MIFIDPRU 8 Disclosure

INTRODUCTION

The Financial Conduct Authority ("FCA") sets out the detailed prudential requirements that apply to Brickwood Asset Management LLP ("Brickwood" or the "Firm") in the MIFIDPRU section of the FCA Handbook.

This disclosure is made in accordance with MIFIDPRU 8.6 for non-Small Non-Interconnected ("non-SNI") firms and reflects Brickwood's remuneration policies and practices during its financial year from 1st April 2025 to 31 March 2026.

SCOPE

Brickwood's Remuneration Policy applies to all partners, employees, secondees and consultants. INEDs receive fixed remuneration only, preserving independence and avoiding conflicts of interest.

The Firm identifies Material Risk Takers ("MRT's") annually in accordance with SYSC 19G.5. During the period, the Firm's MRT population comprised its four partners, whose responsibilities have a material impact on the Firm's risk profile and the assets it manages.

PROPORTIONALITY

Brickwood applies the FCA's Remuneration Code in a proportionate manner that reflects its size, scope, complexity and internal organisation. The Firm reviews this proportionate approach on at least an annual basis to ensure the Remuneration Policy continues to promote sound risk management and avoids incentives for excessive risk-taking.

Key proportionality measures include:

- oversight provided by the Board not a separate remuneration committee
- appropriate fixed to variable ratio of total remuneration
- disclosure obligations scaled to firm size

REMUNERATION POLICY

Brickwood has adopted a Remuneration Policy that meets the MIFIDPRU Remuneration Code requirements in section 19G of the FCA's Senior Management Arrangements, Systems and Controls Sourcebook ("SYSC"). The Remuneration Policy is proportionate to the nature, scale and complexity of the Firm's business model and activities.

Brickwood's Remuneration Policy:

- aligns with its business strategy, objectives, values, long-term interests and risk profile
- is consistent with and promotes sound and effective risk management
- does not encourage excessive risk taking

- includes measures to avoid conflicts of interest

Brickwood respects its statutory duties in relation to equal pay and non-discrimination and is committed to complying with those duties in relation to its remuneration practices.

The Firm also undertakes that it will not award remuneration using vehicles or methods the aim of which is to attempt to avoid application of the FCA's MIFIDPRU Remuneration Code.

REMUNERATION OBJECTIVES

The objectives of Brickwood's Remuneration Policy are to:

- reward all staff members fairly, regardless of job function, race, religion, colour, national origin, sex, sexual orientation, marital status, pregnancy, disability or age
- operate competitive remuneration policies to attract, retain and motivate staff members
- encourage high standards of personal and professional conduct, support sound risk management that does not encourage risk taking in excess of the Firm's appetite, and which are aligned with regulatory requirements

GOVERNANCE

On the basis of proportionality, Brickwood has concluded that it is not appropriate to establish and maintain a remuneration committee. However, the Firm's Remuneration Policy is subject to initial and ongoing annual approval by the Brickwood Asset Management LLP Board (the "Board").

Brickwood Board

The Board provides leadership, challenge and oversight to the Firm. Brickwood is a Limited Liability Partnership ("LLP") whose Designated Members are:

Designated Member	Brickwood	Other Directorships	Total
Ken Lambden (Chair)	1	1	2
Gail Le Coz	1	1	2
Claudia Ripley	1	0	1
Ben Whitmore	1	0	1
Dermot Murphy	1	1	2
Kevin Murphy	1	0	1

The Board has oversight of the Remuneration Policy and its application to staff remuneration arrangements, to ensure that:

- fixed and variable remuneration components are balanced and promote effective risk management and avoid conflicts of interest
- variable remuneration is adjusted in line with the Firm's performance, capital and liquidity requirements to ensure a sound capital base

Business Risk & Oversight Committee

While the Board retains ultimate responsibility for governance, risk, compliance and operations, it delegates certain oversight functions to the Business Risk & Oversight Committee, which provides quarterly reports to the Board. The Committee is chaired by Gail Le Coz, an Independent Non-Executive Director (INED) and Designated Member of the Board. Its other members are the CEO, Chief Compliance Officer (CCO) and Head of Operations.

Investment Risk Committee (IRC)

The IRC oversees the risk taken by the investment team to ensure it is appropriate in relation to the portfolios they manage. It provides quarterly Board reports and is chaired by Ken Lambden who is also the independent chair of the Board. The IRC's other members are the CEO and CCO, with fund managers invited to attend on request.

Fair Value & Pricing (Sub-Committee of IRC)

This sub-committee oversees pricing decisions where market value is unavailable for securities held in at least one of the portfolios for which Brickwood is the investment manager. The sub-committee is chaired by Ken Lambden who is also the independent chair of the Board. Its other members are the CCO and Head of Operations.

Conduct Committee

The committee oversees the effectiveness of the Firm's implementation of the Senior Managers and Certification Regime. It reports to the Board on relevant matters and is chaired by the Brickwood CEO. Its other member is the CCO, with other individuals invited to attend on request.

RISK MANAGEMENT FRAMEWORK

At Brickwood, our focus on risk is integral to how we invest, operate and serve our clients. We view effective risk management not as a single function, but as a mindset that underpins every decision we make.

Our culture empowers staff at all levels to speak openly, challenge assumptions and take ownership of risks within their areas. Risk awareness is embedded throughout our investment philosophy, governance framework and day-to-day operations, helping us to anticipate challenges and respond with agility.

Our Risk Management Framework enables us to:

- Identify and respond to new, changing and emerging risks
- Monitor risks in relation to stated risk appetite
- Reduce unexpected operational events and potential losses
- Escalate issues at an early stage, and
- Report on the effectiveness of the Firm's risk management arrangements

The Board receives quarterly management information from the Committee's, which provides a holistic overview of whether the risk taken by the Firm is within the appetite set.

PERFORMANCE & RISK ADJUSTMENT

Brickwood considers both current and forward-looking risks when determining variable remuneration. Key risks are identified through the Firm's risk management framework, including strategic, financial and operational risk. Emerging risks and changes to the Firm's risk profile are also considered as part of the annual remuneration review process.

Brickwood ensures that all variable remuneration is subject to appropriate risk adjustment. This means that staff performance assessments consider not only financial results but also the risks taken to achieve those results, as well as compliance with regulatory and conduct standards.

Risk adjustment applies both ex ante (before awards are granted) and ex post (through clawback provisions), ensuring that remuneration outcomes reflect the long-term sustainability of the Firm's performance and risk profile.

DIVERSITY

Brickwood is committed to promoting an inclusive and diverse working environment and seeks to attract, retain and develop talent from a broad range of backgrounds. Recruitment and promotion decisions are based on merit, skills and experience, while ensuring fair and inclusive processes.

The Firm supports equal opportunities, encourages diversity of thought, and takes a proportionate approach to improving representation through inclusive recruitment, internships, work experience programmes and broader talent pipeline initiatives.

CAPITAL RESOURCES

Composition of regulatory own funds			
	Item	**Amount (£'000)[1]**	**Source: Brickwood audited financial statements – 31st March 2026**
1	**OWN FUNDS**	2,581	
2	**TIER 1 CAPITAL**	2,581	
3	**COMMON EQUITY TIER 1 CAPITAL**	2,581	
4	Members' capital contributions / members' capital accounts	1,350	Members' capital classified as equity on page 9
5	Share premium	-	Not applicable to an LLP
6	Other reserves classified as equity	1,231	Reconciliation of Members' Interests on page 11
7	Accumulated other comprehensive income	-	-
8	Other reserves / members' reserves, if applicable	-	-
9	Adjustments to CET1 due to prudential filters	-	-
10	Other own funds, including members' accounts	-	-
11	(-) TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	-	-
19	CET1: Other capital elements, deductions and adjustments	-	-
20	**ADDITIONAL TIER 1 CAPITAL**	-	-
21	Fully paid up, directly issued capital instruments	-	Not applicable to an LLP
22	Share premium	-	Not applicable to an LLP
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	-	Not applicable to an LLP
28	(-) TOTAL DEDUCTIONS FROM TIER 2	-	-
29	Tier 2: Other capital elements, deductions and adjustments	-	-

[1] These figures have been rounded

	Own funds: reconciliation of regulatory own funds to balance sheet in the Brickwood Asset Management LLP audited financial statements - 31 March 2026		
	Item	**Balance sheet as in published/audited financial statements (£'000)[2]**	**Source: Brickwood audited financial statements – 31st March 2026**
Assets - Breakdown by asset classes according to the balance sheet in the audited financial statements			
1	Tangible Fixed Assets	21	Statement of Financial Position on page 9
2	Cash at bank and in hand	2,126	Statement of Financial Position on page 9
3	Debtors: amounts falling due within one year	776	Statement of Financial Position on page 9
4	**Total Assets**	**2,923**	
Liabilities - Breakdown by liability classes according to the balance sheet in the audited financial statements			
1	Creditors: amounts falling due within one year	(341)	Statement of Financial Position on page 9
2	**Total Liabilities**	**(341)**	
Members' equity / members' accounts			
1	Members' capital accounts	1,350	Members' capital classified as equity on page 9
2	Current accounts / members' interests	-	-
3	Other reserves classified as equity	1,231	Reconciliation of Members' Interests on page 11
4	**Total members' equity / members' accounts**	**2,581**	

Own funds: main features of members' capital interests issued by the firm
As at 31 March 2026, the Firm's Common Equity Tier 1 capital comprised members' capital contributions of £1,350,100 and undistributed profits of £1,231,489. As a limited liability partnership, the Firm does not issue shares or other capital instruments. Under the LLP Deed, capital may only be withdrawn in limited circumstances, and profit allocations and distributions are subject to Board approval and restrictions designed to ensure the Firm continues to meet its regulatory capital requirements

[2] These figures have been rounded

OWN FUNDS REQUIREMENT

The FCA requires Brickwood to hold a minimum amount of regulatory capital to ensure the Firm can continue operating during periods of stress. As at 31 March 2026 the Firm's Own Funds Requirement[3] is:

Higher of:	**£'000**
Permanent Minimum Capital Requirement	75
Fixed Overheads Requirement	534
K-Factor Requirement[4]	298
Own Funds Requirement	**534**

The Firm assesses its capital adequacy through its Internal Capital and Risk Assessment (ICARA) process[5], which evaluates potential material harms arising from its activities and the financial resources required to mitigate those harms.

REMUNERATION STRUCTURE

The Firm's Remuneration Policy makes a clear distinction between the criteria for setting 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
    - Is permanent, pre-determined, non-discretionary, non-revocable and not dependent upon performance

- Variable remuneration
    - Is discretionary and based on performance, reflecting the long-term performance of a staff member as well as performance in excess of the staff member's job description and terms of employment

All remuneration paid to staff members is clearly categorised as either fixed or variable remuneration.

Brickwood ensures that fixed and variable components of remuneration are appropriately balanced, such that the fixed component represents a sufficiently high proportion of a staff members total remuneration. This balance is determined by considering:

- business activities and associated prudential and conduct risks
- the role of the individual and their impact on the risk profile of the Firm and/or the assets it manages
- staff members must not be dependent on variable remuneration to an extent likely to encourage them to take risks outside the appetite of the Firm
- it may be appropriate for an individual to receive only fixed remuneration

[3] The Fixed Overheads Requirement and K-Factor Requirement have been calculated using the audited financial statements dated 31st March 2026

[4] K-AUM is the Firm's only K-Factor Requirement

[5] The audited financial statements to 31st March 2026 will be used to update Brickwood's existing ICARA for 2026

- variable remuneration must not affect the Firm's ability to ensure a sound capital base

Brickwood awards remuneration on the same cycle as its financial year. This enables the Firm to consider variable remuneration in the context of its overall financial position.

The Firm has the flexibility to direct resources towards capital building if this is deemed appropriate, and variable remuneration can be set at zero.

FINANCIAL AND NON-FINANCIAL PERFORMANCE CRITERIA

The process for determining variable remuneration is embedded into the appraisal process of each staff member and includes an assessment of financial and non-financial criteria. This aims to discourage inappropriate behaviours and to incentivise and reward behaviour that promotes positive non-financial outcomes for Brickwood and its clients.

FINANCIAL CRITERIA

Variable remuneration for each staff member is dependent on the performance of the Firm as a whole and is not linked to the individual performance of the different funds managed by Brickwood.

NON-FINANCIAL CRITERIA

- A staff member's conduct
- A staff members' individual performance, including learning and development and positive feedback from clients
- Performance in line with Firm strategy or values, for example by building and maintaining positive client relationships and displaying collaborative teamwork
- Adherence to the Firm's risk management and compliance policies

TOTAL REMUNERATION AWARDED

All firms are required to publicly disclose certain quantitative information in relation to the levels of remuneration awarded. Due to Brickwood's size, remuneration in accordance with MIFIDPRU 8.6.8R is disclosed at a level which maintains individual confidentiality. Senior Management remuneration includes the partners aggregated profit share (the distributable profits of the Firm).

For the performance year ending 31 March 2026:

(£000)	Fixed Remuneration	Variable Remuneration	Total Remuneration
Senior Management**	1,231	0	1,231
Other Staff	487	175	662
Total	1,718	175	1,893

**All MRT's during the period were members of Senior Management.

No severance or guaranteed remuneration was paid to an MRT or any other staff member.

CHANGES AND FUTURE PLANS

As Brickwood grows, it will continue to review and enhance its remuneration framework to ensure compliance with MIFIDPRU and alignment with best practices.