Threadneedle International Limited

MIFIDPRU 8 Disclosure

As at 31 December 2024

Table of Contents

1. Summary ... 3
1.1 Introduction ... 3
1.2 Purpose ... 3
1.3 Background ... 3
1.4 Basis of Disclosures ... 3
1.5 Frequency of disclosure ... 3
1.6 Media and location of disclosure ... 3
2. Governance arrangements ... 4
2.1 Board of Directors ... 4
2.2 EMEA Executive Management ... 4
2.3 CTIUKIL & TAMUKIHL Governance Committees ... 5
2.4 Directorships held by members of the management body ... 5
2.5 FCA Senior Management Arrangements, Systems and Controls ... 6
2.6 Diversity ... 6
3. Risk Management objectives and policies ... 7
3.1 Enterprise Risk Management Framework ... 7
3.2 Policies and procedures ... 7
3.3 Risk Management Structure and Operations ... 8
3.4 Three lines of defence ... 8
3.5 Risk Appetite Framework ... 8
3.6 Risk identification and assessment ... 9
3.7 Risk management objectives ... 9
4. Own Funds ... 11
4.1 Composition of regulatory Own Funds ... 11
4.2 Reconciliation of regulatory Own Funds to balance sheet in the audited financial statements ... 12
4.3 Own Funds: main features of own instruments issued by the firm ... 12
5. Own Funds Requirement ... 13
5.1 Permanent Minimum Requirement ... 13
5.2 Fixed Overheads Requirement ... 13
5.3 K-Factor Requirement ... 13
5.4 Adequacy of Own Funds approach ... 14
6. Remuneration policy and procedures ... 15
6.1 Approach and objectives of financial incentives ... 15
6.2 Decision-making process for remuneration policy ... 15
6.3 Material Risk Taker Identification ... 15
6.4 Components of remuneration ... 15
6.5 Determining Incentive Remuneration Pools ... 16
6.6 Determining Individual Incentive Awards ... 16
6.7 Delivery of Total Incentives ... 16
6.8 Quantitative Disclosure ... 17

1. Summary

1.1 Introduction

Threadneedle International Limited ("**TINTL**" or "**the Company**") is a subsidiary within the TAM UK International Holdings Limited ("**TAMUKIHL**") Group of Companies and forms part of the EMEA business of Columbia Threadneedle Investments, the global asset management group of Ameriprise Financial, Inc. ("**Ameriprise**"), a leading US-based financial services provider. The combined operations of Columbia Threadneedle Investments UK International Limited ("**CTIUKIL**") and TAMUKIHL are referred to as "**the Group**".

1.2 Purpose

The disclosures included in this document are prepared in accordance with the Financial Conduct Authority ("**FCA**") Prudential Sourcebook for MiFID Investment Firms ("**MIFIDPRU**"). It sets out TINTL's public disclosures in relation to Governance Arrangements, Risk Management Objectives and Policies, Own Funds, Own Funds Requirements, Remuneration and Investment Policy as required under MIFIDPRU 8 as at 31 December 2024.

1.3 Background

The Investment Firms Prudential Regime ("**IFPR**") came into effect on 1 January 2022 as a new regime for UK firms authorised under the Markets in Financial Instruments Directive ("**MiFID**"). IFPR was implemented by the FCA as prudential regulation within MIFIDPRU, which seeks to address the potential harm posed by investment firms to their clients and the markets they operate in. MIFIDPRU disclosure aims to encourage market discipline by developing a set of disclosure requirements which provides market participants with key information on TINTL's Own Funds, behaviour and culture.

1.4 Basis of Disclosures

The disclosures in this document are made in respect of TINTL which is incorporated in England and authorised by the FCA and classified as a non-small non-interconnected ("**Non-SNI**) MIFIDPRU Investment firm based on an assessment of the criteria set out in MIFIDPRU 1.2.1.

TINTL is required to disclose on an individual entity basis and these disclosures have been prepared in line with the requirements described in MIFIDPRU 8.

TINTL is exempt from the requirement to provide investment policy disclosures as it is not categorised as a larger non-SNI firm due to meeting the conditions of MIFIDPRU 7.1.4, i.e., TINTL's average assets over the preceding four-year period are less than £100 million.

1.5 Frequency of disclosure

These disclosures are published at least on an annual basis in line with the annual publication of TINTL's audited financial statements, with reference period being 31 December 2024. Revised disclosures will be published should significant changes occur to TINTL's business model.

1.6 Media and location of disclosure

These disclosures are published on the Columbia Threadneedle Investments website: https://www.columbiathreadneedle.com/en/gb/intermediary/disclosures/

The disclosures have been prepared as required under MIFIDPRU 8 guidelines and for no other purpose. They do not constitute any form of financial statement and must not be relied upon in making any judgement about TINTL.

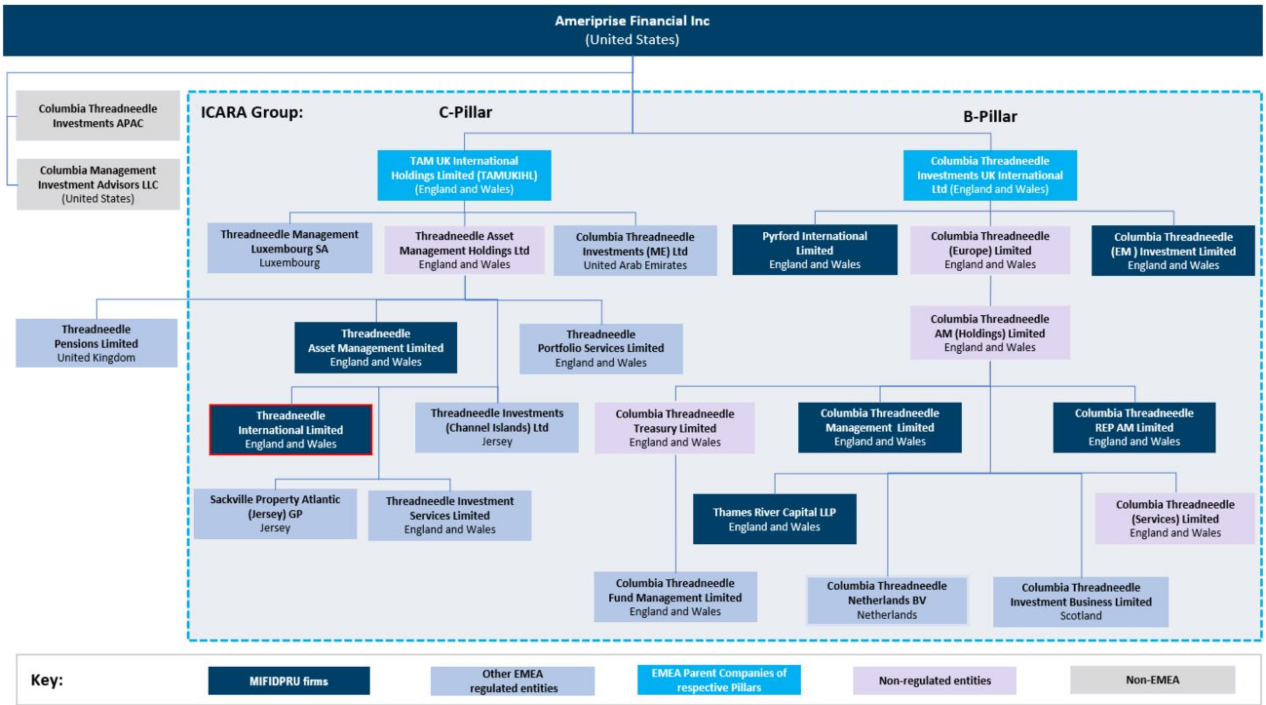
2. Governance arrangements

As a wholly owned subsidiary of Group and Ameriprise, TINTL's corporate governance structure is embedded within the Group's governance framework. Each subsidiary of the Group, including TINTL, have a Board of Directors or equivalent Management Committee.

Given TINTL forms part of the Columbia Threadneedle Investments which manages its operations on a group-level basis, all of TINTL's activities are covered by the Group's policies and processes.

The below simplified diagram demonstrates how TINTL as a legal entity is structured within the overall Group.

Figure 1: Organisational Structure



Notes:
TAMUKIHL is deemed to be the parent company of the Combined ICARA Group of TAM UK International Holdings Limited (C-Pillar) and Columbia Threadneedle Investments UK International Limited (B-Pillar) in line with MIFIDPRU 2.4.8.
Some legal entities including non-regulated subsidiaries and intermediate holding companies are excluded from the diagram above.
Columbia Threadneedle AM (Holdings) Plc re-registered as Columbia Threadneedle AM (Holdings) Ltd on 17 February 2025 and Columbia Threadneedle REP AM Plc re-registered as Columbia Threadneedle REP AM Ltd on 19 February 2025

2.1 Board of Directors

The Governance of the Company is the ultimate responsibility of the Board of Directors of TINTL (the "**TINTL Board**"). The TINTL Board has two fundamental objectives:

i. decision-making function is exercised with respect to the formulation, management of business goals and through the approval and certain significant actions; and
ii. oversight and review of management decisions, adequacy of systems and controls and implementation of policies.

As TINTL forms part of the Group, the day-to-day management responsibility for the Group has been delegated to the Head of EMEA, who has full authority for running the Group's operations and exercises certain delegated authorities through two separate executive governance bodies, the EMEA Business Management Committee ("**BMC**") and the EMEA Financial and Operational Risk Committee ("**FORC**") (together the "**EMEA Executive Management Committees**").

2.2 EMEA Executive Management

The EMEA Executive Management Committees consist of the Group's executive management team, including those who hold SMF functions and/or prescribed responsibilities under the FCA Senior Managers & Certification Regime. The EMEA Executive Management Committees meet to ensure that all affairs of the business are cohesively managed, and that clients' interests and the potential capital and liquidity implications of decisions are considered and reflected in the Internal Capital Adequacy and Risk Assessment ("**ICARA**") appropriately by the most senior members of the Group.

The objectives of the EMEA Executive Management Committees are:

- **BMC:** to manage and monitor delivery against the Group's strategic and financial plans, including delivery against client needs and interests; and
- **FORC:** to manage and mitigate current and prospective risks (including risks to client interests), monitor the effectiveness of controls, and consider/oversee the Group and subsidiaries' capital and liquidity positions and risk appetite through its sub-delegated committees, namely the EMEA Financial Risk Management Committee **("EMEA FRMC")** and the EMEA Operational Risk Management Committee **("EMEA ORMC").**
  - The **EMEA FRMC** operates under the delegated authority of the EMEA FORC. It is the day to day working committee for the identification, assessment and management of financial risks including Liquidity, Capital, Market, Investment, Credit and Product risks, in line with Ameriprise Policy, Local Board and regulatory expectations.
  - The **EMEA ORMC**, a sub-committee of the EMEA FORC, has been established as the day to day working committee for the identification, assessment, and management of non-financial risks, i.e., Operational, Reputational, strategic, legal & compliance risks, in line with Ameriprise Policy, Local Board and regulatory expectations or requirements.

This structure is not intended to limit or narrow the scope of either committee, i.e., the EMEA FORC would consider business implications in its decision making and vice versa.

2.3 CTIUKIL & TAMUKIHL Governance Committees

TINTL is classified as a non-SNI MIFIDPRU investment firm which meets the conditions outlined in MIFIDPRU 7.1.4R and therefore is not required to establish its own Risk, Remuneration and Nomination Committees.

The Group is supported by the Audit and Risk Committee, the Remuneration Committee and Nominating and Governance Committee as part of the governance framework which in turn has oversight of the Group subsidiaries including TINTL. The objectives of these committees are set out below:

- **Audit and Risk Committee** acts as an advisory committee in order to assist the Combined Board of CTIUKIL & TAMUKIHL ("**Group Board**") in carrying out its responsibilities as they relate to the risk/harm management, internal control, and the conduct of its business across EMEA in accordance with regulation, legislation and business best practice.
- **Remuneration Committee** establishes and reviews the philosophy and objectives that will govern the Group's reward and benefit programme, reviews and approves reward and benefit plans, policies, and practices; directly oversees the remuneration of EMEA's Control Functions (Risk, Compliance and Internal Audit) to ensure conflicts of interest are avoided, and oversees and approves EMEA's remuneration including its compliance with relevant regulatory standards. The Group's remuneration policies cover TINTL's directors as well as the Group employees who provide services to TINTL and ensure that all persons who are involved in running TINTL or have other key functions are at all times fit and proper.
- **Nominating and Governance Committee** is authorised by the Board to assume a leadership role in shaping the corporate governance of the Group of Companies.

2.4 Directorships held by members of the management body

TINTL maintains a record of the number of directorships (executive and non-executive) held by each member of the Board. The following directorships are not within the scope of this disclosure requirement and are therefore not disclosed:

- **Executive and non-executive directorships** held in organisations which do not pursue predominantly commercial objectives (e.g., charitable organisations).
- **Executive and non-executive directorships** held within the same group or within an undertaking (including a non-financial sector entity) in which TINTL holds a qualifying holding.

The table below sets out the number of external directorships, as prescribed by MIFIDPRU 8.3.1R, held by members of the TINTL Board as at 31 December 2024.

Table 1: Number of external directorships

Name of Director[1]	Position within the Company	Number of directorships[2]
Michaela Jackson (appointed 29 November 2022)	Head of Distribution	0
Richard Adrian Watts (resigned 17 September 2024)	Chief Investment Officer	0

[1] Philip James Trueman Dicken and Paul Graham Niven were appointed as directors on 05 March 2025 and 14 March 2025 respectively
[2] Number of external directorships held by the management body which pursue predominantly commercial objectives.

2.5 FCA Senior Management Arrangements, Systems and Controls

TINTL complies with the Senior Managers and Certification Regime ("**SMCR**") for FCA solo-regulated firms and falls under the core firm category. The entity is required to comply with the baseline requirements due to its size and complexity. However, TINTL Board and members of BMC and FORC are governed by the Group-wide Terms of References, which include the responsibilities and requirements listed under FCA's Senior Management Arrangements and Controls rulebook ("**SYSC"**) 4.3A.1 which ensures that the management body defines, oversees and is accountable for the implementation of governance arrangements that ensure effective and prudent management of the firm, including the segregation of duties in the organisation and the prevention of conflicts of interest, and in a manner that promotes the integrity of the market and the interests of clients.

2.6 Diversity

TINTL recognises the importance and benefits of a diverse workforce at all levels. Our approach is to attract and retain the best people from the widest pool of talent. Our inclusive culture allows us to effectively leverage the varied skills of our highly capable people. We develop compelling investment solutions by championing collaboration and recognising that great ideas can come from anywhere.

As a signatory to HM Treasury's Women in Finance Charter, Columbia Threadneedle Investments has targets to grow the representation of women in the UK at various levels, including on the TAMUKIHL & CTIUKIL Boards. As of 30 June 2024, representation of women on these boards was 20%, working towards a 2028 aspirational target of 35%.

Columbia Threadneedle Investments additionally publishes, on an annual basis, a Gender Pay Report which sets out the firm's progress in this regard.

Columbia Threadneedle Investments' strategic approach is aligned with that of its parent company Ameriprise. This outlines the belief that different perspectives, talent, and ideas are critical to delivering solutions that meet clients' needs and support communities, focusing on:

- For colleagues: Attracting, engaging, developing, and advancing a workforce that reflects the clients and markets we serve to deliver business results.
- For clients: Leveraging the unique backgrounds and experiences of talent to deliver innovative solutions for our clients and business partners.
- For communities: Championing positive change in the communities where we live and work.

Further information can be found on: Responsible Employer | Columbia Threadneedle Investments.

3. Risk Management objectives and policies

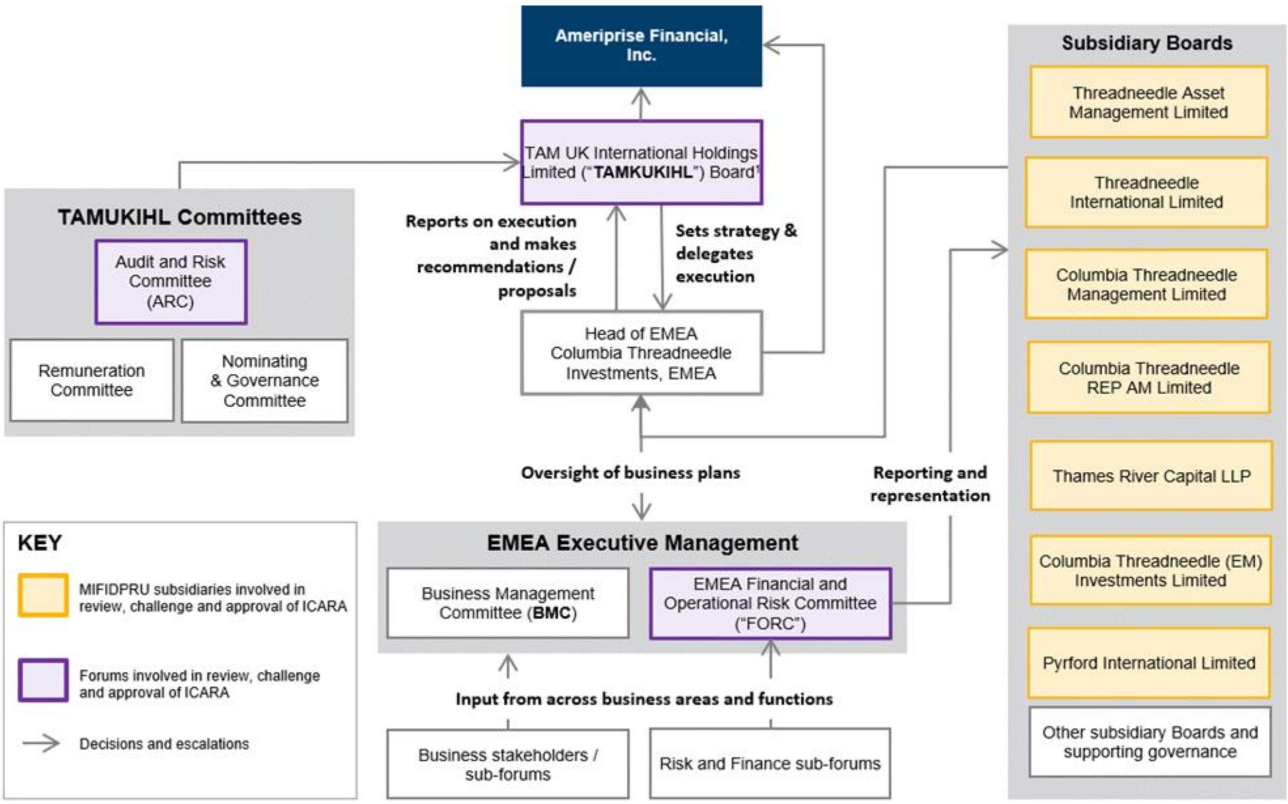
3.1 Enterprise Risk Management Framework

TINTL is part of the Group-wide Enterprise Risk Management Framework ("**ERM**"). The ERM programme provides a framework for the identification, monitoring and management of risks and harms, including compliance with applicable local regulatory requirements and expectations. The ERM framework is designed to enable the Group and its subsidiaries to protect the interests of its clients by managing all elements of risk and harms on a forward-looking basis.

The Group's strategy, business model and related processes and controls includes the investment activities and operations conducted by TINTL. Therefore, the Group's systems of internal controls and risk/harms management reflect TINTL related activities. The management of risk and harms within TINTL forms part of the overall Group risk management framework, which sets out to identify, monitor, report and manage risk and harms throughout the Group. The framework is designed to embed an awareness of risk into all strategic and operational business decisions.

The figure below sets out the formal statutory governance framework within EMEA. The Group and TINTL Board meets quarterly, inter alia, to consider client interests, overall business strategy, set budgets and review forecasts, supervise compliance with regulatory and legal requirements, review capital adequacy position, liquidity position, approve off budget expenditure, including acquisitions, and approve senior level appointments.

Figure 2: Governance Framework of Columbia Threadneedle Investments EMEA



[1]TAMUKIHL is the deemed parent for the combined B Pillar Group ("CTIUKIL") and C Pillar Group ("TAMUKIHL").

3.2 Policies and procedures

The Group has adopted comprehensive policies and procedures which govern management of risk and harms. These policies and procedures have been adopted by the FORC and BMC for management of risk in all EMEA business units including TINTL. The commitment to maintain adequate capital and liquidity resources at the Group level and its material subsidiaries has been laid out in the Capital Risk Management Policy and Liquidity Risk Management Policy respectively. At the top-down level, the policies establish the corporate parameters for risk appetite and management of all risks and harms to accurately reflect the Group's risk profile.

The Ameriprise Enterprise Risk Policy Framework links to the Group's Key Risk categories (strategic risk, operational risk, financial risk, legal and compliance risk) which seeks to ensure that risk management is embedded into the day-to-day business operations of the Group, within agreed tolerances. All policy and procedure documents are recorded in a central repository and must be reviewed by their owners at least annually. The effectiveness of the Group's risk management process is assessed by Internal Audit which provides independent assurance of the suitability and effectiveness of the Group's processes, controls and ERM Framework, including management's execution of its responsibilities to seek to ensure an effective system of internal controls, risk/harm management, and compliance is embedded throughout the Group and its subsidiaries including TINTL.

3.3 Risk Management Structure and Operations

The TINTL Board has primary responsibility for both the management and the oversight of the Company's risks together with the quality and effectiveness of risk management, compliance, and response to regulatory frameworks.

TINTL Board meet at least on a quarterly basis to consider reports and issues escalated by their delegated groups and Committees. Further information on Group's governance structure and key committees can be found in **Section 2.1** of this disclosure.

EMEA ORMC and EMEA FRMC have been established to create a robust and efficient forum to focus on the risks in helping the Company achieve its business objectives, including consideration of operational risks, financial risks, review of any forward looking emerging and strategic risks. These committees report directly into the FORC and meets monthly.

The FORC is chaired by the EMEA Chief Risk Officer and is composed of business line management, Finance and with representatives from the Group Risk, Compliance, Audit and Legal teams. It is the FORC's responsibility to ensure that the Group Audit & Risk Committee and ultimately the Group and TINTL Board are cognisant of all material issues, including the Company's risk management objectives around own funds, concentration risk, and liquidity risks as addressed by MIFIDPRU 4, 5, and 6 respectively.

To enforce these clear lines of responsibility, the Group follows a three lines of defence structured approach, see below for further detail, as well as operating under the FCA's SMCR, which aims to improve individual accountability and awareness of conduct issues across those working in financial services by:

- encouraging staff to take personal responsibility for their activities and the risks these give rise to;
- improving conduct at all levels; and
- making sure Company and staff clearly understand and can show who is responsible and accountable where issues occur.

3.4 Three lines of defence

The Group Board is responsible for establishing the Columbia Threadneedle Investments' Risk Appetite and Strategy, which includes approving the Group's risk management framework, policies, methodologies, and roles and responsibilities.

The Group Board is also responsible for setting the tone from the top and communicating Columbia Threadneedle Investments' four values — Client Focus, Excellence, Integrity and Respect — which are core to the Group's culture, strategy and processes. All staff share responsibility for delivering these values across the business.

The "three lines of defence" model helps to further embed the Group's four key values and ensures clear ownership of its Risk Management Framework, which can be summarised as follows:

Table 2: Three Lines of Defence Model

Lines of defence	Roles and responsibilities
First Line Business units	Undertake day-to-day risk management
	Comply with the ERM Framework, Policies and Procedures
	Apply internal management controls and improvement actions
Second Line Risk and Compliance	Oversee and challenge risk management in the First Line of Defence
	Provide guidance and direction to the First Line of Defence
	Develop and communicate the ERM Framework
Third Line Internal audit	Independent perspective and challenge process
	Reviews and oversees both First and Second line of Defence

All lines of defence report to the board of directors and senior management, either directly through formal reporting or through delegated Committees.

3.5 Risk Appetite Framework

The Group Board established a risk appetite for Columbia Threadneedle, which captures activities carried out by TINTL. It expresses the Group's tolerance for risks that it faces. It defines the risks that the Group is prepared to accept in order to deliver its strategic objectives. These allow management and Group Board to monitor the Columbia Threadneedle's exposure to risk and ensure that it stays within the Group's tolerance. Should a risk exceed its tolerance thresholds, the Group considers if and/or how it should:

- mitigate the risk where possible;
- explicitly accept the risk, and consider increasing the risk appetite; or
- scale down or terminate the activity.

The Group employs a range of approaches to monitor and report risks throughout the organisation in the context of its risk appetite. These include a Risk and Control Self-Assessment process, dashboards to report the status and direction of key risks, a rigorous process to identify, record and resolve risk events, and policies and procedures covering the Group's risks and processes.

Columbia Threadneedle Investments' risk appetite may change as its business evolves. The Group Board therefore reviews and formally approves the risk appetite annually, as well as when the Group's risks, or the markets in which it operates, are materially altered.

The framework is embedded within the Group's core business processes and is used as a tool for decision-making and strategic analysis. All the elements of the risk framework inform one another, leading to a cycle of continuous improvement. This enables the Group's overall solvency needs to be assessed in a continuous and prospective way in relation to its risk profile.

3.6 Risk identification and assessment

The Group and its subsidiaries (including TINTL) are exposed to a number of risks and potential harms in pursuing its business strategy and these have been grouped into the following four categories in the Risk Library:

- **strategic risk** is the risk arising from adverse business decisions, decisions that are not aligned with the organisation's overall strategy or mission, or lack of responsiveness to environmental changes.
- **operational risk** is the risk of loss resulting from internal processes which are inadequate or have failed due to human errors, system failures, or external events.
- **legal and compliance risk** is the risk of loss due to a failure to comply with law, legal agreements or regulations.
- **Financial risk** is the risk of loss due to stresses impacting the Group's balance sheet and profit and loss.

The Group has linked potential harms to clients, market and the firm against each risk included in the Risk Library. The Group has allocated its internal capital requirement assessment to its subsidiaries including TINTL using an appropriate basis.

The allocated capital requirement to TINTL has been split between relevant K-Factors and any other risks and associated harms exist that cannot be assigned to any regulatory defined K-Factor under IFPR, these have been assigned to K-Other within the ICARA.

3.7 Risk management objectives

The Group, including TINTL, analyses its Own Funds and Liquid Asset needs, as applicable, based on the potential exposure of material harms as identified through risks as documented in its Risk Library and through the stress testing and wind-down assessments embedded in the ICARA process.

The Group, including TINTL, complies with MIFIDPRU 7.4 that states that a firm must have appropriate systems and controls in place to identify, monitor, and where appropriate, reduce all potential harms that may result from ongoing operations or winding down of the business. The ERM framework facilitates a common approach to the identification, assessment and management of risk and harms across the Group and is also responsible for capturing, analysing and communicating the risk and control profile to the RCC and other governance bodies (ORMC, FRMC, etc).

Own Funds requirement (MIFIDPRU 4)

TINTL's Own Funds requirement is monitored, managed, and reported in accordance with the Group's Capital Risk Management Policy. The objective of this policy is to provide guidelines to ensure effective and efficient management of capital across the Group and its subsidiaries. The Own Funds requirement is calculated in accordance with **Section 5**.

TINTL is required to hold the minimum amount of Own Funds to address potential material harms arising from MiFID activities (through the K-factor requirement) and to minimize the potential material harms arising from a wind-down (through the Fixed Overheads Requirement). TINTL's Own Funds Requirement is driven by the Fixed Overheads Requirement ("**FOR**") as at 31 December 2024.

Concentration risk (MIFIDPRU 5)

TINTL does not undertake or deal on its own account and therefore concentration risk exposures as defined in *MIFIDPRU 5*.3 to *MIFIDPRU 5.10* are not applicable to TINTL. However, TINTL is exposed to non-trading book concentration risk arising from earnings associated to key clients or exposures against counterparties. Appropriate metrics have been set at the Group level to seek to mitigate the harms arising from concentration risks.

TINTL monitors client earnings concentration and counterparty risk as reported quarterly within MIF004 returns to the FCA. Additionally, TINTL's client concentration risk is considered, as part of Group's harms assessment through the ICARA process, explicitly as part of the following assessments:

- **Capital planning and stress testing** where assumptions are made on the loss or reduction of key clients' portfolios to assess the impact on profitability and capital position.
- **Liquidity stress testing** is used to determine the Liquid Asset Threshold Requirement ("**LATR**") for the Group and its regulated subsidiaries including TINTL.
- **Wind-Down** where the loss of key clients of TINTL are considered as part of the wind-down plans.

Liquidity risk (MIFIDPRU 6)

Liquidity risk may arise as a result of TINTL being unable to meet its obligations as they become due, either because (i) the company is required to pay its liabilities earlier than expected and / or (ii) because of its inability to realise assets in order to meet obligations as they fall due or being able to realise assets but only by suffering unacceptable financial loss. Any potential financial harms to TINTL and any impact to clients including vendors and outsourced providers are mitigated through the Group Corporate Liquidity Risk Policy and Management Framework ("**Liquidity Policy**"). The Liquidity Policy documents the framework, responsibilities, processes, and contingency funding arrangements of the Group and its subsidiaries. This ensures that financial commitments can be met as they fall due, noting that access to additional sources of cost-effective funding are available as and when required.

Liquidity is managed daily with real-time cash management, monitoring of balances and reporting in-place for regulated entities. This is in addition to monthly reviews and forward-looking assessments of liquidity to ensure the Group and regulated entities continue to hold adequate resources.

Liquidity risk is also considered as part of TINTL's harm assessment within the Group ICARA process, with liquidity stress-testing undertaken to understand the potential impact of stress events on the Group's liquidity position as well as that of subsidiaries including TINTL. The Group ICARA is used to set the Group and TINTL's liquidity risk tolerances.

4. Own Funds

4.1 Composition of regulatory Own Funds

TINTL Own Funds consist of share capital, retained earnings and other reserves. Own Funds have been calculated in accordance with the requirements set out in MIFIDPRU 3. Profits are only included within retained earnings once they have been verified by independent auditor. TINTL does not have any hybrid capital (e.g. Additional Tier 1 or 'AT1') instruments, Tier 2 capital or any capital which provides TINTL with incentives to redeem that capital.

The tables below are based on TINTL Financial Statements as at 31 December 2024.

Table 3: OF1 Composition of Regulatory Own Funds

No	Item	Amount (£'000)	Source based on reference numbers/letters of the balance sheet in the audited financial statements
1	**Own Funds**[1]	**34,567**	
2	**Tier 1 capital**	**34,567**	
3	**Common Equity Tier 1 capital**	**34,567**	
4	Fully paid-up capital instruments	16,001	Note 14
5	Share premium	432	
6	Retained earnings	11,335	
7	Accumulated other comprehensive income	-	
8	Other reserves	6,799	
9	Adjustments to CET1 due to prudential filters	-	
10	Other funds	-	
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	-	
22	Share premium	-	
23	(-) Total deductions from Common Equity 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	-	

[1] Own Funds include audited profits per financial statements for the year ended 31 December 2024.

4.2 Reconciliation of regulatory Own Funds to balance sheet in the audited financial statements

The table below shows a reconciliation between Own Funds and the entity's balance sheet in the audited financial statements as at 31 December 2024, where the assets and liabilities have been identified by their respective classes.

Table 4: Reconciliation of Regulatory Own Funds to Balance Sheet

OF2 Own Funds: Reconciliation of Regulatory Own Funds to Balance Sheet in the audited Financial Statements, as at 31 December 2024 (£'000)				
Item		A	B	C
		Balance sheet as in published/audited financial statements	Under regulatory scope of consolidation	Cross reference to template OF1
Assets - Breakdown by asset classes according to the balance sheet in the audited financial statements				
	Current assets			
1	Trade and other receivables	33,019		N/A
2	Other financial assets	4,342		N/A
3	Cash and cash equivalents	556		N/A
	Total Assets	**37,917**		
Liabilities - Breakdown by liability classes according to the balance sheet in the audited financial statements				
	Current Liabilities			
1	Creditors: Amounts falling due within one year	3,350		N/A
	Total Liabilities	**3,350**		
Shareholders' Equity				
1	Called up share capital	16,001		4 - Fully paid-up capital instruments
2	Share premium account	432		5 - Share premium
3	Other reserves	6799		8 - Other reserves
4	Retained earnings	11,335		6 - Retained earnings
	Total Shareholders' Equity	**34,567**		

4.3 Own Funds: main features of own instruments issued by the firm

The following table shows information on the Common Equity Tier 1 instruments issued by TINTL.

Table 5: Own Funds main features

Issuer	TINTL
Public or private placement	Private
Instrument type	Ordinary shares
Amount recognised in regulatory capital (£'000, as at 31 December 2024)	16,001
Nominal amount of instrument	16,001,000
Issue price	£1 each
Accounting classification	Called up share capital
Existence of a dividend stopper	No

5. Own Funds Requirement

TINTL is required to disclose its Permanent Minimum Requirement, Fixed Overheads Requirement and K-Factor Requirement information in accordance with the provisions set out in MIFIDPRU 4.3.

In accordance with MIFIDPRU 4.3.2, TINTL is required to hold Own Funds in excess of the greater of:

a) Permanent Minimum Requirement ("**PMR**"), which for the Company is £75,000; or

b) Fixed Overheads Requirement ("**FOR**"); which amounts to 25% of its most recently audited annual expenditure less permittable deductions; and

c) K-Factor Requirement ("**KFR**").

Table 6: Own Funds requirement

Own Funds requirement	£'000
A. Permanent Minimum Requirement	75
B. FOR	1,331
Sum of K-AUM, K-CMH and K-ASA	513
Sum of K-COH and K-DTF	2
Sum of K-NPR, K-CMG, K-TCD and K-CON	-
C. Total K-Factor Requirement	515
Own Funds requirement (higher of A, B and C)	**1,331**

5.1 Permanent Minimum Requirement

PMR represents the minimum capital requirement, also referred to as the initial capital requirement. This is determined based on permissions for the type of investment activities undertaken. Initial capital is set at £75k (for firms which provide execution, portfolio management, advisory services with no permission to hold client money or securities), £150k (with any other MIFID activity including operating a multilateral trading facility), or £750k (who deal on own account or provide underwriting).

TINTL does not trade on own account nor operate a multilateral trading facility and is therefore not subject to £150k or £750k initial capital requirement.

5.2 Fixed Overheads Requirement

The FOR of a MIFIDPRU investment firm is an amount equal to one quarter of the firm's relevant expenditure during the preceding year from its most recent audited annual financial statements. Under MIFIDPRU 4.5.3R(2), amongst other deductions from total expenditure, expenses can further be deducted and deemed variable only if they are both non-recurring in nature and arising from non-ordinary activities. As at 31 December 2024, TINTL's FOR was £1,331k which serves as its Own Funds requirement being the higher of PMR, FOR and KFR.

5.3 K-Factor Requirement

KFR is calculated in accordance with MIFIDPRU 4.6 and is based upon investment services provided and MIFID activities undertaken by TINTL.

Three K-Factors that are relevant for TINTL's business model:

- **K-AUM (**i.e. Asset Management Activity) is calculated based on the average AUM for its MIFID business (i.e. excluding Property and Infrastructure) over the previous 15 months (excluding the most recent three months) multiplied by a regulatory-defined coefficient of 0.02%;
- **K-COH** (i.e., Client Orders Handled) is calculated based on the average Client Orders Handled over the previous six months (excluding the most recent three months) multiplied by a regulatory defined coefficient of 0.1% for cash trades attributable to COH and 0.01% for derivative trades attributable to COH; and
- **K-DTF** (i.e. Execution of orders on behalf of clients in TINTL's own name) is calculated based on the average Daily Trade Flow over the previous nine months (excluding the most recent three months) multiplied by a regulatory defined coefficient of 0.1% for cash trades and 0.01% for derivative trades.

The remaining K-Factors are not applicable to TINTL's business model as it does not hold client money (i.e. K-CMH) or safeguard client assets (i.e. K-ASA) or are considered out of scope (i.e. K-NPR, K-CMG, K-TCD and K-CON) as TINTL does not have a trading book.

5.4 Adequacy of Own Funds approach

As prescribed by MIFIDPRU 7.4.7 Overall Financial Adequacy Rule (“**OFAR**”) a firm must, at all times, hold Own Funds and liquid assets which are adequate, both as to their amount and their quality, to ensure that:

i. TINTL 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

ii. The firm’s business can be wound down in an orderly manner, minimising harm to consumers or to other market participants.

The Group prepares an ICARA annually or more frequently as required. The ICARA assesses whether the Group and its subsidiaries including TINTL holds adequate Own Funds as required under MIFIDPRU 7.6.2R.

The ICARA ensures that the Group and its subsidiaries have appropriate systems and controls in place to identify, monitor and, where proportionate, reduce all potential material harms that may result from:

A. ongoing operation of its business, and

B. winding down its business.

The Own Funds Threshold Requirement (‘**OFTR’**) and LATR in addition to Basic Liquid Asset Requirement is calculated as the higher of these two assessments as noted under A and B above and represents how much additional capital or liquid assets may be necessary to address any potential residual impacts to comply with the OFAR.

The Group performs independent assessment and employs other quantitative tools such as stress testing and scenario analysis for this purpose as part of the ICARA process. The Group’s allocation of Own Funds Requirement to TINTL assesses the potential harms that are applicable to clients, the market and the firm through scenario-based assessment. Some examples of situations that may result in harms to clients include trading error, mandate breach, misselling, failure of an outsourced service provider/vendor. Other examples of harm to the firm include the loss of significant clients, failure in IT infrastructure and poorly managed change. TINTL is a non-SNI firm and is not considered to be large enough to cause systemic disruption to the market as a whole and is therefore unlikely to cause harm to the market.

The TINTL Board ensures the OFTR and LATR identified through the ICARA process and wind-down plan is appropriate and comply with the OFAR by regular monitoring of its capital and liquidity positions in comparison to the calculated threshold requirements.

TINTL’s capital and liquidity position are assessed on an on-going basis throughout the year and up-to-date capital and liquidity requirements are reported to the FRMC and FORC on a monthly basis and to the TINTL Board on a quarterly basis. This allows implementation of timely management actions as and when appropriate to ensure continuing compliance, including updated assessments at least annually of threshold requirements to reflect emerging exposures and material changes in the business.

6. Remuneration policy and procedures

The FCA implemented its MIFIDPRU Remuneration Code (the "**Code**") with effect from 1 January 2022. Under the Code, the Group, a non-SNI firm, must report annually on its remuneration governance, policy and practice.

6.1 Approach and objectives of financial incentives

The overall objective of the remuneration policy is to promote the long-term interests of the Group, their customers and of Ameriprise, by attracting and retaining effective, engaged and motivated talent and to discourage excessive and imprudent risk taking. The policy is constructed so as to encourage responsible business conduct, fair treatment of clients and address any potential conflicts of interest in the relationship with clients.

6.2 Decision-making process for remuneration policy

The Group has a Remuneration Committee which meets regularly to establish the Group's remuneration principles and oversee the governance of the remuneration programmes, policies and procedures. The Remuneration Committee carries out its responsibilities within the authority delegated by the relevant Boards and documented in its Terms of Reference. The responsibilities include approving the terms of the incentive pools, long term incentive plans, and any other incentive arrangements, and the remuneration for senior level employees, specifically reviewing all positions identified as Material Risk Takers including heads of Control Functions.

The Remuneration Committee currently comprises three members who are either executives from Ameriprise Financial, Inc., or non-executives, none of whom held executive positions with the UK based holding company TAMUKIHL for the year ending 31 December 2024.

6.3 Material Risk Taker Identification

Material Risk Takers ("**MRT**") for the Group have been identified through an exercise that involved the mapping of risks and responsibilities, and consideration of other factors.

The Group defines its MRT in line with the definitions provided by SYSC 19G and associated guidance. Those MRT are senior management, individuals with a material impact on the risk profile of the Group, individuals within control functions and other employees whose total remuneration takes them into the same bracket as senior management and risk takers, whose professional activities have a material impact on the risk profiles of the Group or of the funds it manages.

For the calendar year 2024, there was a total of 75 MRT for TINTL who were employees of the Group for all or a portion of the year.

6.4 Components of remuneration

The Group makes a clear distinction between criteria for setting fixed and variable remuneration.

- Fixed remuneration primarily comprises basic salary and allowances which reflect the professional experience and organisational responsibility of staff and are permanent, pre-determined, non-revocable and not dependent on performance.
- Variable remuneration primarily comprises annual incentive payments made in respect of individual performance.

Variable remuneration awards are discretionary and fully flexible, with the option to pay no incentive award if required. Awards are made according to the individual employee's performance against their Goals and Leadership scores, market remuneration levels for comparable roles, internal comparators and the funding available to fund variable remuneration awards, further influenced by the employee's adherence to, and delivery of, the Company's risk and regulatory compliance responsibilities.

Guaranteed variable remuneration awards are made only on an exceptional basis in the first year of service.

Severance payments are made at the Company's discretion and are usually based on individual service and pay levels. The Company will take into account the individual's performance over time, and payment will not reward failure or misconduct.

6.5 Determining Incentive Remuneration Pools

Pools are determined at the Group's discretion, subject to final oversight and approval from the Remuneration Committee. The pools for Real Estate, Distribution and Investments Special Incentive Plans (the "SIPs") are determined with reference to four un-weighted factors being a 'Top-Down' assessment of market practice, legal and regulatory requirements and any other internal or external contextual factors; a 'Bottom-Up' calculation based on business performance against Plan and Target Incentive level for the Company; the overall financial and strategic performance of the Group; and the financial and strategic performance of Ameriprise Financial as the Group's parent company and shareholder.

The Bottom-Up element of the SIP pool determination process measures team and wider business performance against key business targets for each area of the Group, including longer-term investment performance for the Investments and Real Estate divisions and a mix of gross and net sales for Distribution. Investment performance is assessed against each fund's benchmarks and its risk profile. All such assessments' impacts on the bottom-up calculation are capped, and weighted more heavily to longer time periods, so as not to incentivise managers to take excessive risk in order to deliver higher incentive pools. While the Group and parent company financial and strategic results are important factors in pool determination, the model is set up to ensure that delivery of the business' core goals, including delivering investment performance to its customers, is an explicit and significant driver in pool determination for those divisions.

The funding for support roles forms part of the global Annual Incentive Award ("**AIA**") plan, with funding to each region and business determined by a comprehensive balanced Business Unit Assessment in context of the overall Ameriprise Financial group's performance. All pools are set in context of the risk and control environment maintained during the year and may be adjusted top-down to reflect any material issues in that regard. The Remuneration Committee also receives ongoing reports through the year from the Risk function regarding risk assessments and any themes or areas of note related to risk control or risk-related behavioural concerns. In the course of reviewing the Company's financial and non-financial performance for approval of funding for remuneration programmes, the Remuneration Committee will ensure that such approval does not adversely impact the Company's capital and liquidity position.

The Remuneration Committee takes all of these factors into account in order to make a balanced decision on its oversight and approval of the incentive pools for the year in question.

6.6 Determining Individual Incentive Awards

Individual discretionary awards from the available funding, in context of market-competitive reward levels for the job in question, are driven strongly by each individual's ratings against Goals (objectives) and the Group's behavioural Leadership expectations (our Values), each of which is separately rated on a 5-point scale to ensure the behavioural assessment is given due prominence. Goals focus on the key deliverables for the role that year, in particular on the delivery of investment performance for Investments employees and for the Alternatives division. Investment performance, where relevant to the role, is assessed against each fund's benchmark and its risk profile.

Ratings are consistency-checked across the business and the EMEA Chief Risk Officer and the Head of Compliance may provide input as required to ensure balance and due reflection of risk management. For Sales, Real Estate and Investment incentives there is no pre-determined grid or formula driving awards, which are discretionary in order to be able to account for and reflect all relevant factors.

The Company applies a risk adjustment policy to all employees and activities, and this includes performance adjustment to both current awards and through malus and clawback to unvested and delivered awards at the discretion of the Remuneration Committee. Cases are identified by the EMEA Chief Risk Officer who monitors risk events throughout the year. Final oversight and decision-making on risk adjustment to awards rests with the Remuneration Committee.

6.7 Delivery of Total Incentives

The Group considers that deferred awards for higher earners and risk-takers are a matter of good practice and an important part of aligning key staff's interests with the long-term interests of customers and shareholders. To that end, Total Incentive awards for all employees in the Group may be delivered partly in deferred awards through the Ameriprise Financial Long-Term Incentive Award ("**LTIA**") programme and, for MRT and those in the Investments division, through a fund deferral programme. Deferrals, and delivery of awards in instruments, will comply with relevant regulatory requirements in force from time to time.

Staff qualifying as MRT and those of a comparable level of seniority may be subject to a higher rate of deferral. 50% of the overall incentive award is delivered in fund-linked units subject to a holding period after delivery. The fund linked units are designed to reflect the performance of a cross section of products and asset classes within the region.

6.8 Quantitative Disclosure

The aggregate total remuneration for MRT for the period ending 31 December 2024 was £60.5m (of which £23.1m relates to Senior Management and £37.4m relates to Other MRT).

Table 7: Quantitative disclosures

Remuneration (£'m)	Senior Management	Other MRT	Other Staff	Total remuneration
Fixed remuneration	3.9	14.6	64.0	82.5
Variable remuneration	19.3	22.9	30.1	72.3
Total remuneration	23.1[1]	37.4[1]	94.2[1]	154.7[1]
Number of beneficiaries	11	64	844	919

[1] There is a difference of £0.1m in the total due to rounding.

The Group did not award guaranteed variable remuneration awards to any MRT during the financial year.

The Group awarded a total of £0.82m severance payments to five MRT during the financial year. The highest severance payment awarded to an individual MRT during the financial year was £0.22m.