Sourcebook.

1.7 Approach to remuneration for employees

The Firms' remuneration approach is designed to support individual and corporate performance, encourage the sustainable long-term financial health of the business, and promote sound risk management for the success of the Firms and to the benefit of their customers, counterparties and the wider market. Our remuneration approach promotes long-term value creation through transparent alignment with the agreed corporate strategy.

The Board believes the Firms' remuneration structure is appropriate for the business and the industry they operate in and is efficient and cost-effective in delivering its long-term strategy.

Undeserved and excessive remuneration sends a negative message to all stakeholders, including the Firms' workforce, and causes long term damage to the Firms and their reputation.

1.8 Financial incentives objectives

The objectives of the Firms' remuneration practices are as follows:

- The Firms undertake to reward all employees fairly, regardless of job function, race, religion, colour, national origin, sex, sexual orientation, marital status, pregnancy, disability or age;
- It is the policy of the Firms to operate competitive remuneration policies to attract, retain and motivate an appropriate workforce for the Firms;
- The Firms are also committed to ensuring that their remuneration practices encourage high standards of personal and professional conduct, support sound risk management and do not encourage risk taking that exceeds the level of tolerated risk of the Firms, and are aligned with the Firms' regulatory requirements;
- Rewards for all staff will be aligned to financial and non-financial performance criteria and risk profile, and in all cases will be in line with the business strategy, objectives, values, culture and long-term interests of the Firms;
- The Firms will not allow any unfair or unjust practices that impact on pay;
- The Firms undertake that they will not award remuneration using vehicles or methods the aim of which is to attempt to avoid application of the relevant FCA's Remuneration Code.

The Firms uses the following financial incentives:

- bonuses;
- extra allowances;
- salary raises;
- other schemes; and
- professional development opportunities;

Our financial incentives are designed to:

- raise employee satisfaction;
- recognise individual performance;
- attract and retain talent;
- encourage collaborative teamwork; and
- motivate staff to achieve Firm-wide objectives.

1.9 Governance

The Remuneration Committee is responsible for the Firms' remuneration policy.

The Board is responsible for reviewing and approving remuneration, and to ensure remuneration policies across the Firms are consistent with the promotion of effective risk management. The Board is responsible for reviewing and approving salary amendments and the Firms' bonus pool arising from the annual compensation review, with reports made to the Board as required.

The Board meets regularly and is composed of:

- Pierre Frederic Jeannot Bour
- Akbar Rafiq

The Remuneration Committee meets regularly and is composed of:

- Pierre Frederic Jeannot Bour
- Akbar Rafiq
- Selin Goulding

External consultants and legal advisors Kroll and Morgan Lewis have provided a third-party review for the purpose of assisting in the determination of the Remuneration Policy. They also provided independent review of any changes to remuneration policies and procedures put in place to meet the requirements of IFPR relating to remuneration arrangements contained in the SYSC 19G Remuneration Code.

1.10 Components of remuneration

The Firms makes a clear distinction between the fixed and variable remuneration.

Fixed remuneration primarily reflects a staff member's professional experience and organisational responsibility as set out in the staff member's job description and terms of employment; and is permanent, pre-determined, nondiscretionary, non-revocable and not dependent on performance.

Variable remuneration is based on performance and reflects the long-term performance of the staff member as well as performance in excess of the staff member's job description and terms of employment. In exceptional cases, variable remuneration is based on other conditions. Variable remuneration includes discretionary pension benefits.

The Firms will ensure that the fixed and variable components of an individual's total remuneration are appropriately balanced. In determining this balance, the Firms consider the following factors:

- The Firms' business activities and associated prudential and conduct risks;
- The role of the individual in the Firms;
- The impact that different categories of staff have on the risk profile of the Firms or of the assets they manage;
- No individual must be dependent on variable remuneration to an extent likely to encourage them to take risks outside the risk appetite of the Firms;
- It may be appropriate for an individual to receive only fixed remuneration, but not only variable remuneration; and
- Variable remuneration must not affect the Firms' ability to ensure a sound capital base.

When assessing individual performance to determine the amount of variable remuneration to be paid to an individual, the Firms takes into account financial as well as non-financial criteria. Non-financial criteria should:

- form a significant part of the performance assessment process;
- override financial criteria, where appropriate;
- include metrics on conduct, which should make up a substantial portion of the non-financial criteria; and
- include how far the individual adheres to effective risk management and complies with relevant regulatory requirements.

1.11 Financial and non-financial performance criteria

The Firms must take into account both financial and non-financial criteria when assessing the individual performance of its staff. This aims not only to discourage inappropriate behaviours but also to incentivise and reward behaviour that promotes positive non-financial outcomes for the Firms.

The Firms uses the following non-financial performance criteria:

- measures relating to building and maintaining positive customer relationships and outcomes, such as positive customer feedback;
- performance in line with Firms strategy or values, for example by displaying leadership, teamwork or creativity;
- adherence to the Firms' risk management and compliance policies;
- achieving targets relating to environmental, social and governance factors; and
- diversity and inclusion.

1.12 Total amount of remuneration awarded

Under MIFIDPRU 8.6.8R(2), the Firms must disclose the total amount of remuneration awarded to all staff, split into:

- fixed remuneration; and
- variable remuneration.

Fidera Management Limited is the services company in which the employees are contracted with, as such the below table represents the total compensation to the employees.

	Fidera Management Ltd
Remuneration type	
Fixed remuneration	£4,367,187.69
Variable remuneration	£7,455,139.98
Total amount	£11,822,327.67