

MIFIDPRU 8 Public Disclosure

MFM Investment Ltd | FRN 629539

Financial year ended 31 December 2024

Prepared in accordance with MIFIDPRU 8 (Investment Firms Prudential Regime)

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1. Introduction

MFM Investment Ltd (“Moneyfarm”, “the Firm”, FRN 629539) is authorised and regulated by the Financial Conduct Authority (“FCA”) as an investment management firm and investment adviser. The Firm is registered in England and Wales (Company No. 09088155) with its registered office at 90–92 Pentonville Road, London N1 9HS.

This document sets out the Firm’s public disclosures in accordance with Chapter 8 of the FCA’s Prudential Sourcebook for MiFID Investment Firms (“MIFIDPRU 8”), which forms part of the Investment Firms Prudential Regime (“IFPR”) introduced on 1 January 2022. These disclosures replace the previous Pillar 3 requirements under BIPRU 11.

Moneyfarm is classified as a non-small and non-interconnected (“non-SNI”) MIFIDPRU investment firm, as its assets under management on 31 December 2024 exceeded £3.3bn and it holds permission to safeguard client assets. This means the Firm is subject to the full MIFIDPRU 8 disclosure regime:

- Risk management objectives and policies (MIFIDPRU 8.2)
- Governance arrangements (MIFIDPRU 8.3)
- Own funds (MIFIDPRU 8.4)
- Own funds requirements (MIFIDPRU 8.5)
- Remuneration policies and practices (MIFIDPRU 8.6)

These disclosures are prepared on a solo-entity basis for MFM Investment Ltd and are not subject to external audit. All figures are as of 31 December 2024 unless otherwise stated. This disclosure will be updated at least annually, coinciding with the publication of the Firm’s annual financial statements. More frequent updates will be made where there is a material change to the Firm’s risk profile or business model, including changes arising from the ongoing integration of Profile Financial Solutions Ltd into the Moneyfarm group.

The level of detail in these qualitative disclosures is proportional to the Firm’s size, internal organisation, and the nature, scope, and complexity of its activities, in accordance with MIFIDPRU 8.1.6G.

2. Risk Management Objectives and Policies

2.1 Overview

The Firm’s risk management framework is designed to identify, assess, monitor, and mitigate all material risks arising from the ongoing operation of its business and, if necessary, from an orderly wind-down. The framework is proportional to Moneyfarm’s nature as a discretionary investment manager serving retail clients through hybrid digital advice, with no proprietary trading, principal risk, or complex financial instruments.

The Chief Risk and Compliance Officer (“CRCO”) leads the risk management function, reporting to the Chief Executive Officer. Financial Crime and AML risks are managed by the Head of CASS Oversight & AML, reporting to the CRCO.

2.2 Three Lines of Defence

Moneyfarm operates a Three Lines of Defence model:

- First line: Business functions in the UK and Italy own and manage risks within their processes in accordance with the Firm’s risk appetite.
- Second line: The Risk & Compliance team provides oversight, advises the business, runs the annual compliance monitoring programme, and escalates material risks to governance committees.
- Third line: The Board and its committees, together with internal audit (Italy), provide independent oversight and challenge.

2.3 Risk Appetite

The Firm’s overarching Risk Appetite Statement is:

“The company aims to balance its strategic objectives to be the leading digital wealth manager in Europe with its responsibility to manage the risks associated with looking after the wealth of thousands of retail investors in a highly regulated environment with multiple products and services.”

Risks are assessed at inherent and residual levels using a matrix that considers financial (quantitative) and non-financial (qualitative) impacts. Risks rated ‘Very High’ or ‘High’ at residual level fall outside appetite and require management action: treated (controls improved), tolerated (accepted), transferred (e.g. insurance), or terminated (activity ceased).

2.4 Risk Categories

The Firm’s risk assessment covers the following principal categories:

- Capital risk: the adequacy of own funds relative to regulatory requirements and ICARA-identified risks throughout the business cycle;
- Liquidity risk: availability of sufficient liquid assets to meet liabilities under both normal and stressed conditions, managed via 12-month forward cash flow forecasting;
- Operational risk: risks from inadequate or failed internal processes, people and systems, including IT security, system resilience, outsourcing (principally Saxo Bank as custodian), and fraud;
- Conduct and regulatory risk: risks of failing to meet FCA requirements, including ongoing suitability obligations, financial crime controls, and Consumer Duty; and
- Concentration risk: cash balances are diversified across five banking institutions (Barclays, RBS, Banca Sella, Saxo Bank, Banca di Credito Cooperativo); no material trading or counterparty concentration risk is carried.

2.5 Risk Monitoring and Governance

Risks are documented in a firm-wide risk register, reviewed periodically, and reported to the Board Risk Committee. Key Risk Indicators (KRIs) are monitored by risk owners, and risk escalation triggers are pre-defined to ensure timely management action before risks exceed

appetite. Incident, breach, and complaints registers are maintained and reviewed at the Risk & Compliance Committee and Board Risk Committee.

2.6 Board Confirmation

The Board of MFM Investment Ltd confirms that, as at 31 December 2024, the Firm's risk management arrangements are appropriate and proportionate to its size, nature, and risk profile. The group has an independent Board Risk Committee that meets quarterly and is composed of predominantly non-executive directors. The ICARA was reviewed and approved by the Board on 21 May 2025.

3. Governance Arrangements

3.1 Overview

The Board of MFM Investment Ltd holds overall responsibility for the Firm's strategy, risk appetite, governance, and capital adequacy. The Chief Executive Officer is responsible for day-to-day management. Control function heads (Risk & Compliance, Finance, IT) are accountable to the Chair.

3.2 Board of Directors

The Board of MFM Investment Ltd comprises the following members as of 31 December 2024:

| Name | Role | External commercial directorships |
|-------------------|-------------------------|---|
| Jayne-Anne Gadhia | Chair | MFM Holding Ltd Ozone API PRA Group Tate Board of Trustees Shakespeare's Globe Leadsom Foundation Alpha FX |
| Giovanni Daprà | Chief Executive Officer | Profile FSH Limited Profile Financial Solutions Ltd Financial Lifetime Ltd 88 Holland Park Limited MFM Future SRL |
| Paolo Galvani | Director | MFM Holding Ltd Tot Money Private Labs Rame Platform |
| Paolo Gesess | Director | Volume Payments Ltd United Ventures SGR Stema srl Futura Spa Reframe srl |

| | | |
|-------------|----------|---|
| James Clark | Director | CS Capital Partners IV (FP) LLP CS Capital Partners V (FP) LLP CS Capital Partners VI (FP) LLP CS Capital Partners Real Estate FP LP Cabot Square Capital LLP CS Capital Partner V, LP CS Capital Partners IV SC2, LP MFM Holding Ltd GIF Growth Limited Global Innovation Fund MKC Investment Management |
|-------------|----------|---|

3.3 Board Committees

The following key committees support the Firm’s governance and risk oversight:

| Committee | Purpose | Frequency | Chair |
|------------------------------|---|--------------------|---------|
| Board Risk Committee | Oversight of group risks, risk appetite, ICARA, and key risk indicators | Quarterly | NED |
| Executive Committee (ExCo) | Day-to-day management, strategic decisions, P&L oversight, OKR tracking | Weekly / bi-weekly | CEO |
| Risk & Compliance Committee | Risk priorities, monitoring findings, breach and incident review | Bi-monthly | CRCO |
| Investment Committee | Portfolio and advice algorithm oversight | Bi-weekly | CIO |
| Product Governance Committee | Product coherence and target market assessment | Bi-monthly | CIO/CEO |

3.4 Information Flow to the Governing Body

The Board receives regular management information covering capital adequacy, liquidity, risk heat maps, compliance monitoring results, and key risk indicators. The ICARA is reviewed and approved by the Board at least annually. Material risk escalations are reported to the Board Risk Committee quarterly, and on an ad hoc basis for material events.

3.5 Diversity

The Board of MFM Investment Ltd is committed to ensuring that its composition reflects an appropriate breadth of skills, experience, and perspectives to support effective oversight and sound decision-making.

In recruiting and appointing directors, the Board considers diversity in its widest sense, including professional background, sector experience, nationality, and gender. The current

Board comprises five directors, including the Chair, Jayne-Anne Gadhia, who brings extensive senior executive experience in UK retail financial services. The Board recognises that greater diversity, including gender diversity, strengthens governance and is committed to taking diversity considerations into account in any future appointments.

All staff at Moneyfarm, including senior leaders, attend Diversity, Equity and Inclusion training, which forms part of the mandatory annual training programme. The Board will keep its diversity objectives under review and will consider setting measurable targets as the firm grows and its governance arrangements mature, including following the integration of Profile Financial Solutions into the group.

4. Own Funds

4.1 Composition of Regulatory Own Funds

The table below sets out the composition of the Firm's regulatory own funds as of 31 December 2024 (£'000):

| Item | Regulatory class | £'000 |
|--|------------------|---------------|
| Share capital | CET1 | 64,790 |
| Other reserves | CET1 | 46,679 |
| Retained earnings (accumulated losses) | CET1 | (92,055) |
| Loss for the year | CET1 | (2,118) |
| Total equity | | 17,296 |
| Less: intangible assets | Deduction | (7,887) |
| Common Equity Tier 1 (CET1) — Own Funds | | 9,409 |
| Additional Tier 1 (AT1) | | — |
| Tier 2 (T2) | | — |
| Total Own Funds | | 9,409 |

4.2 Reconciliation to Audited Financial Statements

The own funds figure of £9,409k reconciles directly to the audited financial statements of MFM Investment Ltd for the year ended 31 December 2024. Total equity per the audited balance sheet was £17,296k, from which intangible assets of £7,887k are deducted as required under MIFIDPRU 3. The Firm holds no AT1 or T2 capital instruments; its own funds consist entirely of Common Equity Tier 1.

5. Own Funds Requirements

5.1 Overview

Under MIFIDPRU 4.3, the Firm's own funds requirement is the highest of: (i) the Permanent Minimum Requirement ("PMR"); (ii) the Fixed Overheads Requirement ("FOR"); and (iii) the K-Factor Requirement ("KFR"). The Firm must also hold any additional own funds identified through its Internal Capital Adequacy and Risk Assessment ("ICARA") process to meet the Overall Financial Adequacy Rule ("OFAR").

5.2 Own Funds Requirements Summary

The table below summarises the Firm's own funds requirements as at 31 December 2024 (£'000):

| Requirement | £'000 |
|--|--------------|
| Permanent Minimum Requirement (PMR) — MIFIDPRU 4.4 | 150 |
| Fixed Overheads Requirement (FOR) — MIFIDPRU 4.5 | 4,678 |
| K-Factor Requirement (KFR) — MIFIDPRU 4.6 | 2,089 |
| Own funds requirement (highest of PMR, FOR, KFR) | 4,678 |
| Additional capital — ICARA risk assessment (Assessment A) | 1,441 |
| Capital required for orderly wind-down (Assessment B) | 2,848 |
| Overall Financial Adequacy Threshold Requirement (OFAR) | 4,678 |
| Own Funds (CET1) | 9,409 |
| Own Funds Surplus | 4,731 |

5.3 K-Factor Requirements

The Firm's applicable K-factors relate exclusively to risk-to-client activities, reflecting its primary business as a discretionary investment manager. The Firm does not take principal positions or carry market or counterparty risk, so risk-to-market and risk-to-firm K-factors are zero.

| K-Factor | Description | £'000 |
|----------|--------------------------------|-------|
| K-AUM | Assets under management | 545 |
| K-CMH | Client money held (segregated) | 398 |

| | | |
|-----------------------------------|-------------------------------------|--------------|
| K-ASA | Assets safeguarded and administered | 1,145 |
| K-COH | Client orders handled — cash trades | 1 |
| Total K-Factor Requirement | | 2,089 |

5.4 Fixed Overheads Requirement

The FOR is calculated as 25% of the Firm’s relevant expenditure for the preceding year (MIFIDPRU 4.5), adjusted to exclude non-recurring and non-ordinary items. For FY2024, total expenses were £30,845k. After permissible deductions (principally 75% of marketing costs treated as non-recurring, trading costs, discretionary bonuses, one-off contractors, non-recurring professional fees, amortisation, and one-off events and travel), relevant fixed overheads were £18,712k. The FOR is therefore £4,678k (25% × £18,712k).

5.5 Liquid Assets

The Liquid Assets Threshold Requirement (“LATR”) as at 31 December 2024 was £3,000k, comprising the basic liquid assets requirement of £1,559k (one-third of FOR) plus the higher of the wind-down add-on (£1,289k) and the ongoing operations add-on (£1,441k). Against this, the Firm held eligible liquid assets of £8,732k (£7,371k in unencumbered short-term deposits and £1,361k in eligible receivables due within 30 days), giving a liquidity surplus of £5,731k.

5.6 OFAR Confirmation

The Board of MFM Investment Ltd confirms that, as of 31 December 2024, the Firm holds own funds and liquid assets in excess of its Overall Financial Adequacy Rule (OFAR) obligations. Own funds surplus: £4,731k. Liquidity surplus: £5,731k.

6. Remuneration Policies and Practices

As a non-SNI MIFIDPRU investment firm, Moneyfarm is subject to the basic and standard requirements of the MIFIDPRU Remuneration Code (SYSC 19G). Extended remuneration requirements (applicable to firms exceeding £300m average on- and off-balance sheet) do not apply.

6.1 Remuneration Policy

Moneyfarm’s remuneration policy aims to attract, retain, and motivate high-calibre staff whilst ensuring that pay structures do not encourage excessive risk-taking, are consistent with sound and effective risk management, and are aligned with the long-term interests of the Firm and its clients.

Remuneration comprises:

- Fixed remuneration: base salary determined by role, responsibilities, skills, experience, and market benchmarks, providing a stable income independent of short-term performance.
- Variable remuneration: a discretionary bonus scheme, the pool for which is calculated by reference to the Firm's net operating profit and overall performance against financial and non-financial targets. Serious compliance concerns can reduce or eliminate variable pay.

6.2 Integration of sustainability risks into remuneration policy (pursuant to art. 5 of EU Regulation 2019/2088 "SFDR")

The Firm integrates sustainability risks into its remuneration framework in a manner that is consistent with the effective management of environmental, social, and governance (ESG) risks that may have a material negative impact on the value of client investments.

The remuneration structure is designed to ensure that employees are not incentivised to take excessive sustainability-related risks or to prioritise short-term commercial outcomes over the long-term sustainable outcome for customers.

6.3 Material Risk Takers

The Firm identifies members of staff whose professional activities could have a material impact on its risk profile as Material Risk Takers ("MRTs") under SYSC 19G.5. All Material Risk Takers at the Firm fall within the definition of Senior management.

6.4 Quantitative Remuneration Data

The table below discloses aggregate remuneration paid for the performance year ended 31 December 2024 (£'000):

| Category | Fixed remuneration (£'000) | Variable remuneration (£'000) |
|----------------------------|----------------------------|-------------------------------|
| Senior management | 1,479 | 245 |
| Other Material Risk Takers | £0 | £0 |
| All staff | 12,149 | 851 |

Staff, including members of Senior Management, participate in the Group's share option scheme. However, as the underlying securities of MFM Holding (the parent entity) are not traded on an open market, the theoretical P&L charges associated with these share-based payments have been excluded from the variable remuneration figures disclosed above. This approach ensures the disclosure reflects settled or readily determinable remuneration.

Furthermore, the remuneration disclosed for Senior Management includes costs attributed to an individual who is employed and remunerated by a Moneyfarm Group undertaking. Their

remuneration has been included in this disclosure to accurately reflect the total management costs associated with MFM Investment Ltd's regulated activities.

6.5 Guaranteed Variable Remuneration and Severance Payments

The Firm did not pay any guaranteed variable remuneration during the year ended 31 December 2024.

7. Investment Policy

7.1 Investment approach and portfolio construction

MFM Investment Ltd operates as a discretionary investment manager, constructing and managing risk-based, multi-asset portfolios composed exclusively of exchange-traded funds (ETFs) and, to a lesser extent, mutual funds. The Firm does not invest directly in the equity or debt securities of individual issuers as part of its core business model and accordingly does not hold voting rights in investee companies in its own right.

Portfolio construction is the responsibility of the Asset Allocation Team (AAT), governed by the Investment Committee, which meets fortnightly to review client portfolio performance and annually to review strategic asset allocation boundaries. The strategic asset allocation framework uses a robust optimisation methodology, incorporating expected return and covariance estimation across nine asset classes, including developed and emerging market equities, government and corporate bonds, inflation-linked securities, and commodities with scenario analysis and stress-testing performed to ensure portfolio robustness across a range of economic conditions.

7.2. Product selection and proxy voting

The Firm's product selection criteria are set by the Investment Committee and applied by the AAT. Because the Firm invests in collective investment vehicles rather than directly in the securities of underlying companies, it does not hold or exercise shareholder voting rights in investee companies and does not engage directly with investee company management on governance, environmental, or social matters.

Any sustainability preferences are reflected at the portfolio level through the availability of ESG-screened portfolio options, in which underlying ETF providers apply their own engagement and voting policies. AAT does monitor those engagement and voting policies, and factors that into its selection of ESG ETFs. The Firm does not use external proxy advisers. The Investment Committee retains oversight of the independence of portfolio construction and ensures that product selection is not influenced by commercial arrangements with fund providers, in accordance with the Group's Conflicts of Interest Policy.

8. Publication and Frequency

This disclosure is published in accordance with MIFIDPRU 8.1.13R on the Firm's website at www.moneyfarm.com/uk/legal-and-regulatory, where it is freely accessible and available without charge.

The Firm reviews and updates this disclosure at least annually, concurrent with the publication of its annual report and financial statements. More frequent updates will be made where there is a material change to the Firm's risk profile or business model, including material changes arising from the ongoing integration of Profile Financial Solutions Ltd into the Moneyfarm group following their respective acquisitions.

This disclosure does not constitute financial advice and has been published solely for regulatory compliance purposes under MIFIDPRU 8. It has not been independently audited.