Capital and Risk Policy Disclosure

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Introduction

The EU's Capital Requirements Directive ("CRD") has been implemented in the UK through the rules established by the Financial Conduct Authority ("FCA") in its Handbook of Rules and Guidance for regulated firms. The CRD created a regulatory capital framework consisting of three "pillars":

- Pillar 1: sets out the minimum capital requirements for credit, market and operational risk;
- Pillar 2: requires regulated firms, and the FCA, to take a view on whether additional capital should be held against capital risks not covered by Pillar 1; and
- Pillar 3: requires regulated firms to publish certain information on their risk management objectives and policies and on their capital resources.

The disclosures in this document are made in respect of Colchester Global Investors Limited ("Colchester") in compliance with the rules and guidance set out in the FCA Handbook and in accordance with Colchester's disclosure policy. The information contained here is current as at April 30, 2020 unless otherwise indicated and has been prepared on a consolidated basis. This disclosure has been subject to internal review but has not been verified by external auditors.

Note on Disclosure

The FCA rules provide that one or more of the required disclosures may be omitted if the information is believed to be immaterial. Materiality is based on the criteria that the omission or misstatement of material information would be likely to change or influence the assessment or decision of a user relying on that information for the purposes of making economic decisions. The rules also permit one or more of the required disclosures to be omitted where the information is regarded as proprietary or confidential. Proprietary information is that which if it were shared would undermine a firm's competitive position. Information is considered to be confidential where there are obligations binding a firm to confidentiality with customers or counterparties. Where a disclosure is considered to be immaterial or has been omitted, on the grounds that the information is either proprietary or confidential in nature, this has been stated in the relevant section below.

The Firm

Colchester is an independently-owned firm providing discretionary investment management services to institutional clients on a separate account basis or through commingled funds established and operated by Colchester. The business is managed by a small team of investment professionals, three of whom are executive directors. The Board is joined in its quarterly meetings by a non-executive director.

Risk management

The FCA requires that a regulated firm manage a number of different categories of risk including credit, market, business, operational and liquidity risk.

Credit risk: this refers to the potential risk that arises from clients or counterparties failing to meet their obligations as they fall due. Colchester has adopted a standardised approach to credit risk. The firm's credit risk is limited to unpaid sales ledger invoices plus fee accruals and prepayments. Provision for the non-payment of fees is governed by the agreements in place with clients, the terms of which are subject to confidentiality clauses. Credit risk arising in relation to prepayments is not considered material for the purposes of this disclosure.

Market risk: this refers to the risk that the value of, or income arising from, assets and liabilities varies as a result of changes in interest rates, exchange rates or other market prices. Colchester has no trading book, does not invest in commodities and its market risk under Pillar 1 is therefore limited to that arising from foreign exchange fluctuations due to some assets and liabilities being denominated in currencies other than sterling. Assets denominated in currencies other than sterling include Colchester's investments in the shares or units of the commingled funds it operates. Colchester does not actively seek foreign exchange exposures.

Business risk: this refers to the risk that a firm may not be able to carry out its business plan or desired strategy and could, as a result, incur higher than expected costs or suffer losses. The principal business risks facing Colchester are:

- **Legal and regulatory risks:** Colchester is subject to direct regulation in the United Kingdom, the United States of America, the Dubai International Financial Centre, South Africa, South Korea and Singapore in its provision of investment management services, as well as being exempt from regulation in a number of other jurisdictions. The regulatory standards applicable to the business are subject to continuous revision arising from legislative changes including those arising from the introduction of new and amended European Directives. Compliance imposes costs and failure to comply with applicable regulation could materially affect Colchester's ability to operate. The Board is closely monitoring developments with respect to the UK's planned exit from the European Union.
- **Performance risks:** Colchester's attractiveness to new clients is largely dependent on an established performance track record. A significant or prolonged downturn in relative performance could materially affect Colchester's ability to attract new business or to retain existing clients.
- **Investment risk:** being outperformance or client outflows as a result of a change in asset allocation choice are not deemed to be COVID19 related risks but rather structural risks for the whole asset management industry.
- **Key man risk:** Colchester's investment management process relies on the involvement of a small number of key investment professionals. The loss of more than one of these individuals could materially impact Colchester's ability to continue to meet client expectations.

Operational risk: this refers to the risk of loss, or breach of contractual requirements, resulting from inadequate or failed internal processes, people or systems; human error; or, other external factors. This includes the risk of loss or breach arising from the inadequate supervision of third party service providers. Financial and/or reputational damage to the firm may arise through an operational failure or error. Compensating control and review procedures have been implemented where material risks of such losses exist, and Colchester has in place professional indemnity insurance of an amount customary in the industry taking into consideration the size and nature of the business, its customers and assets under management. Colchester is not required to calculate an operational risk capital requirement.

Liquidity risk: this refers to the risk that a firm may have insufficient liquid resources to cover cash flow imbalances or fluctuations in funding and be unable to meet its obligations as they fall due. Colchester maintains assets in liquid form in such proportion and composition as will always enable it to meet its liabilities as they arise and in practice the business has little liquidity risk.

Colchester's risk management framework focuses principally on the business and operational risks described above. The firm's risk management process consists of a cycle of risk identification and assessment, control evaluation and action planning, action completion, measurement and reporting, monitoring and assurance and board level review. The process runs typically on an annual cycle but is embedded in existing governance structures with the close involvement of senior management and does not operate in isolation. Reporting to senior management on risk management issues is the responsibility of the firm's Business Risk Committee which meets on a quarterly basis and comprises key members of the firm's management involved in investment management, operations, marketing & client services, compliance and finance.

Capital Resources

Colchester's firm and group capital resources are set out below. In accordance with GENPRU 2.1.45R (calculation of variable capital requirement for a BIPRU firm), Colchester's capital requirement is determined as being the higher of its fixed overhead requirement and the sum of its credit risk and market risk capital requirements.

Capital Resources		Firm £'000	Group £'000
Tier 1	Ordinary Share Capital	1,280	1,280
	P&L Reserves	18,341	25,318
Deductions	Material Holdings (Subsidiaries)	(882)	-
Total Capital Resources		**18,739**	**26,598**
Capital Requirement			
Pillar 1	Credit Risk Capital Requirement	3,269	3,649
	Market Risk Capital Requirement	3,379	3,606
Pillar 2	PI insurance excess	1,189	1,189
Total Capital Requirement		**7,837**	**8,445**
Surplus Capital Resources		**10,903**	**18,153**
Fixed Overhead Requirement		**3,891**	**3,727**

Compliance with rules in BIPRU and Pillar 2

The Board has prepared an assessment of capital adequacy (Internal Capital Adequacy Assessment Process document or "ICAAP") in accordance with CRD Pillar 2 requirements set out in BIPRU 2.2 of the FCA Handbook and taking into consideration the principal risks and uncertainties set out above. The ICAAP process involves separate consideration of risks to firm capital combined with stress testing using scenario analysis. Impact is assessed by modelling changes in income, expenditure and capital caused by the crystallisation of a number of identified potential risk events over a four-year time period, including appropriate consideration of interest rate risk.

Colchester's has allocated a Pillar 2 capital amount in addition to the firm's Pillar 1 requirement that is equivalent to the excess that can be applied by the insurance policies maintained by the firm. Otherwise the amount of capital that is believed to be adequate against the risks identified and has been assessed as being less than the firm's Pillar 1 capital requirement.

Credit Risk Capital Requirement

Colchester has adopted the standardised approach to calculating relevant components of the credit risk capital requirement as 8% of total risk-weighted exposures.

The components of the credit risk capital requirement for the group as at 30th April 2020 are set out in the following table:

	Exposure {£m)	Average Risk Weight	Risk Weighted Exposure {£m)	Risk Weighted Exposure at 8%
Investments	16,816	100%	16,816	1,345
Debtors/Fee Accruals	19,926	100%	19,926	1,594
Cash	33,843	20%	6,769	541
Fixed Assets	669	100%	669	54
Business Deposits	72	50%	36	3
Other	1,397	100%	1,397	112
Total	**72,722**		**45,612**	**3,649**

Market Risk Capital Requirement

The Pillar 1 position risk requirement ("PRR") for foreign exchange exposures is calculated in accordance with BIPRU 7.5 Foreign Currency PRR. Total Foreign Exchange PRR at 30th April 2020 for the group is £3,606m.

Non-trading book exposures in equities

Disclosures in relation to these are considered immaterial under BIPRU 11.3.5R (Exemption from disclosure; Materiality) as any investment in equities is made for strategic purposes only and is limited to investment in wholly-owned subsidiaries and holdings in commingled funds established and operated by Colchester or its subsidiaries. Full disclosure of the extent of these investments and of the accounting techniques and valuation methodologies employed are disclosed in Colchester's audited annual report and accounts.

Remuneration Policy Disclosures

Colchester is a limited licence firm and subject to the FCA's "General Guidance on Proportionality: The BIPRU Remuneration Code (SYSC 19C) & Pillar 3 Disclosures on Remuneration (BIPRU 11)". Colchester is a full scope Alternative Investment Fund Manager (AIFM) and so is subject to the AIFMD rules (SYSC 19B) as well as the BIPRU rules. The FCA states that adherence to SYSC 19B can be taken as evidence of adherence with SYSC 19C.

In developing its remuneration policy Colchester has reviewed and applied the proportionality guidance as set out in the Guidelines on Sound Remuneration Policies as published by the European Securities and Markets Authority (ESMA) under the AIFMD. The rules and guidance published by ESMA are incorporated within the FCA rules published in SYSC 19.

The following disclosures are required from such firms. Details of the FCA's Remuneration Code can be found at www.fca.org.uk.

a) **Link between pay and performance:** the firm's articles of association define the total remuneration pool (i.e. the sum of all salaries, pensions, benefits, discretionary bonuses and related employment taxes payable to all group employees) as 60% of PBRT[1] for each financial year. A variation to PBRT policy requires the prior consent of 75% of each class of shareholders. The use of a PBRT model ensures that the aggregate spend on variable remuneration directly reflects the group's performance.

   Fixed remuneration is comprised principally of salaries but also includes appropriate employee benefits which are provided to all employees. All Code Staff receive a salary that reflects their talent, skills, competencies and contribution relative to the market for their roles. Colchester believes that salaries are sufficient to cover employees' key financial needs.

b) **Decision-making process for determining the remuneration policy:** responsibility for the determination of variable remuneration payable to staff rests with the Board which has established broad parameters which seek to reward individuals in each operating company on a consistent basis year on year having regard to individual performance, length of service and total remuneration. Variable remuneration payments are made by Colchester and its operating subsidiaries only in the form of cash bonuses.

c) **Code Staff Criteria:** Code Staff are those in positions of senior management and additionally risk-takers and other staff in controlled functions.

d) **Quantitative Remuneration Disclosures:** as disclosed in the financial statements, aggregate salaries and bonuses across the group for the year to April 30, 2020 totalled £45.4m. Of this £36.8m was payable to those members of staff involved directly in the investment process (investment research, investment management and implementation). Aggregate remuneration for Code Staff (including directors' fees, base salaries and bonus awards for the 2019/20 financial year end) was £39.9m of which £3.5m related to fixed remuneration. There were 16 Code Staff at the year-end.

[1] means in any financial year of the company, as shown in the audited annual financial statements, the total pre-tax income of the company (excluding any interest income and dividend income, foreign exchange gain or loss, income, gains or losses from gilt or other fixed income investments or other capital gains and losses derived from capital of the company howsoever employed) before deducting any remuneration payable but after deducting all other overheads and operating expenses.