PEMBERTON

PEMBERTON CAPITAL ADVISORS LLP
INVESTMENT FIRM PRUDENTIAL REGIME (IFPR)
MIFIDPRU 8 PUBLIC DISCLOSURE STATEMENT
YEAR ENDING 31 DECEMBER 2025

CONTENTS

1. Introduction....3
2. Governance Arrangements....3
2.1 Role of the board of directors (the "Board")....3
2.2 Composition of the Board....4
3. Remuneration....7
Schedule 1 Own Funds....10
Schedule 2 BASIC Own Funds Requirements....12

1. INTRODUCTION

1.1 Purpose

Pemberton Capital Advisors LLP (FRN 561640) (the "**Firm**") is authorised and regulated by the Financial Conduct Authority (the "**FCA**"). The Firm is part of the Pemberton group (the "**Group**"), which is an alternative asset management group specialising in private credit investments.

This document (the "**Disclosure Statement**") sets out the information the Firm is required to disclose annually under chapter 8 of the MIFIDPRU Sourcebook in the FCA Handbook of Rules and Guidance. All information is as at the date on page 1 unless otherwise indicated.

1.2 Scope

The information in this Disclosure Statement relates to the Firm on an individual basis, i.e., it does not concern any other entities in the Group.

Unless otherwise noted, the information contained in this Disclosure Statement has not been audited by the Firm's external auditors and does not constitute any form of financial statement and should not be relied upon in making any judgment on the Firm.

2. GOVERNANCE ARRANGEMENTS

2.1 Role of the board of directors (the "Board")

The Firm is governed by its Board. The Firm is required to ensure that the Board 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 Firm and the prevention of conflicts of interest, and in a manner that promotes the integrity of the market and the interests of clients.

The Firm seeks to achieve this through several means, including:

- through adopting an appropriate process for appointments to the Board;
- processes for the functioning of the Board, including reporting of management information on risks the Firm is or might be exposed to, or the Firm poses or might pose to others;
- obligations under the FCA Senior Managers and Certification Regime, as part of which certain senior members of staff ("**Senior Management Function-holders**") are required to be approved by the FCA and a number of other members of staff are required to be certified by the Firm as fit and proper to perform their roles;
- legal obligations applicable to members of the Board under the Limited Liability Partnership Regulations 2001 and fiduciary and agency law;
- policies and procedures, including in particular the Firm's compliance manual, conflicts of interest policy, remuneration policy, and its policies on personal account dealing and market abuse;
- regulatory obligations, supported by regulatory guidelines which seeks to ensure that:
    - individually, the members of the Board are of sufficiently good repute, possess sufficient knowledge and experience to perform their duties, commit sufficient time to the role and demonstrate honesty, integrity and independence of mind; and
    - the Board as a whole possesses adequate collective knowledge, skills and experience to understand the Firm's activities, including the main risks and reflect an adequately broad range of experiences;

- the appointment of legal and accounting advisers and compliance consultants and other advisers as required from time to time; and
- the appointment of non-executive directors to the Board.

2.2 Composition of the Board

The members of the Firm's Board are set out in the following table, together with the number of additional directorships held by each member, excluding directorships: (i) held in organisations which do not pursue predominantly commercial objectives; or (ii) in entities within the Group or in entities in which the Firm holds a qualifying holding.

Name	Number of additional directorships (executive and non-executive)
Nicola Daly	4
Eric Adler	4
Keith Jones	3
Symon Drake-Brockman	2
Mark Hickey	0

Commented [EW1]: These will need updating, RC I will reach out to them separately to confirm the number

Commented [EW2R1]: Now complete

2.3 Diversity of the Board

The Firm is committed to promoting diversity and inclusion equal opportunities for staff throughout its business the Firm, including at on its Board level. The Firm believes that diverse and inclusive teams make better decisions, and this informs the Firm's recruitment and retention strategies, both across the organisation as a whole and at the level of its Board level.

All appointments are made on merit against objective criteria, and with regard to the individual's knowledge, skills and experience and the combined knowledge, skills, experience and diversity of the Board as a whole. Risk Governance

The Firm has well-established risk management policies in relation to the operational and other non-investment-related risks facing the business as well as those associated with the Firm's activities. The Board is ultimately responsible for the Firm's overall risk management and internal control framework.

The Firm maintains a Risk & Compliance Committee which is responsible for overseeing the Firm's risk management framework, and for reporting to the Firm's Board on all material risks.

2.4 Potential for harm associated with the Firm's business strategy

The Firm considers that the potential for harm associated with its business strategy is low. Notably, the Firm does not engage in proprietary trading, underwriting, placing, clearing or settlement activities.

The Firm's business strategy reflects its low-risk appetite towards conduct risk; prudential risk; reputational risk; internal and external fraud risk; legal risk, compliance and regulatory risk; financial crime risk; data and cyber security risk; and sustainability risk.

The Firm's revenues are primarily derived from advisory fees charged to the Group's affiliated fund manager. These are based on the fees charged by the fund manager to its investment funds, which are calculated by reference to drawn down commitments / invested capital in primarily closed-ended funds and are therefore a

stable and predictable source of income. Furthermore, the investment strategies pursued by the Firm on behalf of clients do not employ the use of leverage on a substantial basis.

The level of detail of information in this Disclosure Statement is consistent with this proportionality assessment.

2.5 Strategies and processes used to manage risks addressed by own funds and liquid assets requirements

Basic Own Funds Requirement and Basic Liquid Assets Requirement

The Firm is subject to a Basic Own Funds Requirement and a Basic Liquid Assets Requirement.

The Firm's Basic Own Funds Requirement is the higher of (i) a permanent minimum own funds requirement, (ii) one quarter of its preceding year's fixed overheads (its fixed overheads requirement, or "**FOR**") and (iii) a 'K-factor' requirement ("**KFR**").

The Firm's Basic Liquid Assets Requirement is the sum of one third of its FOR and 1.6% of the total amount of any guarantees provided to clients.

Requirement	2025	2026	2027	2028
Basic Own Funds Requirement – highest of	£12,362,169	£13,487,922	£15,268,349	£16,348,735
Permanent Minimum Requirement	£75,000	£75,000	£75,000	£75,000
FOR	**£12,362,169**	**£13,487,922**	**£15,268,349**	**£16,348,735**
KFR	**£2,710,657**	**£2,844,851**	**£3,526,060**	**£4,522,829**
Basic Liquid Assets Requirement	**£4,120,723**	**£4,495,974**	**£5,089,450**	**£5,449,578**

Details of the Firm's own funds, i.e., broadly, its long-term subordinated capital, are set out at Schedule 1.

Details of the Firm's Basic Own Funds Requirement are set out at Schedule 2.

Overall Financial Adequacy Rule

The Firm must at all times comply with the overall financial adequacy rule (the "**OFAR**"). This requirement, which supplements the Firm's Basic Own Funds Requirement and Basic Liquid Assets Requirement, requires the Firm to holds sufficient own funds and liquid assets to:

- ensure it can remain viable throughout the economic cycle, with the ability to address any potential harm the Firm's ongoing activities might cause to its clients and counterparties, the markets in which it operates and the Firm itself; and

- allow its business to wind-down in an orderly way, minimising harm to clients and counterparties and to other market participants.

The Internal Capital Adequacy and Risk Assessment

The Firm uses an internal capital adequacy and risk assessment ("**ICARA**") process to identify whether it is complying with its OFAR and, if it is not, to identify what steps it should take to remedy this.

The focus of the ICARA process is on identifying and managing risks that may result in material harms to clients and counterparties, the markets in which the Firm operates and the Firm itself, measuring the effectiveness of the Firm's strategies to monitor and mitigate those harms, and determining whether additional own funds and/or liquid assets are required to mitigate any residual risks.

The FCA recognises that the risk of some material harms can be reduced through proportionate measures other than holding additional financial resources, for example implementing additional internal systems and controls, strengthening governance and oversight processes or changing the manner in which the Firm conducts certain business.

However, for other harms identified, it may be that the only realistic option to manage them and to comply with the OFAR is for the Firm to hold additional own funds and/or additional liquid assets above its Basic Own Funds Requirement and Basic Liquid Assets Requirement.

The Firm has therefore formed a judgement about what is appropriate and proportionate in its particular circumstances, informed by its risk appetite, which is set by the Board.

The Firm's ICARA document is updated annually (or more frequently, as required) by the Firm's Finance, Legal and Compliance teams, with input from external advisers as required. The document and the key assumptions underlying it are then reviewed and approved by the Board.

Responsibilities of Senior Management Function-holders

The Firm has a Senior Management Function-holder responsible for own funds and liquid assets compliance.

All Senior Management Function-holders recognise that the ICARA process is a key requirement of the regulatory system for the Firm and is an essential part of the Firm's internal systems and procedures for ensuring that the Firm's business is run prudently.

2.6 Concentration risk

Concentration risk refers to the risks arising from the strength or extent of the Firm's relationships with, or direct exposure to, a single client or group of connected clients. The Firm has identified the following concentration risks and has put in place control strategies for each:

Earnings

This is the risk that the Firm has a significant amount of its revenue concentrated in a small number of clients, leaving it exposed if it loses one or more of those clients.

This risk is mitigated by the diversified underlying investor base of its clients, as well as the closed-ended nature of the Funds managed by the Group.

Cash deposits

This is the risk that the Firm's cash deposits are held with a narrow range of credit institutions, leaving it exposed if one or more of them becomes insolvent.

The Firm maintains cash accounts with a UK credit institution, which has a satisfactory credit rating according to industry standards. The Firm considers its cash deposit risk to be reduced to an acceptable level and keeps this under review.

3. REMUNERATION

3.1 Remuneration governance

The Board has overall responsibility for the Firm's remuneration policies and procedures, which have been adopted by the Board and are reviewed annually.

The Board has delegated responsibility for overseeing the implementation of the Firm's remuneration policy to the Group's Remuneration Committee. The Firm's remuneration policies and practices are operated on a day-to-day basis by the People & Performance Department with support from the Compliance Department.

3.2 Material Risk Takers

The Firm's material risk takers ("**MRTs**") are those individuals whose professional activities have a material impact on the Firm's risk profile. The Firm's MRTs comprise:

- Executive members of the Board;
- Other members of the Management Committee; and
- Members of the Firm's Credit Committees

During the course of the year, the Firm identified 16 MRTs in total.

Commented [EW3]: Captures Sachin and Robin B

Commented [EW4]: This captures the PMs

Commented [EW5]: Total number as at FY2025

3.3 Remuneration structure

The Firm's remuneration arrangements seek to ensure effective risk alignment between the Firm's staff, the Firm itself, the Funds advised by the Firm, the Funds managed by the Firm and the Firm's clients.

The Firm has Partners and, aside from one exception, does not employ staff directly but has entered into a service agreement with Pemberton Asset Management Services UK Limited for the provision of seconded staff and services. The only exception is one member of staff employed in the firm's Dubai branch.

Commented [EW6]: Will need to confirm this point with P&P

The Firm awards both: (i) fixed remuneration (typically an annual salary, or priority profit allocation (in the case of partners) together with salary-linked pension contributions and benefits such as private medical insurance) and (ii) variable remuneration (typically a form of annual bonus or profit share (for partners) and, where applicable, the award of carried interest points).

Fixed remuneration is determined primarily by the market rate for the role performed, having regard to the skills, expertise and experience demonstrated by the particular individual.

Variable remuneration is determined by reference to the performance of the individual and the performance of the Firm as a whole. Different categories of variable remuneration are available to different types of staff, for example, staff who are partners of the Firm are entitled to receive a top-up priority allocation of annual profit share whilst staff who are not partners of the Firm are typically eligible to receive an annual performance bonus. Eligibility for certain types of variable remuneration is also linked to positions held within the Firm.

The Board determines the total available pool of variable remuneration by reference to the Firm's financial performance, taking into account the Firm's regulatory capital and liquidity requirements, future working capital needs and any reasonably foreseeable liabilities or obligations. Individual performance is assessed by reference to both financial and non-financial criteria, including whether an individual has adhered to the Firm's internal compliance policies and procedures and demonstrated behaviours consistent with the Firm's corporate values.

The Firm does not typically offer non-standard forms of variable remuneration. The Firm hires individuals into roles conferring MRT status only infrequently. In exceptional circumstances, the Firm may offer guaranteed variable remuneration to MRTs joining the Firm in the form of a 'lost opportunity bonus', provided the Firm's capital position is sufficiently sound at that time.

The Firm has obtained legal advice in relation to the requirements in SYSC 19G.

Commented [EW7]: Recommend getting rid

3.4 Risk adjustment

The Firm's variable remuneration arrangements are fully discretionary, and the Firm is able to apply in-year adjustments to reduce (including to zero) the amount of variable remuneration that would otherwise have been paid to any member of staff (including MRTs).

Variable remuneration awarded to MRTs is subject to additional adjustments. In specific circumstances where an MRT has (i) participated in or been responsible for conduct which has resulted in significant losses to the Firm and/or (ii) failed to meet appropriate standards of fitness and propriety, the Firm may take one or more additional measures including malus (reducing the amount of variable remuneration awarded to an MRT) and/or clawback (requiring the MRT to make a payment to the Firm equal to all or some variable remuneration received within a specified time period).

The Firm ensures that any payments to MRTs relating to the early termination of an employment contract reflect the individual's performance over time and do not reward failure or misconduct.

The Firm maintains policies and procedures governing its approach to risk adjustments and severance payments, including how the Firm takes into account current and future risks when adjusting remuneration.

3.5 Quantitative disclosures

Total remuneration to all staff	
Total fixed remuneration	GBP million
Senior management & MRTs	4
Other staff	19
SUB-TOTAL	**23**
Total variable remuneration	GBP million
Senior management & MRTs	14
Other staff	18

Severance payments made to MRTs[1]	
Total payments made	GBP
Senior management & MRTs	Not disclosed
TOTAL	Not disclosed
Amount of highest severance payment awarded	Not disclosed
Awards of severance payments made	**No. of MRTs**
Senior management & MRTs	Not disclosed

Guaranteed variable remuneration awarded to MRTs	
Total payments made	GBP
Senior management & MRTs	0
TOTAL	0
Awards of guaranteed variable remuneration made	**No. of MRTs**
Senior management & MRTs	0

[1] Severance payment not disclosed for GDPR purposes as this relates to one individual.

Total remuneration to all staff	
SUB-TOTAL	32
GRAND TOTAL	55

Severance payments made to MRTs[1]

Guaranteed variable remuneration awarded to MRTs

SCHEDULE 1 OWN FUNDS

Composition of regulatory own funds			
	Item	**Amounts (£'000)**	**Source based on reference numbers/letters of the balance sheet in the audited financial statements**
1	**OWN FUNDS**	15,032	
2	**TIER 1 CAPITAL**	15,032	
3	**COMMON EQUITY TIER 1 CAPITAL**	15,032	
4	Members Capital	1,932	BS Note 14
5	Other Reserves	13,100	BS Note 14
6	Retained earnings		
7	Accumulated other comprehensive income		
8	Other reserves		
9	Adjustments to CET1 due to prudential filters		
10	Other funds		
11	(-) TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	0	
19	CET1: Other capital elements, deductions and adjustments	0	
20	**ADDITIONAL TIER 1 CAPITAL**	0	
21	Fully paid up, directly issued capital instruments		
22	Share premium		
23	(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1		
24	Additional Tier 1: Other capital elements, deductions and adjustments		
25	**TIER 2 CAPITAL**	0	
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		

Commented [OV8]: Finance updated

Own funds: reconciliation of regulatory own funds to balance sheet in the audited financial Statements as at period ending Dec 2024				
		a	b	c
	Amounts (£'000)	**Balance sheet as in published/audited financial statements**	**Under regulatory scope of consolidation**	**Cross-reference to template OF1**
		As at period end 31 Dec 2025	**As at period end**	
Assets - *Breakdown by asset classes according to the balance sheet in the auditedfinancial Statements*				
1	Investment in Subsidiary	0		
2	Fixed Assets	1		
3	Right of use assets	0		
4	Trade and other receivables	13,137		
5	Amounts due from members	1,073		
6	Amounts due from related parties	40,600		
7	Cash and cash equivalents	7,602		
	Total Assets	62,413		
Liabilities - *Breakdown by liability classes according to the balance sheet in the audited financial Statements*				
1	Amounts due to related parties	2,728		
2	Amounts due to members	39,996		
3	Trade and other payables	4,657		
	Total Liabilities	47,381		
Shareholders' Equity				
1	Members' capital	1,932		Item 4
2	Other reserves	13,100		Item 5
	Total Shareholders' equity	15,032		Item 3

Main features of own instruments issued by the firm	**Amount as per AFS (£'000)**	
Tier 1 Capital	15,032	Includes £1,932,402 of Members Capital & £13,100,000 of Other Reserves consisting of Undistributed profits converted to equity.
Tier 2 Capital	0	
Total Capital Resources, net of reductions	**15,032**	

SCHEDULE 2 BASIC OWN FUNDS REQUIREMENTS

Commented [OV9]: Finance updated

	Category of requirement	Amount (£'000)
1	**PERMANENT MINIMUM REQUIREMENT**	£75
2	**FIXED OVERHEADS REQUIREMENT**	£12,362
3	**K-FACTOR REQUIREMENT**	£2,711
A	Sum of the Firm's: • K-AUM (assets under management); • K-CMH (client money held); and • K-ASA (client assets safeguarded and administered) requirements	£2,711 £0 £0
B	Sum of the Firm's: • K-COH (client orders handled); and • K-DTF (daily trading flow) requirements	£0 £0
C	Sum of the Firm's: • K-NPR (net position risk); • K-CMG (clearing margin given); • K-TCD (trading counterparty default); and • K-CON (concentration risk) requirements	£0 £0 £0 £0
	BASIC OWN FUNDS REQUIREMENT (HIGHEST OF ROWS 1-3)	**£12,362**