

FIL Holdings (UK) Limited (“FHL”) Pillar 3 Public Disclosure

(as at 31 December 2024)



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1. Introduction

1.1 About this document

This document sets out public disclosures for FIL Holdings (UK) Limited (“FHL”) and its MIFIDPRU subsidiaries and provides information on FHL’s approach to management of risks and harms.

The disclosures in this document do not constitute any form of audited financial statements and have been produced solely for the purposes of meeting regulatory disclosure requirements. These disclosures focus on risk management activities at a corporate level and therefore, do not give any details of fund or product related risk management activities.

The disclosures have been reviewed and approved by the directors of FHL.

1.2 Regulatory context

FHL is subject to the Investment Firms Prudential Regime (IFPR) that applies to FHL and its subsidiaries.

As a UK based investment firm group, undertaking activities within the scope of the UK Markets in Financial Instruments Directive (“MIFID”), FHL is subject to the rules and guidelines codified in the prudential sourcebook for MiFID investment firms, MIFIDPRU, which forms a part of the FCA Handbook. In accordance with the requirements of MIFIDPRU 8, FHL is required to publish the disclosure documents for its four regulated investment firm subsidiaries within FHL: FIL Pensions Management (“FPM”), Financial Administration Services Limited (“FASL”), FIL Investments International (“FIL”) and FIL Investment Advisors (UK) Limited (“FIA (UK)”), that were previously subject to the prudential sourcebook for Investment Firms, for Banks, Building Societies and Investment Firms and are referred to as MIFIDPRU investment firms.

The remaining two regulated subsidiaries, FIL Investment Services (UK) Limited (“FISL”) and FIL Wealth Management Limited (“FWML”) are not subject to the MIFIDPRU 8 disclosure requirements. FHL is categorised as a non-small and non-interconnected investment firm (non-SNI firm). All the regulated entities form a part of FHL and follow the same policy for risk management, governance arrangements, and investment policy.

This document contains regulatory disclosures about FHL and its four MIFIDPRU subsidiaries.

1.3 FHL Background

As at 31 December 2024, FHL was a subsidiary of FIL Financial Services Holdings Limited (“FFSH”), a Bermuda registered company, which is also the parent company of FIL Life Insurance Limited (“FIL Life”) a fellow subsidiary in the UK. With effect from 1 January 2025, FIL Financial Services Holdings 2 Limited (“FFSH 2”), a Bermuda registered company is the immediate parent undertaking of FHL and owns 100% of FHL’s issued share capital. FIL Limited (“FIL”) continues to remain the ultimate parent undertaking.

FIL is a privately-owned company registered and domiciled in Bermuda. It is regulated by the Bermuda Monetary Authority and is required to prepare a capital adequacy assessment for the consolidated FIL. FIL offers investment solutions and retirement expertise to institutions, individuals and their advisers around the world. It has the commitment and resources to provide the investment expertise, technology and service innovation needed to help its clients achieve their financial goals.

As part of its global investment and retirement savings business, FHL serves a diverse range of clients, including pension funds, sovereign wealth funds, financial institutions, insurers, wealth managers and private individuals.

FHL is a UK based financial holding company and does not undertake any regulated investment activities itself. Business of FHL is conducted through the subsidiaries listed in section 1.5.

Within FHL, there are no material deposit-taking, market-making or investment banking entities.

1.4 Sustainability and Climate Risk

FHL's purpose is to work together to build better financial futures. FHL incorporates sustainability into its business operations and investment process, working with investee companies to help them operate more sustainably in order to deliver those long-term returns and secure a better future for all.

FIL's Sustainable Investing Principles document details the sustainable investing framework, its approach to sustainable client solutions, exclusions, investment stewardship and engagement, and the integration of ESG risks and opportunities across the investment management process. FHL integrates material sustainability considerations into its fundamental research as it believes it can drive better decisions and outcomes, which are integral to the financial futures of its clients. For further information, please click [here](#) to download the Sustainable Investing Principles document.

FIL's Sustainability report, published at end of 2024, provides an update on sustainability in relation to investments and its own operations. It looks back at some of the key developments in 2023 and 2024 and considers what lies ahead including an update on Corporate Sustainability and its importance for FIL across environment, workplace, suppliers and the communities FIL operates in. It outlines progress made towards the goals set and the ongoing efforts to make Fidelity a more sustainable organisation. For further information please click [here](#) to download a copy of the report.

In addition, FIL's Task Force on Climate-related Financial Disclosures (TCFD) report aims to provide more transparency to stakeholders on key aspects of climate risks and opportunities including, but not limited to governance, strategy, and risk management as well as information on the metrics and targets used. For further information, please click [here](#) to download the report.

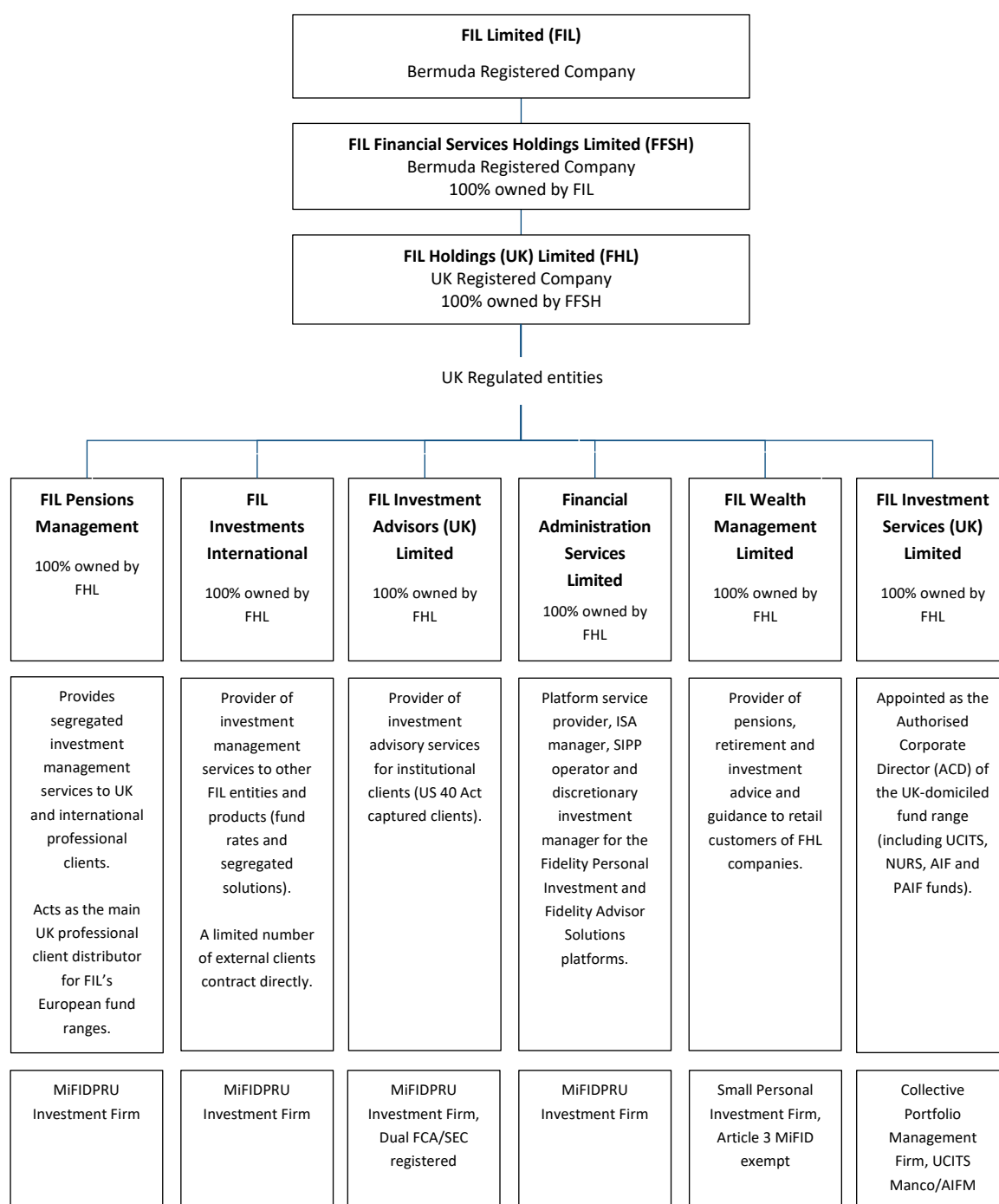
1.5 Basis of preparation

The disclosures included in this document relate to FHL on a consolidated basis and for the MIFIDPRU subsidiaries on an individual basis. FHL prepares its financial statements in accordance UK GAAP as at 31 December each year.

There is no current or foreseen material, practical or legal impediment to the prompt transfer of own funds or repayment of liabilities among the parent undertaking and its subsidiaries.

As at 31 December 2024, FHL and each of its MIFIDPRU subsidiaries held Own Funds in excess of regulatory minimum capital requirements, Own Funds Requirements. Figure 1.1 below illustrates the regulated subsidiaries of FHL as of 31 December 2024:

Figure 1.1: FCA Regulated Entities

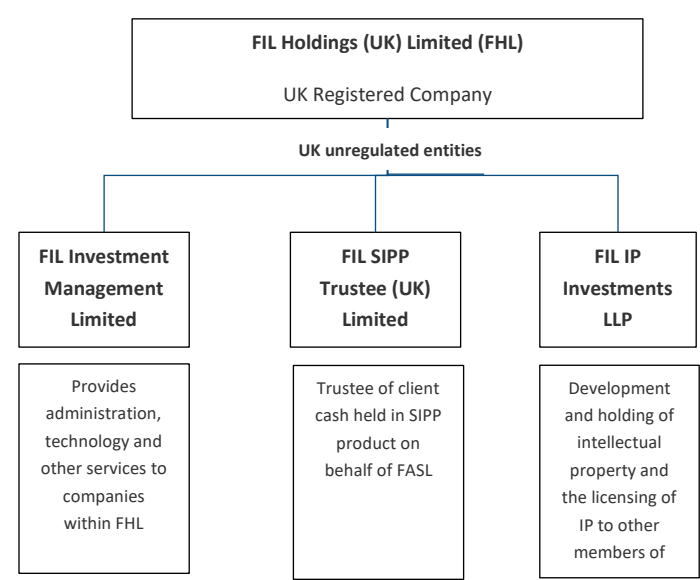


All the above companies are incorporated in England and Wales and are wholly owned by FHL. None of the regulated sub entities have any principal subsidiaries under them. With effect from 1 January 2025, FFSH 2 is the immediate parent of FHL and owns 100% of FHL's issued share capital.

FIL Life Insurance Limited ("FIL Life") is a separate UK company authorised by the Prudential Regulation Authority (PRA) and regulated by the FCA. As on 31 December 2024, FIL Life was wholly owned by FFSH (the parent company of FHL) and falls outside of FHL as illustrated in Figure 1.1. FIL Life is subject to separate Own Risk and Solvency Assessment and disclosure requirements. For further information please click [here](#) to download a copy of the document.

In addition to the regulated subsidiaries above, FHL established a new legal entity named as FIL Platform Solutions (UK) Limited (FPSL) on 21 July 2023. Since the reference date, on 4 April 2025 FPSL has been authorised under MIFIDPRU, but it remains inactive at the date of this report. FHL also has three principal unregulated subsidiary entities, as shown in Figure 1.2 below:

Figure 1.2: Unregulated Entities



1.6 Materiality

Regulations permit the omission of one or more of the required disclosures, if that information is immaterial. A disclosure is deemed to be material if the omission of that information would likely change or influence the assessment or decision of a user relying on that information for the purposes of making economic decisions. Where a disclosure is considered to be immaterial, this has been stated.

1.7 Frequency of disclosure

These disclosures are required to be made on an annual basis, in line with relevant regulations. Certain disclosures are required to be made more frequently, if the business undergoes a significant change to its business model.

FHL and its regulated entities have an accounting reference date of 31 December and disclosures are published within 6 months of that date.

2. Risk Management

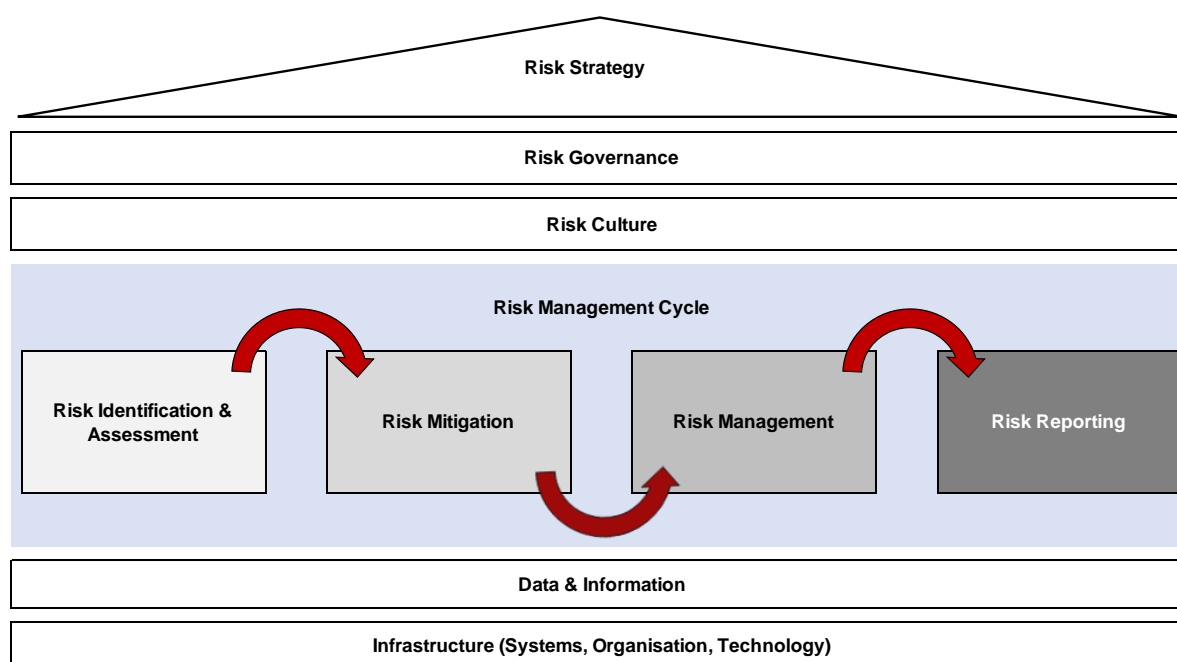
2.1 Risk Management Objectives and Policies

Risk management process and requirements are defined across FHL by the Enterprise Risk Management (ERM) framework. The ERM framework supports the effective identification of risks, potential events and trends which may significantly affect FHL's ability to achieve its strategic goals or maintain its operations and aligns to the FIL framework.

The ERM framework includes:

- The application of a common enterprise-wide risk management framework, activities, and processes across the organisation.
- Clear assignment of roles, responsibilities, and accountabilities for managing risk.
- The effective use of appropriate risk identification, assessment, mitigation, and management strategies.
- The integration of relevant, reliable, and timely risk management information into reporting and decision-making processes.
- The identification and assessment of existing and uncertain future events that may influence the achievement of business plans and strategic objectives.

Chart 2.1: FIL ERM Framework



2.2 Risk Strategy

FHL's risk strategy is to ensure that effective risk management is embedded in all its core operating and decision-making processes, and that existing and emerging risks are identified and managed within acceptable risk limits for financial risks and risk tolerances for non-financial risks.

FHL's risk strategy is supplemented by its risk appetite framework, including risk appetite statements and related metrics, which reflect the aggregated level of risk that the organisation is willing to assume or tolerate to achieve its business objectives.

FHL's risk management framework includes both qualitative and quantitative monitoring of risk metrics, escalation processes and action management plans to ensure that the organisation remains within risk appetite statements, limits and tolerances.

The FHL Board and the Audit and Risk Committee (ARC) regularly review its performance against the risk appetite and approve all alterations or additions to the underlying risk appetite metrics.

2.3 Risk Governance

FHL is committed to the highest standard of corporate governance, business integrity and professionalism in all its activities.

The FHL Board is accountable for ensuring that appropriate governance structures and internal controls are implemented to comply with relevant rules, laws and regulations as well as FIL policies; and that these are consistent with protecting clients and customers and are in the long-term interests of FHL's shareholders.

The FHL Board is responsible for the supervision, leading and controlling of its subsidiaries. It is responsible for the implementation of the ERM framework and has created a governance structure to provide oversight and direction to the business through delegated authorities to designated committees as represented in Section 4. The committees inform the FHL Board of the risk profile and effectiveness of the risk management framework. The FHL Board receives matters escalated for consideration from subsidiary boards and committees.

The risk management structure at FHL is designed on a 'Three Lines of Defence' basis to ensure clear accountabilities for all risk management activities in the organisation.

The 1st Line of Defence is formed of risk owners, owning all risks emerging from their respective businesses and/or processes and being accountable for managing, monitoring and mitigating these risks on an ongoing basis in line with established policies, tools and procedures.

The 2nd Line of Defence, which includes the Global Risk Team and individuals assigned to perform oversight responsibilities for specific risk types, comprises an independent risk and control layer responsible for the design of core enterprise and specific risk-type frameworks, methodologies, and tools, and provides risk oversight.

The 3rd Line of Defence is Internal Audit, which provides independent assurance on the adequacy of the design and effectiveness of systems and controls in FHL.

The FHL Board has ultimate responsibility for risk management activities within FHL in line with the MIFIDPRU and SYSC (Senior Management Arrangements, Systems and Controls) requirements.

2.4 Risk Aware Culture

FHL has adopted an approach to promote, embed and measure a strong risk aware culture across the organisation, including reinforcing individual behaviours and capabilities that are aligned to the FIL's core values and beliefs. This approach also includes alignment of compensation and performance structures which incentivise risk accountability and the right risk behaviours.

2.5 Risk Identification and Assessment

FHL's risk taxonomy provides a consistent approach for the classification, identification, and definition of risks. It covers all relevant risks across the organisation and aligns to the FIL's risk taxonomy.

As a part of risk management cycle, risk assessment is conducted to ensure understanding of risk levels, including materiality and impact. The risk assessment process includes identifying and understanding root causes, materiality drivers, themes and impacts of individual and aggregated risks throughout the risk assessment process.

2.6 Risk Mitigation and Management

Risk mitigation strategies are crucial for ensuring that residual risk levels are managed within risk appetite and include defined control environment, remediation processes, strategic de-risking of processes, risk transfer (insurance), disposal of assets or reduction of exposure, diversification, and collateral.

Risk Policy Owners are responsible for prescribing, monitoring and testing minimum control requirements aligned to FHL's risk appetite for that risk-type. Risk owners are expected to meet the minimum control requirements and to develop and implement additional controls to appropriately manage their specific risks and risk levels.

2.7 Risk Reporting

The FHL Board regularly receives risk management information, encompassing, but not limited to:

- Risk Register; including risk ratings, trends and forward-looking profiles;
- Risk Appetite limits, tolerances, and breaches;
- Key Risk and Control Indicators;
- Material risk events and audit issues;
- Regulatory and Capital Reporting;
- Other Key Risks and issues for attention.

3. Risk Profile

3.1 FHL's risk profile

The FHL Board, through its established governance structure, monitors FHL's risk profile continuously and receives formal reports concerning the material risks. These risks have been compared to the risk taxonomy and risk register to ensure that they continue to represent the most material risks facing the business.

The Table 3.1 below consists of the risks that FHL is exposed to:

Table 3.1: FIL Risk Taxonomy

Key Risks	Risk Types
Financial Risk	Counterparty / Credit risk Market risk Liquidity risk Pension risk
Operational Risk	Business disruption risk Duties to Customers risk Employment practices & workplace safety Regulatory risk Financial crime risk Financial reporting risk Information security risk Technology failure risk Operational delivery risk Record & data management risk Tax compliance risk
Investment Risk	Fund counterparty / Credit risk Fund market risk Fund liquidity risk
Strategic Risk	Market dynamics risk Business strategy risk Business performance risk Fund performance risk
Environmental, Social & Governance (ESG) Risk	Environmental, social & governance (ESG) risk

Financial risk includes credit risk, market risk, liquidity risk and pension risks.

- **Counterparty/Credit risk** - the risk of a counterparty failing to meet their financial obligations when due.
- **Market risk** - the risk of an adverse financial impact due to changes in fair values of financial instruments from fluctuations in foreign currency exchange rates, interest rates, property prices and equity prices.
- **Liquidity risk** - the risk that FHL either does not have available sufficient financial resources to enable it to meet its obligations as they fall due or can secure them only at excessive cost.

FHL's policy is to maintain sufficient liquidity in each MIFIDPRU subsidiary to enable it to meet BAU and stressed liquidity requirements. Sufficient liquidity is also maintained at FHL level to enable it to inject capital rapidly into subsidiaries to meet any unforeseen liquidity requirements and scenarios. There are no significant regulatory or exchange control restrictions that would prevent this and the required currencies can generally be obtained either same day or the next business day. There are some limited restrictions on repatriating capital surpluses from subsidiaries back to FHL.

- **Pension risk** - the risk that the liabilities of defined benefit pension plans are not fully funded, i.e., the binding provision of defined benefit pension scheme that could not be covered by corresponding assets or a shortfall in value of pension plans assets.

Operational risk is the risk of loss or poor outcomes for customers resulting from inadequate or failed internal processes, or harms arising from a lack of operational resilience. Risks arise from people, systems or external events. This covers a broad set of risks which includes:

- **Operational delivery** - Risks arising from the delivery of FHL's business operations including failures in our customer and fund-level transactions e.g., transaction capture, those associated with the use of vendors and suppliers, unclear or untimely internal communication, fund accounting errors and change programme risks.
- **Duties to customers** - Risks arising from the failure to ensure fair, impartial and suitable treatment of customers, including unfair customer treatment, misleading customer communication and investment compliance breaches.
- **Financial crime** - Risks arising from internal and external financial crime, including bribery and corruption, fraud, money laundering and terrorist financing, embargos/sanctions and market abuse.
- **Information security** - Risks arising from losses of sensitive information, including cybersecurity, unauthorised and inappropriate access and information asset security.
- **Technology failure** - Risks arising from significant failures of technology.
- **Business disruption** - Risk of business disruption that adversely impacts the people and/or processes of FHL, for example impacts due to property damage.

Investment risk arises in the investment funds managed by FHL. It is borne by investors, provided FHL manages the funds within limits and in line with investor expectations. FHL actively manages communications and disclosures with investors to ensure that the risk profile of funds is transparent and understood by those who ultimately bear this type of risk. The risks are monitored through risk indicators to ensure that the funds are not exposed to significant credit or concentration risk with respect to their primary counterparties.

Strategic risk is the risk that FHL cannot compete effectively, becomes unviable, or that the business strategy being pursued is inappropriate or incomplete. This includes risks related to market dynamics, business strategy and business performance. Typically, strategic risks affect the revenues and/or profitability of FHL or result in opportunity costs which are not directly mitigated by capital.

ESG Risk is an environmental, social or governance factor or condition that can cause harm to FHL as an organisation or assets managed by it on behalf of clients.

Group risk is the risk that the financial position of a firm may be adversely affected by its relationships, financial and non-financial, with other entities in the same group or by risk which may affect the financial position of the whole group e.g., reputational contagion. Whilst FHL is a part of the wider FIL, it is financially independent from a capital and liquidity perspective. FHL does not rely on other FIL entities for financial support, however, there is an option to request further investment or short-term funding from FIL Limited if necessary.

Concentration risk spans multiple risk categories and is the risk of large individual exposures and significant exposures to groups of counterparties whose likelihood of default is driven by common underlying factors (sector, economy, geography, location, instrument type). FHL does not have significant concentrations of clients, fund strategies or balance sheet exposures, and the risk is mitigated through credit exposures being diversified across a range of approved counterparties in accordance with agreed limits. Counterparty risk monitoring is performed on a daily basis.

3.2 Other risks

The following risks have also been considered and are not currently deemed material to FHL:

Residual risk (a sub-category of credit risk) is the risk that recognised risk measurement and mitigation techniques used by the credit institution prove less effective than expected. This risk is not considered to be applicable, as FHL does not have a loan book.

Securitisation risk is the risk that the capital resources held by the financial institution in respect of assets which it has securitised are inadequate with regards to the economic substance of the transaction, including the degree of risk transfer achieved.

Insurance risk is the risk arising from the inherent uncertainties as to the occurrence, amount, and timing of insurance liabilities, undertaking insurance business or providing underwriting services. FHL does not undertake insurance business or otherwise provide underwriting services and so this risk is not applicable.

4. Governance Structure

4.1 FHL Board and committees

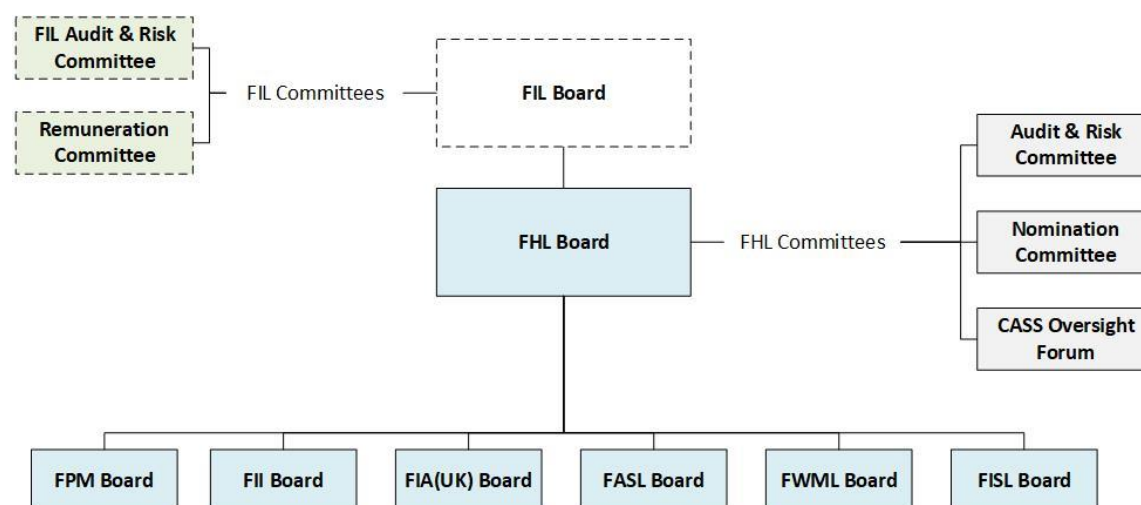
The FHL Board is responsible for setting FHL's strategy and risk appetite, maintaining an effective and efficient system of internal controls and monitoring business performance. The subsidiaries operate independently within this overall Group framework.

Delegations by the FHL Board to its Committees are fully documented in the respective Terms of Reference. The FHL Board has also adopted a formal schedule of matters reserved for Board approval that details key aspects of the company's affairs that cannot be delegated.

The FHL Board meets on a quarterly basis with additional meetings scheduled, as required. The FHL Board holds periodic strategy sessions to consider the overall UK strategy and key developments in the business, together with opportunities and the risks it faces.

The FHL Board delegates certain responsibilities to its committees, forum and executive management, which assist the FHL Board in carrying out its functions and ensure that there is independent oversight of matters such as internal control and risk management. The structure of the FHL Board and its committees as at 31 December 2024 is shown in the Figure 4.1 below:

Figure 4.1: FHL Board and Committees



As a member of the FIL, oversight of certain activities is undertaken by dedicated committees at FIL level, for example, the Remuneration Committee, as illustrated in Figure 4.1 above. The FHL Board receives updates on key aspects of Group deliberations and policy that impact its business.

FHL Audit and Risk Committee ("ARC")

As detailed in the FHL ARC terms of reference, the ARC's role is to take an independent perspective on audit oversight, internal controls and risk within FHL. This is to help ensure that FHL applies a consistent and optimal approach to the oversight of audit and risk-related matters and the internal controls in place for FHL, in particular the Regulated Subsidiaries.

The ARC is responsible for the oversight of risks and harms, and for providing independent and objective assurance to the FHL Board on the effectiveness of FHL's system of internal control, including financial, operational, compliance and risk management controls/matters. It recommends risk appetite to the FHL Board and monitors adherence to

predefined levels. The ARC also oversees relevant regulatory, tax and legal issues, along with all other matters that the FHL Board deems relevant. It receives regular reports from Internal Audit, Compliance, Risk Management, Finance and the external auditors. The ARC membership is independent of line management, comprising a Chair who is not a member of FHL's first line executive management and three independent non-executive directors. The UK heads of oversight functions (Internal Audit, Compliance and Risk), or their delegates, have standing invitations to the ARC. Where necessary, the FHL ARC escalates matters of note to the FHL Board and/or to the FIL ARC for consideration.

Nomination Committee

The Nomination Committee has been delegated oversight of a number of areas by the Board:

- Considering FHL and subsidiary Board composition and recommending appointments to the respective Boards for approval.
- Reviewing senior management succession plans to provide comfort to the FHL Board on their suitability; and
- Reviewing the appropriateness of the FIL remuneration policy for FHL.

The Nomination Committee is independent of line management and is chaired by the Chair of the FHL Board. The other members of the committee are the four independent non-executive directors.

CASS Oversight Forum

The CASS Oversight Forum is responsible for the governance, oversight, and control of FHL's client money and customer asset arrangements and associated control framework. The Forum meets formally on a monthly basis with provision to meet more frequently or as and when determined necessary, at the direction of the CASS Forum Chair. The Forum is chaired by the relevant SMF24 (Chief Operating Officer), with members and attendees from Compliance, Risk, Banking Reconciliation and Control and the business areas that manage client money and assets, and other functions as required. Reporting is provided to the FHL ARC and all relevant CASS firms.

4.2 FHL Board membership

As of 31 December 2024, the FHL Board comprised nine directors:

- A Non-Executive Chair
- A Chief Executive Officer
- The Chair of the ARC
- One Non-Independent Non-Executive Director
- Four Independent Non-Executive Directors
- A further Executive Director

The FHL Board believes that the promotion of diversity is key to delivering its long-term strategy and success. It recognises the benefits different skills profiles and experiences can bring and therefore, continuously strives to attract diverse talent to increase effectiveness. The Board recognises the value of diversity to the wider business and is a signatory to HM Treasury's 'Women in Finance Charter'.

In 2024, the FHL Board performed a self-assessment of its operating effectiveness.

The roles of the respective Board members are set out below.

Chair

The FHL Board is chaired by a Non-Executive Director who is responsible for leading the Board and developing and overseeing the implementation of Fidelity Group strategy as it applies to the UK entities.

Chief Executive Officer

The Chief Executive Officer of FHL is responsible for the day-to-day running of the Company, excluding any matter reserved to the FHL Board, and driving and implementing the strategy approved by the FHL Board.

Independent Non-Executive Directors

Along with the other Board members, the Independent Non-Executive Directors are responsible for constructively challenging and monitoring the management team in delivering the agreed strategy in line with agreed risk appetite limits approved by the FHL Board. The Independent Non-Executive Directors contribute broad business, customer and risk experience and external insight to Board discussions, alongside independent and objective judgment.

Non-Executive Directors

The FHL Board benefits from the knowledge and experience of a Non-Executive Director:

- The former Global Chief Investment Officer - Equities brings significant experience of the investment management business to Board deliberations. This Non-Executive Director is also Chair of the FII and FIA (UK) Boards.

Executive Directors

The Executive Directors are responsible for key aspects of the running of FHL, for example, operations and financial matters.

The FHL Board members are listed in the Table 4.1 below:

Table 4.1: FHL Board members

Name	Position	Directorships		
		FHL	FIL	Non-FIL
Peter Horrell	Chair	3	1	0
Romain Boscher	Non-Executive Director	3	5	1
Michelle Cracknell	Independent Non-Executive Director	4	0	10
Mark Gotts	Chair of the ARC	1	0	0
Cara Hewitt	Executive Director, Chief Executive Officer	2	0	1
Jill Holohan	Executive Director	2	0	0
Patrick Olson	Independent Non-Executive Director	2	0	2
Teresa Robson-Capps	Independent Non-Executive Director	2	0	8
Alan Rubenstein	Independent Non-Executive Director	2	0	5

5. Own Funds

5.1 FHL Own Funds

MIFIDPRU 8 requires FHL to disclose the composition of its Own Funds. FHL's Own Funds consists entirely of Tier 1 Capital. Table 5.1 below discloses information on the detailed capital position of FHL as of 31 December 2024:

Table 5.1: Own Funds

	Own Funds	31-Dec-24 (£'000)
1	OWN FUNDS	778,760
2	TIER 1 CAPITAL	970,486
3	COMMON EQUITY TIER 1 CAPITAL	970,486
4	Fully paid-up capital instruments	153,151
5	Share premium	36,075
6	Retained earnings	737,185
7	Accumulated other comprehensive income	
8	Other Reserves	44,075
9	Adjustment to CET1 due to prudential filters	
10	Other funds	
11	(-) Total deductions from CET1	(191,726)
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 CAPITAL	-
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	-

As of 31 December 2024, FHL had no additional Tier 1 capital or Tier 2 capital. FHL had available own funds of £778.8m as of 31 December 2024.

MIFIDPRU 8 requires FHL to reconcile its Own Funds to the balance sheet in the audited financial statements. Table 5.2 below provides the reconciliation as of 31 December 2024:

Table 5.2: Reconciliation of Own Funds with Balance sheet

Own Funds and Balance Sheet Reconciliation	31-Dec-24 (£'000)
Assets - Breakdown by asset classes	
Intangible assets	103,095
Tangible assets	72,136
Investments	512
Current assets	1,274,883
Total Assets	1,450,626
Liabilities - Breakdown by liability classes	
Creditors: amounts falling due after more than one year	501

Own Funds and Balance Sheet Reconciliation	31-Dec-24 (£'000)
Creditors: amounts falling due within one year	477,136
Provisions for liabilities	2,503
Pensions and similar obligations	-
Total Liabilities	480,140
Net assets	970,486
Capital and reserves	
Called up share capital	55,151
Share premium account	36,075
Capital contribution	98,000
Other reserve	44,075
Profit and loss account	737,185
Total Shareholder's Equity	970,486

5.2 FHL Own Funds Requirement

The Own Funds Requirement is calculated as the highest of Permanent Minimum Capital Requirement (PMR), the Fixed Overheads Requirement (FOR) and the K-factor Requirement (KFR).

As at 31 December 2024, FHL's Fixed Overhead Requirement of £219.4m establishes its Own Funds requirement, being higher than the base capital requirement and the total K-Factor requirement. FHL held Own Funds in excess of its Own Funds Requirements. Table 5.3 provides the details of the Own Funds Requirements required to be held by FHL:

Table 5.3: Own Funds Requirements

Own Funds Requirement	31-Dec-24 (£'000)
Permanent Minimum Requirement (PMR)	558
Fixed Overheads Requirement (FOR)	219,386
K-factor Requirement (KFR)	71,523
Own funds requirement (Highest of PMR, FOR and KFR)	219,386

5.3 FHL K-factor requirement (KFR)

The K-factor requirement (KFR) is the minimum capital requirement based on FCA-prescribed quantitative indicators representing specific risks that investment firms pose to their clients, the markets in which they operate, or to themselves. Below are the K-factors relevant to FHL and its MIFIDPRU subsidiaries:

- K-AUM (assets under management) addresses risks to clients resulting from the operation of asset management business.
- K-COH (client orders handled) addresses risks of harm to clients when providing the reception and transmission of client orders and execution of orders on behalf of clients.
- K-CMH (client money held) addresses the risk of potential harm where an investment firm holds money for its customers taking into account the legal arrangements in relation to asset segregation and irrespective of the national accounting regime applicable to client money.
- K-ASA (Assets Safeguarded and Administered) captures the risk of safeguarding and administering client assets and ensures that investment firms hold capital in proportion to such balances, regardless of whether they are on its own balance sheet or in third-party accounts.

FHL has followed regulatory guidance in assessing the K-factor requirements, with the results shown in Table 5.4.

Table 5.4: K Factor requirements

K-Factor requirements	31-Dec-24 (£'000)
K-ASA	34,343
K-AUM	25,392
K-CMH	6,036
ΣK-AUM + K-CMH + K-ASA	65,771
K-COH	5,752
Total KFR	71,523

5.4 Approach to assessing the adequacy of Own Funds

FHL assesses the adequacy of Own Funds by conducting an Internal Capital Adequacy and Risk Assessment (ICARA), the overall purpose of which is to ensure that FHL:

- has appropriate systems and controls in place to identify, monitor and where proportionate, reduce all potential harms that may result from the ongoing operations or winding down of FHL's business or those of its individual MIFIDPRU investment firm subsidiaries; and
- holds adequate financial resources for the business that FHL and its subsidiaries undertake.

The ICARA process is used to comply with Overall Financial Adequacy Rule (OFAR) to assess additional own funds above the Own Funds Requirements. FHL is required to disclose its approach to assessing the own funds adequacy to meet OFAR. In line with the requirements laid out in MIFIDPRU rules, quantitative assessment is performed to determine the overall capital and liquid assets threshold requirement. This assessment is performed by calculating:

- Capital and liquid assets required to support ongoing operations; and
- Capital and liquid assets required to execute an orderly wind-down.

The ICARA assessment is performed for the FHL Group on a consolidated basis and for the individual MIFIDPRU sub entities at a legal entity level. The result of FHL's ICARA process are subject to periodic review by the FCA under the Supervisory Review and Evaluation Process (SREP).

6. Remuneration Policy and Practices

6.1 Background

This section sets out the remuneration related disclosures for FHL. FIL is a private company owned by management and the founding family. The key employees are, from time to time, offered the opportunity to purchase A Shares out of their own post-tax monies, which helps to ensure strong alignment between shareholders and management interests and also inculcates a suitably long-term investment time horizon. Such shareholdings are generally retained throughout the individual's employment at FIL and are relatively illiquid. The Board of FIL believes that over the medium to long term most of the wealth creation of a key employee will be derived from FIL shareholdings, rather than the components of remuneration covered by salary, benefits, bonus and other incentive plans. FIL operates a global remuneration policy, which applies to all employees across the Group. This document provides details of this remuneration policy and satisfies the remuneration disclosures for the year ended 31 December 2024.

The remuneration policies and practices of FHL and its subsidiaries are governed by the IFPR rules. IFPR's remuneration code is based on the proportionality principle and the disclosure requirements are based on balance sheet assets of entities on a solo basis.

6.2 Decision-making process

The remuneration policy of FHL is set at FIL level, in keeping with all Group policies and practices. Subsidiary company Boards, including FHL, have no formal responsibility for setting local remuneration policy, except as prescribed by local legal requirements.

6.3 Remuneration committee and oversight

FIL has established a Remuneration Committee. The committee has responsibility for taking a group-wide perspective on the principles and parameters of remuneration, and for oversight of the remuneration for specified senior executives.

The remuneration policy and compensation for individuals is set with an appropriate level of challenge and independence for a privately-owned asset management company.

Periodically, FHL receives independent advice on technical executive remuneration issues. This advice is requested where they are believed to be better placed to give advice on specific issues.

FIL Board and senior management take full account of strategic objectives in setting the remuneration policy and are mindful of duties to shareholders and other stakeholders. In making decisions on remuneration, senior management seek to preserve shareholder value by ensuring the successful recruitment, retention and motivation of employees.

No individual is involved in decisions relating to his or her own remuneration.

6.4 Pay and Performance

FHL's remuneration is made up of fixed pay, i.e., salary and benefits, and performance-related pay which are designed to reflect performance against a range of quantitative and qualitative targets.

The remuneration package is structured in a way that the fixed element is sufficiently large to enable the company to operate a fully flexible and discretionary bonus policy.

The variable component is set in a manner which takes into account individual performance, performance of the individual's business unit and the overall performance of the business.

Staff performance is formally evaluated annually. The evaluations also consider the staff member's contribution in promoting sound and effective risk management where appropriate.

Gender neutrality is a core feature of our approach to remuneration, to support equal pay for our employees for equal work or work of equal value.

6.5 Aggregate quantitative information on remuneration

FHL has undertaken 'quantitative' as well as 'qualitative' test of material risk-taking in drawing up a Remuneration Code Staff list for FHL.

FHL's Code Staff is a split between senior management and other members of staff whose actions have a material impact on the risk profile of the firm.

FHL Code Staff employees have been identified as employees drawn from categories of staff including:

- Senior management and risk takers;
- Staff engaged in control functions;
- Key Function Heads

Qualitative information disclosures

In line with IFPR requirements, FHL has identified Material Risk Takers (MRTs), staff whose professional activities have a material impact on the risk of FHL. A total of 20 MRTs were identified in accordance with SYSC 19G.5 for the financial year 2024 and the total remuneration of these is given in Table 6.1 below.

Table 6.1: Total amount of remuneration awarded to MRTs

	Senior Management (£'m)	Other MRTs (£'m)	Total (£'m)
Fixed Remuneration	2.76	1.73	4.49
Variable Remuneration	8.34	2.61	10.95
Total Remuneration	11.10	4.35	15.45
Total amount of deferred MRT remuneration awarded for previous performance years			
due to vest in current financial year ¹	1.38	0.62	2.00
due to vest in subsequent financial years ²	7.27	1.90	9.17

1. Actual value delivered to MRT during 2024 from the vesting of prior year deferred variable compensation awards.

2. Value of outstanding awards not yet delivered to MRTs in 2024, based on estimate value as of 31 December 2024.

6.6 Guaranteed variable remuneration and severance pay

The variable remuneration programme is flexible to allow the firm to respond to changes in market conditions and to maintain its pay-for-performance approach. FHL did not award any guaranteed variable remuneration during the financial year.

Additionally, no severance payment was awarded to the MRTs during the financial year.

7. FIL Pensions Management (FPM)

7.1 Background

FPM provides management and administration of pension fund portfolios. FPM is also the UK distributor for Fidelity's funds domiciled in the UK, Luxembourg, and Ireland, in addition to Fidelity's Investment Trusts. It enters into portfolio management agreements with a wide variety of institutional clients, including pension funds, local authorities, insurers, charities, and foundations. FPM is a distribution entity and delegates investment management to other FIL entities and Fidelity Institutional Asset Management (FIAM) in the US.

FPM has also entered into an agreement with FIL Life Insurance Limited (FIL Life) and provides all the administration services that underpin FIL Life offerings. These include open architecture workplace pension schemes and investment-only life fund platform services to third-party workplace pension providers.

7.2 Board Membership

The FPM Board is responsible for the implementation, management and oversight of the UK Institutional business strategy, Wholesale business strategy, operations, and activities. It also provides administration services to FIL Life. As at 31 December 2024, the FPM Board comprised of a Chair, who is a non-executive director and four executive directors. Table 7.1 below show the list of directors.

Table 7.1: FPM Board Members

Name	Position
Peter Horrell	Chair and Non-Executive Director
Jeffrey Harris	Executive Director
Tony Lanser	Executive Director
Dennis Pellerito	Executive Director
Charlie Wood	Executive Director

7.3 Own Funds

MIFIDPRU 8 requires FPM to disclose its Own Funds. Table 7.2 below provides information on FPM's Own Funds as of 31 December 2024.

Table 7.2: FPM Own Funds

	Own Funds	31-Dec-24 (£'000)
1	OWN FUNDS	151,207
2	TIER 1 CAPITAL	151,273
3	COMMON EQUITY TIER 1 CAPITAL	151,273
4	Fully paid-up capital instruments	197,031
5	Share premium	-
6	Retained earnings	(45,758)
7	Accumulated other comprehensive income	-
8	Other Reserves	-
9	Adjustment to CET1 due to prudential filters	-
10	Other funds	-
11	(-) Total deductions from CET1	(66)
12	CET1: Other capital elements, deductions and adjustments	-

	Own Funds	31-Dec-24 (£'000)
13	ADDITIONAL TIER 1 CAPITAL	-
14	Fully paid up, directly issued capital instruments	-
15	Share premium	-
16	(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1 CAPITAL	-
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	-

FPM's Own Funds comprise of CET1 capital in the form of share capital, reserves and retained earnings.

7.4 Own Funds Requirement

Own Funds Requirement of FPM is calculated the highest of Permanent Minimum Requirement, Fixed Overheads Requirement and K-factor Requirement. As at 31 December 2024, FPM's Fixed Overhead Requirement of £46.2m establishes its Own Funds Requirement, being higher than the permanent minimum requirement and K-Factor requirement.

Table 7.3: FPM Own Funds Requirement

Own Funds Requirement	31-Dec-24 (£'000)
Permanent Minimum Requirement (PMR)	150
Fixed Overheads Requirement (FOR)	46,214
K-factor Requirement (KFR)	5,254
Own funds requirement (Highest of PMR, FOR and KFR)	46,214

7.5 K-factor requirement (KFR)

The K-factor requirement (KFR) is the minimum capital requirement based on FCA-prescribed quantitative indicators representing specific risks that investment firms pose to their clients, the markets in which they operate, or to themselves. FPM has followed regulatory guidance in assessing the K-factor requirements, with the results shown in table below.

Table 7.4: FPM K-Factor Requirement

K-factor Requirement	31-Dec-24 (£'000)
K-ASA	-
K-AUM	5,119
K-CMH	1
ΣK-AUM + K-CMH + K-ASA	5,120
K-COH	134
Total KFR	5,254

8. Financial Administration Services Limited (FASL)

8.1 Background

FASL operates an open architecture retail investment platform including the associated provision of “tax wrapper” products such as Self Invested Personal Pensions (“SIPPs”) and Individual Savings Accounts (“ISAs”). The platform offers access to investment instruments, including Open Ended Investment Companies (OEICs), Investment Companies with Variable Capital domiciled in Ireland (“ICAVs”), Société d'Investissement à Capital Variable (“SICAVs”), Exchange traded funds (“ETFs”), Investment Trusts and listed companies.

The business is organised into two distinct channels:

- **Adviser Solutions** - Fidelity Adviser Solutions (FAS) is the adviser platform which provides investment funds and securities to financial advisers and their clients. This channel serves retail customers who have chosen to engage the services of an intermediary (usually a financial adviser and/or discretionary portfolio manager). As part of the service, a range of tools and reports are provided to help intermediaries improve their service to the end customer.
- **Personal Investing** - This channel services customers who have chosen to invest directly and manage their own investments. These clients are provided with a range of educational and guidance material and have access to focused restricted advice in relation to their retirement income options.

8.2 Board Membership

The FASL Board is responsible for the implementation, management and oversight of the UK Platform business strategy, operations and activities. It has adopted a formal schedule of matters reserved for Board approval that details key aspects of the company's affairs that cannot be delegated.

The FASL Board delegates certain responsibilities to standing Board committees, which assist the Board in carrying out its functions and ensure that there is independent oversight of internal control and risk management. The committees are as follows:

The Asset Range Governance Committee (“ARGC”) has been appointed by the Board to ensure that appropriate systems and controls are in place so that FASL discharges its duties under the FCA’s Product Intervention and Product Governance rules and guidance to ensure that it acts in the best interests of clients when distributing investments.

As of 31 December 2024, the FASL Board is chaired by an independent non-executive director. The other members comprised of three executive directors and two non-executive directors, of which one is independent.

Table 8.1 below shows the list of Board members as at 31 December 2024:

Table 8.1: FASL Board Members

Name	Position
Alan Rubenstein	Chair and Independent Non-Executive Director
Jacqueline Boylan	Executive Director
Anne-Marie Brennan	Executive Director
Michelle Cracknell	Independent Non-Executive Director
Peter Horrell	Non-Executive Director
Marianne Jaekel	Executive Director

**Anne-Marie Brennan stepped down as an Executive Director on 31 March 2025.*

8.3 Own Funds

MIFIDPRU 8 requires FASL to disclose its Own Funds. Table 8.2 below provides information on Own Funds as of 31 December 2024.

Table 8.2: FASL Own Funds

	Own Funds	31-Dec-24 (£'000)
1	OWN FUNDS	259,242
2	TIER 1 CAPITAL	338,812
3	COMMON EQUITY TIER 1 CAPITAL	338,812
4	Fully paid-up capital instruments	606,500
5	Share premium	-
6	Retained earnings	(267,688)
7	Accumulated other comprehensive income	-
8	Other Reserves	-
9	Adjustment to CET1 due to prudential filters	-
10	Other funds	-
11	(-) Total deductions from CET1	(79,570)
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 CAPITAL	-
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	-

FASL own funds comprise of CET1 capital in the form of share capital, reserves and retained earnings.

8.4 Own Funds Requirement

Own Funds Requirement of FASL is calculated the highest of Permanent Minimum Requirement, Fixed Overheads Requirement and K-factor Requirement. As at 31 December 2024, FASL's Fixed Overhead Requirement of £54.5m establishes its Own Funds Requirement, being higher than the permanent minimum requirement and K-Factor requirement.

Table 8.3: FASL Own Funds requirement

Own Funds Requirement	31-Dec-24 (£'000)
Permanent Minimum Requirement (PMR)	150
Fixed Overheads Requirement (FOR)	54,548
K-factor Requirement (KFR)	40,583
Own funds requirement (Highest of PMR, FOR and KFR)	54,548

8.5 K-factor Requirement (KFR)

K-factor requirement (KFR) is the minimum capital requirement based on FCA-prescribed quantitative indicators representing specific risks that investment firms pose to their clients, the markets in which they operate, or to themselves. IFPR regulatory guidance has been followed in assessing the K-factor requirements, the results of which are shown in Table 8.4 below:

Table 8.4: FASL K Factor Requirement

K-factor Requirement	31-Dec-24 (£'000)
K-ASA	34,343
K-AUM	37
K-CMH	6,035
ΣK-AUM + K-CMH + K-ASA	40,415
K-COH	168
Total KFR	40,583

9. FIL Investments International (FII)

9.1 Background

FII is the principal investment manager for FHL and covers a range of asset classes and multi-asset strategies. FII is an appointed investment manager for a significant proportion of the FIL's collective investment products, including OEICs, SICAVs and a range of UK closed ended funds or Investment Trusts, for which FISL is the appointed Alternative Investment Fund Manager (AIFM).

9.2 Board Membership

The FII Board is responsible for the implementation, management and oversight of the UK Investment Management business strategy, operations, and activities. The Board consists of three executive directors and a Chair who is a non-executive director.

Table 9.1 below shows the list of Board members as at 31 December 2024.

Table 9.1: FII Board Members

Name	Position
Romain Boscher	Chair and Non-Executive Director
Maria Abbonizio	Executive Director
Niamh Brodie-Machura	Executive Director
Victoria Kelly	Executive Director

9.3 Own Funds

MIFIDPRU 8 requires FII to disclose its Own Funds. Table 9.2 below provides information on Own Funds as of 31 December 2024.

Table 9.2: FII Own Funds

	Own Funds	31-Dec-24 (£'000)
1	OWN FUNDS	149,342
2	TIER 1 CAPITAL	183,448
3	COMMON EQUITY TIER 1 CAPITAL	183,448
4	Fully paid-up capital instruments	8,225
5	Share premium	2,222
6	Retained earnings	173,000
7	Accumulated other comprehensive income	-
8	Other Reserves	1
9	Adjustment to CET1 due to prudential filters	-
10	Other funds	-
11	(-) Total deductions from CET1	(34,106)
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 CAPITAL	-
17	Additional Tier 1: Other capital elements, deductions and adjustments	-
18	TIER 2 CAPITAL	-

	Own Funds	31-Dec-24 (£'000)
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	-

9.4 Own Funds Requirement

Own Funds Requirement of FII is calculated the highest of Permanent Minimum Requirement, Fixed Overheads Requirement and K-factor Requirement. As at 31 December 2024, FII's Fixed Overhead Requirement of £58.2m establishes its Own Funds Requirement, being higher than the permanent minimum requirement and K-Factor requirement.

Table 9.3: FII Own Funds requirements

Own Funds Requirement	31-Dec-24 (£'000)
Permanent Minimum Requirement (PMR)	75
Fixed Overheads Requirement (FOR)	58,248
K-factor Requirement (KFR)	24,603
Own funds requirement (Highest of PMR, FOR and KFR)	58,248

9.5 K-factor Requirement (KFR)

K-factor requirement (KFR) is the minimum capital requirement based on FCA-prescribed quantitative indicators representing specific risks that investment firms pose to their clients, the markets in which they operate, or to themselves. IFPR regulatory guidance was followed for assessing the K-factor requirements, the results of which are shown in Table 9.4 below.

Table 9.4: FII K Factor Requirement

K-factor Requirement	31-Dec-24 (£'000)
K-ASA	-
K-AUM	19,153
K-CMH	-
ΣK-AUM + K-CMH + K-ASA	19,153
K-COH	5,450
Total KFR	24,603

10. FIL Investment Advisors (UK) Limited (FIA (UK))

10.1 Background

FIA (UK) is the provider of investment advisory services for the US based institutional clients. FIA (UK) forms a part of FHL's investment management capability in the UK. It is a U.S. Securities and Exchange Commission (SEC) registered business that principally manages sub-delegated arrangements on behalf of several US-based investment managers.

10.2 Board Membership

The FIA (UK) Board is responsible for the implementation, management and oversight of the UK Investment Management business strategy, operations and activities. The Board consists of three executive directors and a Chair, who is a non-executive director. Table 10.1 below shows the list of board members as at 31 December 2024.

Table 10.1 FIA(UK) Board Members

Name	Position
Romain Boscher	Chair and Non-Executive Director
Maria Abbonizio	Executive Director
Niamh Brodie-Machura	Executive Director
Victoria Kelly	Executive Director

10.3 Own Funds

MIFIDPRU 8 requires FIA (UK) to disclose its Own Funds. Table 10.2 below provides information on FIA (UK)'s Own Funds as of 31 December 2024.

Table 10.2: FIA (UK) Own Funds

	Own Funds	31-Dec-24 (£'000)
1	OWN FUNDS	7,923
2	TIER 1 CAPITAL	8,359
3	COMMON EQUITY TIER 1 CAPITAL	8,359
4	Fully paid-up capital instruments	2,042
5	Share premium	1,135
6	Retained earnings	5,182
7	Accumulated other comprehensive income	-
8	Other Reserves	-
9	Adjustment to CET1 due to prudential filters	-
10	Other funds	-
11	(-) Total deductions from CET1	(436)
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 CAPITAL	-
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	-

	Own Funds	31-Dec-24 (£'000)
22	Tier 2: Other capital elements, deductions, and adjustments	-

10.4 Own Funds Requirement

Own Funds Requirement of FIA (UK) is calculated the highest of Permanent Minimum Requirement, Fixed Overheads Requirement and K-factor Requirement. As at 31 December 2024, FIA (UK)'s Fixed Overhead Requirement of £1.4m establishes its Own Funds Requirement, being higher than the permanent minimum requirement and K-Factor requirement.

Table 10.3: FIA (UK) Own Funds requirements

Own Funds Requirement	31-Dec-24 (£'000)
Permanent Minimum Requirement (PMR)	75
Fixed Overheads Requirement (FOR)	1,396
K-factor Requirement (KFR)	1,083
Own funds requirement (Highest of PMR, FOR and KFR)	1,396

10.5 K-factor Requirement (KFR)

K-factor requirement (KFR) is the minimum capital requirement based on FCA-prescribed quantitative indicators representing specific risks that investment firms pose to their clients, the markets in which they operate, or to themselves. IFPR regulatory guidance has been followed in assessing the K-factor requirements, the results of which are shown in table 10.4 below.

Table 10.4: FIA (UK) K-Factor Requirement

K-factor Requirement	31-Dec-24 (£'000)
K-ASA	-
K-AUM	1,083
K-CMH	-
ΣK-AUM + K-CMH + K-ASA	1,083
K-COH	-
Total KFR	1,083