



**Wellington Management  
International Limited –  
Investment Firms Prudential Regime  
(MIFIDPRU 8) Disclosures**

**YEAR ENDED 31 DECEMBER 2024**

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# 1. Introduction

In January 2022, the Financial Conduct Authority (“FCA”) introduced the Investment Firms Prudential Regime (“IFPR”). The following public disclosures are made as required by Chapter 8 of the FCA Prudential Sourcebook for MiFID investment firms (“MIFIDPRU”). Under the firm’s IFPR categorisation, WMIL is categorised as a non-small and non-interconnected (non-SNI) firm for the purposes of MIFIDPRU.

As part of the global Wellington Management Group (“WMG”, the “Group”, or the “firm”), including Wellington Management Group LLP and its affiliates, Wellington Management International Limited (“WMIL” or the “company”) provides asset management services to institutional clients. The company is authorised and regulated by the FCA and is categorised as an investment firm.

This disclosure is prepared on a solo-entity basis as of 31 December 2024, which represents the end of WMIL’s financial year. The disclosed information is proportionate to WMIL’s size and organisation, and to the nature, scope and complexity of WMIL’s activities.

This disclosure is consistent with the disclosure made for the 2023 reporting year.

## 2. Governance Arrangements

The **WMIL Board of Directors** (the “Board”) oversees the business operations of WMIL on behalf of the Group. The Board members have overall responsibility for WMIL and serve as stewards of the company in a manner that promotes market integrity and the interests of clients. The Board sets high-level corporate direction and provides broad oversight with respect to senior management as well as implementation and performance, risk management, financial controls and reporting, compliance and internal controls, including effective segregation of duties and prevention of conflicts of interest. Board meetings act as a forum for discussion of issues affecting our global business initiatives. The Board has established a series of committees to support its oversight of the business.

- The **WMIL Management Committee** is established to assist the Board in the management and effective governance of WMIL. It will report as necessary to the Board on business operations, identify matters requiring Board consideration or action and ensure WMIL Board directives are executed.
- The **WMIL Audit Committee** is established to act as a high-level oversight for WMIL’s internal control arrangements and to act as the Board’s liaison point with both its external auditors and internal auditors, a service outsourced to the Group.
- The **WMIL Retirement Plan Oversight Committee** is established to ensure WMIL’s compliance as an employer in respect of the company’s retirement benefit plan as it may be arranged from time to time under the rules of the UK Pensions Regulator and the FCA.
- Given the size, nature and complexity of its business activities, WMIL does not have as part of its governance arrangements a formally constituted risk committee, remuneration committee or nominations committee (nor is this required, per MIFIDPRU 7.1.4R). However, the Group has established regional committees that assist the Board in oversight of these matters.
  - The **EMEA Risk Committee** (the “Risk Committee”) is established by the Boards of WMIL and affiliate companies within EMEA to oversee the region’s risk management framework. The Risk Committee oversees the framework governing the region’s material control, operational, regulatory, business and other non-investment-related risks, drawing on the work of key control functions across the region.
  - The **EMEA Compensation & Talent Committee** (the “Compensation & Talent Committee”) is established by the Boards of WMIL and affiliate companies within EMEA. Its purpose is to provide oversight for a compensation and recognition strategy that fairly supports and incentivises the next generation of leaders in the region. The Compensation & Talent Committee’s Charter is designed to ensure WMIL and its affiliates attract, retain and develop talent in support of the mission to drive excellence for clients

## **BOARD MEMBERS' EXTERNAL DIRECTORSHIPS**

Excluding charities and directorships of other group entities, there are no WMIL Board members with executive or non-executive directorships held during the year ended 31 December 2024.

## **PROMOTING DIVERSITY ON THE WMIL MANAGEMENT BOARD**

Outstanding people are at the heart of our firm's mission to drive excellence for clients and positively impact millions of beneficiaries' lives. This approach applies to WMIL and its Board. The Firm believes that a diverse workforce, equitable opportunities for all colleagues to reach their potential, and an inclusive culture are critical to achieving that mission. Diverse and inclusive teams help us generate differentiated insights, strong long-term investment results and solutions to complex client problems. They support our efforts to attract and develop the next generation of talent globally and align with our values and commitment to the communities in which we live and work.

The Group has created a five-year Global Diversity, Equity and Inclusion ("GDEI") strategy and action plan. Our global approach is driven by firm leaders, implemented by managers, enabled by human resources processes, supported by employees and guided by the GDEI team. We have set aspirational goals linked to talent, culture, community and investment, customised for each functional area and local office to ensure global consistency and local relevance. Examples of areas we have identified for improving the mix include representation of female, Black, indigenous and people of colour talent across the firm, across management and within our investment areas, to align with our aspirational goals.

WMIL is a signatory to HM Treasury's Women in Finance Charter, with a public commitment to improve gender balance within our organisation. As part of our commitment, WMIL has pledged to enhance our support for the progression of women into senior roles, to set goals that are designed to promote greater gender balance and to report our progress towards these targets. WMIL's specific goals for December 2025 are outlined below.

- 40-45% women on board/executive decision-making bodies (including the WMIL Board)
- 28-33% women in senior roles

We are working towards these goals and as of September 2024, have reached 37% women on WMIL's board/executive decision-making bodies and 25% women in senior roles.

## 3. Risk Management

### Statement of Commitment

WMIL is committed to adopting best practice in the identification, assessment, mitigation, monitoring and reporting of risks to ensure that they are reduced to an acceptable level or eliminated (where possible/appropriate) and that we maximise opportunities to achieve our business objectives. We acknowledge that some risks will always exist and will never be eliminated. All WMIL employees must understand the nature of the risk and accept responsibility for risks associated with their area of work, and in doing so, they receive the necessary support, assistance and commitment from senior management and the WMIL Board. The risk management objectives of WMIL are a long-term commitment and an inherent part of good management and governance practices. WMIL is committed to the protection of its material assets, minimisation of its losses and liabilities, and protection of its client and employee interests.

### Three Lines Model

Risks at WMIL are managed in accordance with the “Three Lines Model”, a widely recognized framework, that clarifies essential roles and responsibilities.

“First Line” employees and process owners have primary responsibility for managing risk as part of their day-to-day execution of activities and decision making. This includes promoting a strong risk management culture and behaviour. Specifically, the First Line is required to establish risk appetite; assess key activities and associated risks; implement and operate controls (with appropriate documentation) to manage risks to an acceptable level; and to monitor and report on risk for continuous improvement.

“Second Line” oversight functions (Enterprise Risk Management) are responsible for developing an independent and effective risk management approach that can be implemented throughout the organization, and for advising, challenging, and assuring the First Line as to the effectiveness of its risk management. The Second Line also takes an enterprise level view of risk, identifying and focusing on key risks across the whole Group organisation.

“Third Line” assurance (Internal Audit) is responsible for an independent and objective assessment of risk across the firm. This includes independently evaluating risk within the firm, under the auspices of the firm’s audit committee; establishing an audit testing plan; and engaging in more detailed assurance-based testing around the operation and effectiveness of risk controls. Like the Second Line, it also takes an enterprise level view of risk and the effectiveness of controls, across the whole Group organisation.

### ORM Roles, Responsibilities and Mandate

The Operational Risk Management (“ORM”) team is an independent advisory and oversight function that resides within the Legal, Compliance & Risk department. ORM operates globally and executes on common standards and

methodologies collaborating with the business on key risk matters. ORM reports to the Group Chief Risk Officer (“CRO”), who in turn reports to the General Counsel.

ORM supports the Group’s mission by enabling the firm to make risk-aware decisions, enhance client experience, protect the firm's reputation, and minimise losses from errors. ORM owns the Operational Risk Management Framework and is responsible for establishing specific guidance, standards, and tools to support the implementation of the framework.

ORM advises and challenges first line management on risk identification and monitoring techniques, controls design, and the development of risk priorities and mitigation strategies. ORM covers stakeholders ranging from business units, oversight committees and boards across the Group. ORM has access to all relevant information when needed to fulfill its mandate. Whilst the team collaborates on a global level, the regional risk manager and the designated Senior Manager Function (SMF) 4 (Chief Risk Officer function) take responsibility for the risk management of WMIL and the compliance with local risk related regulations.

## Risk Management Objectives

WMIL adheres to risk management objectives and policies intended to support an integrated approach to managing business risks and optimising our ability to achieve our objectives as a firm.

More specifically, our risk management objectives are as follows:

- Ensure that risk management is clearly and consistently integrated and evidenced in the operations and culture of the business;
- Manage risk in accordance with evolving best practice, maintaining processes and procedures that enable the business to identify, assess, manage, monitor and report the risks to which it is, or might be, exposed;
- Inform policy and operational decisions by identifying risks and their likely impact;
- Raise and maintain awareness of the need for risk management, and how this can create value for the business, with all those connected with the delivery of business services;
- Produce risk management reports from the available data and report identified deficiencies, where appropriate.

These objectives are achieved by:

- Clearly defining the roles, responsibilities and reporting lines within the business for risk management;
- Including material risk management issues (where relevant) when writing reports and considering decisions;
- Reinforcing the importance of effective risk management as part of the everyday work of employees and the Board;
- Maintaining and tracking a register of risks and incident events;
- Maintaining documented procedures for training and guidance on how to assess risks and evaluate controls;
- Completion of periodic Risk Control Self Assessments (RCSA).

## Risk Categories

The risk management process considers a range of risk categories including, among other things, the following:

- **Own funds requirement:** Risks associated with the company's own funds requirement are considered in sections 4 and 5 of this report.
  - WMIL has no appetite for not meeting regulatory capital requirement which might arise if the company does not have sufficient financial resources available.
- **Concentration and liquidity risks – clients:** *Client concentration risk* is the risk of a client's investment portfolio being exposed to excessive losses because of the failure of another party. *Client liquidity risk* is the risk that the client's investment portfolio has insufficient cash available to meet its payment obligations as they fall due.
  - Our policies and procedures with respect to investment guidelines are defined in the firm's Portfolio Guidelines and Monitoring Policy and Procedures. As investment manager and sub-advisor, the firm has responsibility for managing client portfolios in accordance with clients' identified objectives, guidelines and restrictions. The firm employs a variety of procedures and controls designed to assist investment professionals in complying with client guidelines.
- **Liquidity risks – the company:** The risk of the company having insufficient cash available to meet its payment obligations as they fall due.
  - WMIL has no appetite for any liquidity risk that might arise if the company, although solvent, does not have sufficient financial resources to enable it to meet its obligations as they fall due, or can secure such resources only at excessive cost. The risk is mitigated by access to a credit facility and compliance with a liquidity risk management strategy. The strategy is reviewed annually by the Board.
- **Concentration risks – the company:** The risk of the company being exposed to excessive losses because of the failure of another party.
  - WMIL has limited appetite for any loss because of a client or counterparty failing to meet a financial contractual obligation and expects the risk to be managed through prudent procedures in the revenue-collection process, such as due diligence of new clients, detailed review of aged receivables and the market practice of many clients allowing management fees to be paid directly from client portfolios.

## Risk Appetite

The risk appetite defines the level of risk the firm, the entity or the business unit is willing to accept in pursuit of its strategic objectives.

The risk appetite is articulated through a set of qualitative risk appetite statements and can be supplemented by quantitative measures. It can vary from one legal entity or business unit to another, based on factors such as

growth opportunities and operational capacity. ORM facilitates the development and annual review of the risk appetite with the management of relevant business units.

WMIL has an established Risk Appetite Statement. This statement serves as a standard for monitoring and managing risks across all business activities within the firm. The Risk Appetite Statement is submitted to EMEA Risk Committee and WMIL Board for approval and ratification. Business unit management is responsible for ensuring they understand and act in accordance with the risk appetite. The Risk Appetite Statement is reviewed at least annually. Additionally, any significant change in business strategy or operations will prompt a reassessment of the risk appetite statement.

## Key Risk Indicators

Key Risk Indicators (“KRIs”) are metrics used to provide a signal of changing risk exposures over time. KRIs are generally quantifiable and aligned to a defined risk appetite.

Depending on their nature, KRIs can be categorized as either leading or lagging. Leading KRIs are predictive in nature; they are meant to provide early warnings about potential future risks and allow the firm to make proactive decisions to manage these risks. Lagging KRIs provide information about risks that have already materialized or consequences that have already occurred. These are used for evaluating the effectiveness of risk management and control procedures allowing the firm to take corrective and preventative measures, where necessary.

Business units are responsible for defining suitable KRIs that are reflective of and appropriately represent their key capabilities and risks. ORM may assist and support the First Line during the development and calibration phase to ensure KRIs are representative and actionable. To be of value, KRIs must be collated and reported periodically. Business units are required to develop a KRI reporting process, scope and frequency that satisfies their first line risk monitoring requirements.

ORM facilitates the compilation of quarterly KRI dashboards for EMEA Risk Committee to support the committees’ risk oversight requirements and enquires on KRIs that have failed their stated thresholds.

## Risk Committee Structure

The EMEA Risk Committee is established by the boards of WMIL and its affiliates in the region to oversee the region’s risk management framework.

The EMEA Risk Committee oversees the framework governing the EMEA region’s material control, operational, regulatory, business and other non-investment-related risks, drawing on the work of key control functions across the region. It is responsible for ensuring appropriate controls are implemented for identified risks and reporting to the relevant affiliate boards. While primary responsibility for risk management resides with each of the local functional business lines and legal entities, the EMEA Risk Committee will be responsible for ensuring appropriate controls are implemented for identified risks.

The EMEA Risk Committee will coordinate efforts with the firmwide and other regional Risk Committees as needed. It will call upon the resources of the firm (including other established groups and committees of the firm) to address specific issues or provide updates when it deems such meetings are necessary. The EMEA Risk Committee will escalate any concerns relating to WMIL to the WMIL Board.

The EMEA Risk Committee:

- Makes relevant recommendations to the boards on the region's risk management framework;
  - Makes recommendations to the WMIL Board in relation to the Internal Capital Adequacy and Risk Assessment ("ICARA"), Risk Appetite Statement and risk tolerances and other risk-related matters;
  - Oversees the identification and prioritisation of risks in the region;
  - Oversees the implementation by the business of mitigating actions for identified high-risk areas;
  - Supports the business and boards in enforcing adherence to the region's risk management policies and procedures;
  - Oversees the region's affiliate oversight governance, business continuity plans and processes, information security programme and privacy programme;
- Assesses the incremental risk of new complex business opportunities or changes to existing business (working in partnership with other established groups and committees where appropriate) and makes recommendations to the boards or appropriate approval committees.

## 4. Capital Adequacy Process

The ICARA process, introduced under IFPR, is an internal risk management process that MIFIDPRU investment firms must operate on an ongoing basis. It necessitates the evaluation of the capital required to address material potential harms based on WMIL's risk profile. WMIL is required to produce an ICARA document, the purpose of which is to inform the WMIL Board, the EMEA Risk Committee and business functions of the ongoing assessment of risks. It details how the business intends to mitigate those risks and how much capital is required having considered the mitigating factors.

The ICARA document is prepared by the EMEA ORM and Finance teams, working in conjunction with the business areas and subject-matter experts. This is achieved through:

- An assessment of the business strategy, ongoing activities and expected future business activities. Core business activities are reviewed to determine their inherent risk profiles, the adequacy of systems and controls and, therefore, the residual risk. This process, alongside severe but plausible scenario testing, leads to quantification of additional own funds or liquid resources to mitigate against the crystallisation of risk events. This is conducted using RCSAs in addition to internal and external data.
- Stress testing of the business model through adverse scenarios that vary in nature and duration. These stress-test scenarios assess the impact on the availability of own funds and liquid resources and, through the application of appropriate management actions and recovery plans, ensure these balances remain at an appropriate level, thus ensuring that the company would remain a going concern.
- A review of the events that would trigger a potential wind-down scenario alongside an assessment of the appropriate levels of own funds and liquid assets required to ensure such a wind-down occurred in an orderly manner, minimising harm to clients, the markets and other key stakeholders.

The ICARA document is owned by the WMIL Board and the ICARA process is overseen by the WMIL SMF2. The Board reviews the adequacy of the ICARA process and approves the documentation annually or when there are material changes to WMIL's business. The capital and liquidity requirements as determined through the ICARA are approved by the Board at least annually and submitted to the FCA quarterly.

## 5. Own Funds Requirement

WMIL's own funds comprise of common equity tier 1 (CET1) capital in the form of common shares, share premium, reserves and retained profits. Currently, WMIL has no Additional Tier 1 or Tier 2 capital. The table below presents information on the capital position as of 31 December 2023.

**TABLE 1: COMPOSITION OF OWN FUNDS**

	US\$'000	Cross reference to Table 2
<b>1 OWN FUNDS</b>	110,870	
<b>2 TIER 1 CAPITAL</b>	110,870	
<b>3 COMMON EQUITY TIER 1 CAPITAL</b>	110,870	
4 Fully paid-up capital instruments	15	12
5 Share premium	5,666	13
6 Retained earnings	138,636	15
7 Accumulated other comprehensive income	-	
8 Other reserves	(22,713)	14
9 Adjustments to CET1 due to prudential filters	-	
10 Other funds	-	
11 (-) TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	(10,734)	3,4
12 CET1: Other capital elements, deductions and adjustments	-	
<b>13 ADDITIONAL TIER 1 CAPITAL</b>	-	
14 Fully paid-up, directly issued capital instruments	-	
15 Share premium	-	
16 (-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1	-	
17 Additional tier 1: Other capital elements, deductions and adjustments	-	
<b>18 TIER 2 CAPITAL</b>	-	
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	-	

**TABLE 2: RECONCILIATION OF OWN FUNDS TO BALANCE SHEET IN THE AUDITED FINANCIAL STATEMENTS**

		Balance sheet as in published/audited financial statements 31 December 2024 (US\$'000)	Under regulatory scope of consolidation 31 December 2024 (US\$'000)	Cross-reference to Table 1
<b>Assets</b>				
<b>Non-current assets</b>				
1	Right of use asset	37,771		
2	Property, plant and equipment	10,979		
3	Deferred tax asset	9,620		11
4	Investment in associate	1,114		11
<b>Total non-current assets</b>		<b>59,484</b>		
<b>Current assets</b>				
5	Trade and other receivables	264,724		
6	Cash and cash equivalents	32,041		
<b>Total current assets</b>		<b>296,765</b>		
<b>Total assets</b>		<b>356,249</b>		
<b>Liabilities</b>				
<b>Non-current liabilities</b>				
7	Lease liability	38,701		
8	Other non-current liabilities	33,955		
9	<b>Total non-current liabilities</b>	<b>72,656</b>		
<b>Current liabilities</b>				
10	Trade and other payables	155,373		
11	Lease liability	6,616		
<b>Total current liabilities</b>		<b>161,989</b>		
<b>Total liabilities</b>		<b>234,645</b>		
<b>Shareholders' equity</b>				
12	Share capital	15		4
13	Share premium	5,666		5
14	Other reserves	(22,713)		8
15	Retained earnings	138,636		6
<b>Total shareholders' equity</b>		<b>121,604</b>		

**TABLE 3: MAIN FEATURES OF OWN INSTRUMENTS ISSUED BY THE FIRM**

	<b>As of 31 December 2024</b>
Public or private placement	Private
Instrument type	Ordinary shares (10,000)
Amount recognised in regulatory capital (\$'000)	5,681
Nominal amount of instrument (\$'000)	15
Issue price (\$'000)	5,681
Redemption price (\$'000)	N/A
Accounting classification	Share capital and premium
Original date of issuance	1 share on 7 September 2001 9,999 shares on 28 June 2002
Perpetual or dated	Perpetual
Maturity date	N/A
Issuer call subject to prior supervisory approval	N/A
Optional call date, contingent call dates and redemption amount	N/A
Subsequent call dates, if applicable	N/A
Coupons/dividends	Discretionary
Fixed or floating dividend/coupon	N/A
Coupon rate and any related index	N/A
Evidence of a dividend stopper	N/A
Convertible or non-convertible	N/A
Write-down features	N/A
Link to terms and conditions of the instrument	N/A

## Own Funds Requirement

In accordance with MIFIDPRU 4.3, WMIL must maintain an own funds level in excess of its own funds requirement. As a non-SNI firm, WMIL's own funds requirement is the highest of:

- Permanent minimum capital requirement;
- K-Factor requirement; or
- Fixed overhead requirement ("FOR").

## Permanent Minimum Capital Requirement

Based on the services WMIL is licensed to undertake by the FCA, its permanent minimum capital requirement is set at \$97k (£75k).

## K-factor requirements

The K-factors requirement is calculated as the sum of each of the K-factors that apply to the business of the firm split into the following categories:

- **Risk to client:** Covers risks carried by an investment firm during its services, actions or responsibilities, which could negatively impact clients;
- **Risk to market:** Covers risks associated with the impact an investment firm could have on the markets in which it operates, and on those counterparties it trades with;
- **Risk to firm:** Covers risks associated with an investment firm's solvency from its trading activity and market participation.

A summary of WMIL's K-factor requirement split between the risk categories and the underlying K-factors as at 31 December 2024 are presented below:

Risk category	K-factors	US\$'000
Risk to client	K-AUM + K-CMH + K-ASA	21,120
Risk to market	K-DTF + K-COH	6,919
Risk to firm	K-NPR + K-CMG + K-TCD + K-CON	-
Total K-factor requirement		28,039

## Fixed Overhead Requirement

The FOR of the firm is an amount equal to one quarter of its relevant expenditure during the previous year. This calculation is based on total expenditure presented in WMIL's most recently audited set of financial statements (full year ended 31 December 2024) less any deductions permissible under MIFIDPRU 4.5.3, thus arriving at relevant expenditure. As of 31 December 2024, WMIL's FOR was \$46,172k.

## Own Funds Requirement Assessment

The FOR is the highest component of the own funds requirement assessment, and therefore the own funds requirement of the company as at 31 December 2024 was \$46,171k. This was in excess of its own funds of \$110,870k.

## Assessing the Adequacy of Own Funds

As established above, the FOR is the determinant of WMIL's own funds requirement. As set out in the Overall Financial Adequacy Rule (MIFIDPRU 7.4.7), WMIL must, at all times, hold own funds and liquid assets that are adequate in both quantity and quality to remain financially viable throughout the economic cycle. Furthermore, it must be able to address potential harm arising from ongoing activities, as well as winding down in an orderly manner, minimising harm to clients and other market participants.

The ICARA process has determined the own funds threshold requirement and liquid asset threshold requirement aspects of the overall financial adequacy rule, these measures enhancing and uplifting the own funds and basic liquid asset requirements. The outputs of the ICARA are used when setting appropriate financial resource levels. The own funds and liquid asset resources held are sufficient to meet the requirements of the risk profile of the Company.

The company holds capital primarily for regulatory and funding purposes, so its capital management programme focuses on analysing capital projects and potential dividend declarations by means of capital projections to ensure that regulatory capital requirements are always satisfied. The company's main sources of capital are retained earnings and capital contributions. It is anticipated that future capital needs will be met through retained earnings. Capital adequacy is monitored on an ongoing basis to ensure that capital levels continue to adequately reflect the risk profile of the organisation, as determined through the ICARA. Each year, the company's management determines if a dividend should be paid to the shareholder based on an assessment of its operating results, capital resources and cash-flow needs.

## 6. Remuneration Arrangements

### Introduction

This remuneration disclosure relates to WMIL and includes the information required by MIFIDPRU 8.6 of the FCA Handbook.

WMIL's policy, practice and procedures are documented in a Remuneration Policy that is designed to be consistent with the requirements of the FCA MIFIDPRU remuneration rules as amended from time to time (the "Remuneration Code"), part of the IFPR, as they will apply to WMIL as a "non-SNI firm". WMIL does not meet the thresholds to be considered "significant" and is therefore subject to the basic and standard, but not extended, requirements of the Remuneration Code.

### Remuneration Principles and Philosophy

WMIL's Remuneration Policy and remuneration practices aim to develop and maintain a compensation environment that attracts, motivates and retains talented employees over the longer term, consistent with the requirements of the Remuneration Code, and that supports the firm in attaining its strategic goals (including aligning the interests of employees with those of the firm and its clients) while ensuring that it does not provide any incentives for excessive risk taking.

The firm's approach to remuneration is consistent with remuneration governance practices established by WMG for its global affiliates and reflects the firm's private partnership organisational structure, culture and values. Wellington's approach to remuneration is globally consistent and based on a pay-for-performance philosophy that includes the following key concepts:

- An approach to compensation that is fair, equitable and motivational;
- An approach to compensation that is merit based;
- Compensation that is reflective of individual contribution and shared success;
- Compensation and benefit programmes that are comprehensive and competitive;
- A focus on total compensation when rewarding performance.

WMIL is an equal opportunities employer and is committed to being fair and equitable through all HR and compensation processes. The firm's equal opportunities policy includes compensation along with all other terms and conditions of employment. WMIL's remuneration policies and practices are gender neutral and comply with the Equality Act 2010.

## Remuneration Governance and Oversight

WMIL maintains governance and oversight arrangements to help ensure sound and effective risk management in its remuneration practices, which incorporate the remuneration governance practices established by WMG.

### **GOVERNANCE AND OVERSIGHT RESPONSIBILITIES**

WMIL's Board of Directors has formal responsibility for annually reviewing and approving WMIL's Remuneration Policy and overseeing its implementation. The WMIL Board also approves the Material Risk Taker framework and populations. The WMIL Board (among other EU affiliates) has established the EMEA Compensation and Talent Committee to review the application of remuneration policies and practices across the region and to oversee compensation outcomes for employees in the EMEA region. This Committee is chaired by the Head of WMIL and other members include EMEA-based senior leaders and partners of the firm.

Several governance bodies and individuals provide input to and approve variable compensation awards, to ensure transparency and fairness across functions, business areas, regions and roles. Wellington Management's remuneration practices and recommendations are subject to clearly defined approvals and governance processes, supported by the firm's Compensation and Benefits and Human Resource functions.

### **ANNUAL REVIEW**

WMIL's Remuneration Policy and its implementation are reviewed annually by independent control functions. The results and any recommendations are reported to the WMIL Board. The first annual review occurred in 2023 in respect of the 2022 performance year.

## Material Risk Takers

WMIL identifies all staff members whose professional activities can have a material impact on the firm's risk profile or the assets it manages in accordance with the criteria set out in the Remuneration Code and procedures established by the WMIL Board from time to time, as Material Risk Takers (MRTs). WMIL has developed an MRT identification framework for this purpose.

This framework defines the criteria and roles considered to have a material impact on the risk profile of the firm or the assets it manages. This includes senior managers, identified either through their membership of Board, a management body or committee, individuals registered with the FCA as performing senior manager functions and any individual responsible for managing an area posing a material risk to the firm. The decisive factor when identifying MRTs is the authority and responsibility held by the individuals, not the name of the function or role.

## Remuneration Components

All employees receive fixed remuneration and are also eligible to be considered for performance-related variable remuneration. The fixed and variable components of remuneration are appropriately balanced to ensure the firm can operate a fully flexible approach to variable remuneration, including the possibility of paying zero variable remuneration in any given year, if warranted.

The primary components of WMIL's remuneration structure include:

- *Fixed remuneration:*
  - Base salary
  - Non-performance-related benefits, including pension contributions
- *Variable remuneration (varies by role in the firm):*
  - Corporate bonus
  - Managing director bonus
  - Incentives for investors
  - Incentives for business developers/relationship-management employees
  - Managing director savings plan

The provision of variable remuneration components is discretionary and employee participation in a particular component may vary in line with an individual's role and seniority. The firm awards variable remuneration to employees contingent on performance, and individual variable remuneration awards reflect individual performance. Further details on how performance is assessed are set out below.

A small number of senior WMIL employees and MRTs are also partners of Wellington Management Group LLP, a US-based partnership pursuant to the provisions of Massachusetts general laws. WMG's partnership approach and structure ensures that its partners are aligned to the longer-term interests of the firm.

Although the firm does not regard partner distributions as remuneration, to the extent required by the Remuneration Code, distributions may be treated as being subject to certain provisions of WMIL's Remuneration Policy.

## Fixed-to-Variable Remuneration Ratio

Each year, the Board, with input from Wellington Management's managing partners, will establish a maximum ratio between the fixed and variable components of remuneration based on consideration of all potential scenarios and to reflect the highest amount of variable remuneration that could be awarded to an MRT in the most positive performance scenario. This ratio will apply to MRTs for the upcoming performance year.

## Performance Criteria

The firm's variable remuneration pools are determined with reference to a variety of financial and non-financial performance metrics and risk management considerations. Pools are approved at a global, group level, on a discretionary basis, considering several measures, which may include:

- Assets under management
- Revenues
- Net available income
- Profits
- Investment performance
- Employee headcount changes
- Requirement for future investment in the business
- Management judgment on current business, market conditions and future business outlook
- Risk-related incidents and outcomes during the period
- Local market practice and actions of competitors
- Global and local country economic conditions

Current and future risk considerations are taken into account when determining pools and, where appropriate, discretionary adjustments can be made at the funding level. WMIL's annual variable remuneration expenditure will be subject to sufficient liquidity and the firm's continued ability to ensure a sound capital base.

Performance assessment is a key part of WMIL's talent development and performance culture. At an individual level, all employees are formally performance assessed at least once per year, in addition to receiving more frequent ongoing feedback. This assessment process considers qualitative and quantitative elements relevant to an individual's role, both short-term and long-term performance, and influences variable remuneration decisions.

## Ex-ante Adjustments

Variable remuneration awards can be adjusted ex-ante for any WMIL employee or MRT as part of the award determination process. Any compliance breaches or conduct events are reported to line managers and applicable remuneration decision makers (including the EMEA Compensation and Talent Committee) and can therefore be taken into account when considering whether an in-year compensation award adjustment might be appropriate. The Compliance Officer meets with the EMEA Compensation and Talent Committee (at least) annually to review and consider any current or future risk/compliance events that may have an impact on remuneration outcomes.

Individual performance assessments also include qualitative aspects, and bonuses can be adjusted to reflect performance in relation to risk and compliance behaviours.

## Clawback and Freezing

WMIL retains the ability to apply clawback in respect of any payment or award made to an MRT. The circumstances in which clawback may be applied include specified trigger events relating to the occurrences of individual misconduct or failure to meet standards of fitness and propriety; material failures of risk management; and financial misstatements for which the individual had responsibility having led to larger award levels than would otherwise have been the case.

### **CLAWBACK**

Clawback may be applied in respect of any variable remuneration awarded to a MRT, from the date of their MRT designation. Clawback may be applied at any time within a period of 36 months from the date on which the payment or award is made and may continue to apply following termination of the individual's employment with WMIL and/or the individual ceasing to be an MRT.

### **FREEZING**

WMIL also retains the right to delay or suspend the award or payment of remuneration to an MRT in appropriate cases. This may include, for example, cases where an ongoing investigation or similar means the suspension of remuneration is appropriate.

## Severance Pay

There may be some circumstances when severance pay is made to an individual, when they cease employment with WMIL. In these instances, the amount of severance pay will consider the individual's previous remuneration level, their performance over time and any local country statutory redundancy provisions. In no case will severance pay be used to reward failure or misconduct.

## Guaranteed Variable Remuneration

The use of guaranteed bonuses is exceptional and restricted to cases where their provision is required to recruit or retain an individual; they are not routinely awarded. WMIL will not offer guaranteed bonuses in excess of one year (this also applies to MRTs who are not WMIL employees, if any). For MRTs, guaranteed variable remuneration is restricted to the individual's first year of employment, and may only be guaranteed in the context of their hire into WMG and when the firm has a strong capital base.

## Quantitative remuneration disclosures

For the 2024 performance year, WMIL identified a total of 31 MRTs.

Remuneration awarded for the 2024 performance year:

	Total fixed remuneration	Total variable remuneration	Total remuneration
	£5,132,529		£24,736,642
WMIL senior manager MRTs		£19,604,112	
Other WMIL MRTs	0	0	0
Other WMIL staff	£62,078,687	£185,994,946	£248,073,634
Total	£67,211,217	£205,599,059	£272,810,277

	Total amount of guaranteed variable remuneration	No. of MRTs receiving guaranteed variable remuneration
WMIL senior manager MRTs	£0	0
Other WMIL MRTs	£0	0

No WMIL MRT received guaranteed variable remuneration for the 2024 performance year.

	Total amount of severance payments	No. of MRTs receiving severance payment	Highest severance payment amount awarded to an individual MRT
Senior management MRTs	£0	0	£0
Other MRTs	£0	0	£0

No WMIL MRT received severance for the 2024 performance year.