

Vantage Capital Markets LLP

MIFIDPRU 8 DISCLOSURE

Financial Year Ended 31 December 2024

1. INTRODUCTION

1.1. Background

Vantage Capital Markets LLP (“the Firm”) is prudentially regulated as a non-SNI MIFIDPRU investment firm. The Firm is authorised as an inter-dealer broker and acts as a financial broker, principally involved in the arranging and execution of transactions in cash and derivative instruments on an OTC or venue traded basis, either acting as an agency or matched principal broker. It is permitted to act for wholesale clients only. The Firm is authorised and regulated under UK legislation by the Financial Conduct Authority (“FCA”).

1.2 Scope of Application

Due to its ownership structure, the Firm is not a member of an investment firm group and therefore is only obliged to issue disclosures on an individual basis for prudential purposes.

1.3 Disclosure Policy

This Disclosure is in line with the most recent published financial statements for the Firm as at 31st December 2024.

MIFIDPRU Investment Firms such as VCM have prescribed annual disclosure obligations under chapter 8 of the MIFIDPRU sourcebook,. The FCA expects this to be published on the Firm’s website. This Disclosure will be assessed and amended if there are any material changes within the period of Disclosure.

This Disclosure has been approved by the governing body of the Firm and is not subject to audit, except where prepared under accounting requirements for publication.

2. GOVERNANCE

2.1 Vantage Capital Markets LLP Board

The Board has overall and ultimate responsibility for oversight of the activities of the Firm. The Board consists of a number of the Firm’s Members, as noted in Section 2.2 below. Together, they oversee the process of risk management, financial reporting, and remuneration. The Board is assisted by an external compliance advisor, alongside the Remuneration Committee. As at the reporting date, the Board considered that it had in place adequate and appropriate systems and controls with regard to the Firm’s strategy and that the Firm is properly resourced and skilled, to avoid or minimise loss.

2.2 Directorships

The total number of executive and non-executive directorships held by members of the Board as at 31st December 2024 are as below.

Name of Member	Directorships
R Wurfain	6
C Eddis	2
R Harrison	0
Yu-Kee Ong	1
S van Holthe	0
A Huysser	0
A Chawla	6

Directorships held within the same group are counted as a single directorship and those in non-commercial organizations are excluded.

2.3 Diversity

The Firm operates in a gender-neutral working environment and does not discriminate against any protected characteristics. The Firm ensures its Remuneration Policy is compliant with the Equality Act 2010.

3. RISK MANAGEMENT

Under MIFIDPRU, the Firm's senior management is responsible for establishing and maintaining its Internal Capital Adequacy and Risk Assessment (ICARA) process. This requires the Firm to assess the Firm's capital and liquidity requirements and ensure it has sufficient own funds and liquidity resources at all times to meet the Overall Financial Adequacy Rule (OFAR) throughout the business cycle, whether in a Business as Usual or stressed environment. The ICARA assesses the aforementioned capital needs in a way which is consistent with the Firm's stated risk profile and operating environment. The Firm ensures that throughout its ICARA process, it identifies its material risks which are reviewed and amended where necessary by the Firm's board on an annual basis, and its winding down plan to ensure the Firm holds sufficient Own Funds and Liquidity to both mitigate its material risks and is able to wind down in an orderly manner.

The Firm's general risk management objective is to minimise the risks to the Firm's clients, its counterparties, and other stakeholders and to ensure it remains in full compliance with its regulatory and legal obligations. The Firm's risk appetite is reviewed on a regular basis and updated in accordance with the evolving strategy, business model, financial capacity, business opportunities, regulatory constraints, and other internal and external factors.

The Firm oversees and manages its risks through a combination of routine monitoring of policies and procedures, an efficient reporting process, an annual independent audit, a Compliance Manual, and the use of an independent outsourced compliance adviser. The Board has an overall responsibility for the process of risk management, as well as to determine the business strategy and risk appetite along with establishing, implementing, and maintaining adequate risk management policies and procedures. These policies and procedures are updated as required, having regard to the relevant laws, standards, principles, and rules (including FCA Principles and Rules).

Risk is inherent in all businesses and, therefore, arises in the normal course of the Firm's activities. The Firm accepts this and seeks to effectively identify, monitor, manage and mitigate each of the risks and it actively promotes a risk awareness culture throughout the organisation. Appropriate action is taken where risks are identified which fall outside of the Firm's risk tolerance levels or where the need for remedial action is required in respect of identified weaknesses in the Firm's systems and controls environment which has been established to mitigate such risks.

3.1 Own Funds Risk

The Firm's main business risk relates to the medium and long term profitability of the Firm that could be adversely affected by the failure to identify and implement the correct strategy and to react efficiently to changes in the business and market environment.

The Firm's revenue is reliant on a significant proportion of non-sterling trading activities. Therefore, the Firm's risk relates to changes in foreign currencies market exchange rates on both its future revenue stream and its commission receivables.

Further, whilst the Firm does not engage in proprietary trading it is exposed to market price changes on error trades between the time of dealing and closing out an error.

These risks are assessed and mitigated as part of the ICARA process by clearly defining the Firm's strategy, analysing various economic scenarios to reduce single event and macroeconomic exposure, including the use of hedging in respect of foreign currency exposures as deemed appropriate and robust internal processes for the monitoring and management of any financial impacts arising from trading errors.

3.2 Credit and Concentration Risk

Credit Risk refers to the risk of financial loss arising from the failure of a client or other counterparty to meet its outstanding obligations and from cash and deposits held with financial credit institutions.

The Firm is primarily exposed to Credit Risk from the failure of client transactions executed on a Delivery versus Payment (DvP) basis. It holds all liquidity with large international credit institutions with high credit ratings. Consequently, the risk of past due or impaired exposures is minimal. A financial asset is past due when a counterparty has failed to make a payment when contractually due.

An Impairment is recognized when the recoverable value of a fixed asset or goodwill falls below its carrying amount.

3.3 Liquidity Risk

The Firm is required to hold sufficient liquidity resources to enable it to meet its contractual obligations to creditors as they fall due or to ensure that it can secure an adequate amount of liquefiable assets in the event of a stress situation.

The Firm maintains at all times an amount of free funds it considers suitable to have sufficient liquidity to meet its liquid asset threshold requirements under normal and stressed business conditions. This is supported by a prudent budgeting and forecasting process, as well as monitoring of the Firm's cash position by the senior management on a regular basis. Accordingly, the Firm has always held sufficient liquidity to meet its contractual obligations to creditors as and when they arise.

In addition, the Firm also has access to an external revolving credit facility which provides the Firm with the ability to draw down funding against short-term client receivables balances to support its ongoing working capital requirements as and when they arise.

4. CAPITAL ADEQUACY

To satisfy its regulatory obligations under the OFAR, the Firm is obliged to maintain sufficient capital resources at all times. Own funds are the capital resources of the Firm which it has available to use to cover its prudential own funds requirements imposed by the FCA for inter dealer broker business models such as that of VCM.

4.1. Own Funds

The table below shows the Firm's Own Funds. In VCM's case, it is made up solely of Common Equity Tier 1 (CET1) capital, having issued no Additional Tier 1 capital and/or Tier 2 capital.

Own Funds	£000s
Common Equity Tier 1 Capital	3,012
Additional Tier 1 Capital	0
Tier 2 Capital	0
Total Own Funds	3,012

5. OWN FUNDS REQUIREMENT

The Firm's Own Funds Requirement is calculated in accordance with chapter 4.3 of the MIFIDPRU sourcebook, which states that the Firm's own funds requirement ("OFR") as a non-SNI Investment Firm is the highest of the following individual components: -

- Its permanent minimum capital requirement under MIFIDPRU 4.4;
- Its fixed overheads requirement under MIFIDPRU 4.5;
- Its K-factor requirement under MIFIDPRU 4.6

As at December 2024	£000s
Permanent Minimum Capital Requirement	750
Fixed Overheads Requirement	1,269
K-Factor Requirement	296
Sum of K-AUM, K-CMH and K-ASA	0
Sum of K-COH and K-DTF	296
Sum of K-NPR, K-CMG, K-TCO and K-CON	0
Own Funds Requirement (Maximum of PMR, FOR and K-Factor Requirement)	1,269

6. REMUNERATION

6.1 Approach to Remuneration

The Firm does not link remuneration directly to the performance of the Firm, rather, the Firm's performance is a factor in determining variable remuneration. The Firm also considers its non-financial criteria when assessing remuneration.

Any discretionary bonus scheme pools are calculated by reference to the Firm's net operating profit, where the underlying revenue is not subject to recovery or downward adjustment. Broking staff are not allowed, and the Firm's remuneration schemes accordingly do not reward the taking of market or trading risks. The Firm operates remuneration through a Remuneration Committee which meets at least annually to review and set the remuneration arrangements for the Firm. The Firm operates three variable remuneration schemes for staff as detailed below:

- i) The remuneration framework for Material Risk Takers ("MRTs") who are brokers (all are members of the Partnership) is by way of an annual Income Allocation, in anticipation of which monthly draws are taken. The monthly draws are, as a matter of prudent financial planning, set at a level below the expected annual Income Allocation. The draw is reviewed each quarter and is set in line with the financial performance of any individual MRT in the previous quarter. The annual Income Allocation comprises the aggregate of the four quarterly allocations which are made one quarter in arrears. Allocations are discretionary as the Firm is able to amend the Income Allocation for reasons relating to non-financial performance such as conduct issues. Although the regular drawings are by their very nature variable each quarter, they are classed as fixed remuneration under MIFIDPRU in order to best fit the idiosyncratic nature of LLP remuneration into the MIFIDPRU schema of fixed/variable remuneration. The Firm has determined that due to the nature of these drawings, this system is compliant with the relevant regulatory requirements of SYSC 19G.
- ii) MRTs who are not brokers and are part of the Senior Management of the Firm, are paid by way of an annual Income Allocation on which monthly draws are taken. As with the broking MRTs, the draws are set at a level below the anticipated Income Allocation. However, for these MRTs the level of the annual Income Allocation is not based on financial performance of the partner, but on a combination of factors including: the amount that the individual would expect to earn in their role at similar firms; the individual's own performance; the performance of the MRT's team; non-financial performance such as conduct issues; and available profits. Although these regular drawings are by their very nature variable each quarter, they are classed as fixed remuneration under MIFIDPRU in order to best fit the idiosyncratic nature of LLP remuneration into the MIFIDPRU schema of fixed/variable remuneration. The Firm has determined that due to the nature of these drawings, this system is compliant with the relevant regulatory requirements of SYSC 19G.
- iii) MRTs who are employees are paid a monthly salary with an end of year discretionary bonus. The bonus is awarded on a combination of factors including: individual performance; the performance of the Firm; and benchmarking against comparable remuneration in the market-place.
- iv) Non-MRTs who are brokers are remunerated in the same way as MRT brokers.
- v) Non-MRTs who are not brokers (comprising nearly all Middle and Back Office staff) are employees and remunerated in the same way as those in category iii) above.

The discretion held by the Board of the Firm ensures that the Firm is able to retain staff in executive positions who are vital to the Firm's strategic development. The Firm has no obligation to pay variable remuneration other than out of realised profits to allow for a fully flexible policy. Accordingly, the Firm's total variable remuneration does not limit its ability to strengthen its capital base.

The Firm oversees and manages its risks through a combination of routine monitoring of policies and procedures, an efficient reporting process, an annual independent audit, a Compliance Manual, and the use of an independent outsourced compliance adviser, IQ EQ Consulting Limited.

6.2 Remuneration Objectives

The Firm's financial incentives are designed to attract and retain staff with the appropriate skills, knowledge and expertise to enable the Firm to deliver its long-term strategic goals, widen its client base and expand into similar areas of business as and when the appropriate opportunities arise, in each case in a manner which is consistent with and which promotes effective risk management and does not expose the Firm to excessive risk.

6.3 Remuneration Governance

The Firm has in place a Remuneration Policy which is approved by the Board at least annually.

Whilst the Firm does not meet the criteria to form a remuneration committee under SYSC 19G, the Board believes it is appropriate to have a Remuneration Committee to provide oversight of the remuneration arrangements of the Firm. The Board has oversight of the Firm's remuneration policies which are approved at least annually and refers to its remuneration Terms of Reference and the MIFIDPRU remuneration code. Furthermore, the Firm ensures that the Firm's standards, fairness, compliance objectives, corporate governance and maintenance of a sound capital base are not compromised by its remuneration incentives. The Firm has used external consultants to assist in the development of its remuneration policies and practices.

6.3 Material Risk Takers

As the Firm is prudentially categorised as a non-SNI MIFIDPRU Investment Firm, staff members whose activities have a material impact on the risk profile of the Firm are categorised as material risk takers (MRTs) under SYSC 19G.5.3R.

The Firm has identified as at 31st December 2024 23 material risk takers, of which 4 are Senior Managers of the Firm, and 19 are other material risk takers.

6.4 Total Remuneration

Remuneration	Total for Firm (£)	Senior Management	Other MRTs
Total Remuneration	11,809,885	1,351,460	4,718,927
Of which:			
Fixed Remuneration	6,082,143	1,017,633	1,943,247
Variable Remuneration	5,727,742	333,827	2,775,679
Total Number of MRT's	23	4	19

The Firm did not pay any guaranteed variable remuneration and/or severance payments during the period of this report.

Appendix 1: COMPOSITION OF REGULATORY OWN FUNDS

Composition of regulatory own funds			
	Item	Amount (GBP thousands)	Source based on reference numbers/letters of the balance sheet in the audited financial statements
1	OWN FUNDS	3,012	
2	TIER 1 CAPITAL	9,897	
3	COMMON EQUITY TIER 1 CAPITAL	9,897	
4	Fully paid up capital instruments	0	
5	Share premium	0	
6	Retained earnings	0	
7	Accumulated other comprehensive income	0	
8	Other reserves	(3,796)	
9	Adjustments to CET1 due to prudential filters	0	
10	Other funds	0	
11	(-)TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	(3,796)	
19	CET1: Other capital elements, deductions and adjustments	(3,089)	
20	ADDITIONAL TIER 1 CAPITAL		
21	Fully paid up, directly issued capital instruments	0	
22	Share premium	0	
23	(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1	0	
24	Additional Tier 1: Other capital elements, deductions and adjustments	0	
25	TIER 2 CAPITAL		
26	Fully paid up, directly issued capital instruments	0	
27	Share premium	0	
28	(-) TOTAL DEDUCTIONS FROM TIER 2	0	
29	Tier 2: Other capital elements, deductions and adjustments	0	

Own funds: reconciliation of regulatory own funds to balance sheet in the audited financial statements				
Flexible template - rows to be reported in line with the balance sheet included in the audited financial statements of the investment firm.				
Columns should be kept fixed, unless the investment firm has the same accounting and regulatory scope of consolidation, in which case the volumes should be entered in column (a) only.				
Figures should be given in GBP thousands unless noted otherwise.				
		a	b	c
		Balance sheet as in published/audited financial statements	Under regulatory scope of consolidation	Cross-reference to template OF1
		As at period end	As at period end	
Assets - Breakdown by asset classes according to the balance sheet in the audited financial statements				
1	Tangible fixed assets	114		
2	Investment in subsidiaries	35		
3	Intangible fixed assets	3,089		
4	Debtors	16,157		
5	Cash at bank	2,516		
	Total Assets	21,911		
Liabilities - Breakdown by liability classes according to the balance sheet in the audited financial statements				
1	Creditors due within one year	(2,465)		
2	Creditors due after more than one year	(334)		
	Total Liabilities	(2,799)		
Shareholders' Equity				
1	Members capital classified as equity	9,897		
2	Members capital classified as a liability	37		
3	Amounts due to members	774		
4	Members other interests – other reserves classified as equity	8,404		
	Total Members' equity	19,112		

Own funds: main features of own instruments issued by the firm
CET1 instruments are wholly comprised of Limited Liability Partnership Capital. The firm has not issued any other instruments which are classified as Own Funds instruments.