

MIFIDPRU 8 Public Disclosure

For the financial year ended 31 December 2025

1. Introduction and scope of application (MIFIDPRU 8.1)

1.1 The Firm

Abraxas Capital Management Limited (“ACML” or the “Firm”) is authorised and regulated by the Financial Conduct Authority (the “FCA”) as a MiFID investment firm with firm reference number 219017. The Firm is categorised as a non-small and non-interconnected (“non-SNI”) MIFIDPRU investment firm under the Investment Firms Prudential Regime (“IFPR”) and is subject to Chapter 8 of the MIFIDPRU sourcebook (“MIFIDPRU 8”).

This public disclosure document has been prepared in accordance with the requirements of MIFIDPRU 8 and is published on the Firm’s website.

1.2 Basis of disclosure and frequency

The disclosures in this document are made on an Investment Firm Group consolidated basis in accordance with MIFIDPRU 2.5. All monetary amounts are stated in pounds sterling (£) unless otherwise indicated.

This disclosure is made annually on the date on which the Firm publishes its annual financial statements, or as soon as reasonably practicable thereafter, and covers the financial year ended 31 December 2025.

1.3 Proportionality and materiality

In preparing this disclosure the Firm has had regard to the proportionality principle in MIFIDPRU 8.1 and to the nature, scale and complexity of its business. Disclosures are made at a level of detail which the Firm considers appropriate and which enables users to form a reasonable view of the Firm’s risk profile, governance arrangements, own funds position and remuneration practices.

1.4 Verification and approval

This disclosure has been reviewed and approved by the Board of Directors of the Firm. It is not subject to external audit save to the extent that elements are derived from the Firm’s audited financial statements.

2. Risk management objectives and policies (MIFIDPRU 8.2)

2.1 Risk management framework

The Firm's risk management framework is designed to enable it to identify, assess, monitor, manage and mitigate the material risks to which it is, or may become, exposed, including risks of potential harm to clients, to markets and to the Firm itself.

The Firm operates a "three lines of defence" model, comprising the business lines as the first line (owning and managing the risks arising from their activities), second-line control functions covering risk, compliance and finance oversight as the second line, and an external compliance consultant who provides independent challenge and reporting in relation to the operation of the second line.

The Chief Risk Officer is the designated champion of the Risk Framework and is responsible for its ongoing maintenance, for coordinating the annual Internal Capital and Risk Assessment ("ICARA") process and for ensuring that the framework remains appropriate to the Firm's business model. The Board retains ultimate responsibility for the effectiveness of the risk management framework and for setting the Firm's risk appetite.

2.2 Material risks and approach to management

The following categories of risk have been identified as material to the Firm, having regard to its business model, revenue profile and operating environment.

Concentration risk

The Firm's investment management revenue is concentrated on a small number of discretionary portfolio management mandates, with a material proportion of recurring management fee income derived from a single fund client. The Firm considers this concentration to be the most significant driver of potential harm to the Firm and is addressed specifically within the ICARA process through stress testing and through the Firm's wind-down analysis. Mitigants include the contractual notice arrangements applicable to the mandate, the diversification of the Firm's own funds resources above regulatory minima and active dialogue with the client on service delivery.

Business model and strategic risk

Business model and strategic risk is the risk that changes in the Firm's operating environment – including market conditions, client behaviour, regulatory change or competitor activity – adversely affect the viability of the Firm's business model. The Firm manages this risk through its annual business planning cycle, through the ICARA (including forward-looking scenario analysis) and through Board-level monitoring of revenue, cost and resource trends.

Operational risk

Operational risk is the risk of loss arising from inadequate or failed internal processes, people and systems, or from external events, including legal risk. The Firm manages operational risk through documented policies and procedures, segregation of duties, defined approval authorities, incident and error logging and periodic control testing overseen by the second-line functions and the external compliance consultant.

Business continuity and information security risk

The Firm maintains a business continuity and disaster recovery plan covering the loss of premises, systems and key personnel, and information-security controls designed to protect client, firm and market-sensitive data. The plan is tested periodically and lessons learned are fed back into the control environment.

Outsourcing and third-party risk

The Firm relies on certain outsourced providers for specified activities (including elements of IT infrastructure and selected compliance support). The Firm manages outsourcing risk through due diligence at onboarding, written service arrangements, periodic performance review and escalation of any material service issues to the Board.

Liquidity risk

Liquidity risk is the risk that the Firm does not have sufficient liquid resources to meet its liabilities as they fall due, including in a stressed scenario or in an orderly wind-down. The Firm holds liquid assets comfortably in excess of its basic liquid assets requirement under MIFIDPRU 6 and maintains a liquidity buffer calibrated by reference to the wind-down analysis in the ICARA.

Credit and counterparty risk

The Firm does not deal on own account, does not underwrite or place financial instruments on a firm commitment basis and does not extend credit to clients. Credit and counterparty exposures are limited principally to cash balances held with regulated credit institutions and to receivables in respect of management and performance fees. The Firm monitors the credit standing of its banking counterparties and the ageing of its fee receivables.

Foreign exchange risk

Elements of the Firm's fee income and of its cost base are denominated in currencies other than sterling. The Firm monitors its net foreign-currency exposure and the sensitivity of its own funds to foreign-exchange movements as part of the ICARA stress testing.

Conduct and regulatory risk

Conduct and regulatory risk is the risk of harm arising from the Firm's or its staff's conduct failing to meet applicable regulatory, legal or ethical standards. The Firm manages this risk through its governance arrangements,

its Compliance and Code of Conduct policies, mandatory staff training, second-line compliance monitoring and the oversight of the external compliance consultant.

2.3 Internal controls

Material risks are subject to a framework of internal controls which includes, in particular:

- a documented governance structure with clear roles and responsibilities for the Board, senior management and second-line functions;
- a suite of written policies and procedures covering the Firm's principal activities, approved by the Board and reviewed periodically;
- investment mandate constraints and pre- and post-trade monitoring for discretionary portfolios;
- independent compliance oversight, including thematic monitoring by the external compliance consultant;
- best execution arrangements and monitoring as required under MiFID and the FCA Handbook;
- a Code of Conduct and personal account dealing rules applicable to all staff;
- periodic Board reporting on risk, compliance, finance and regulatory developments; and
- an annual ICARA process, including reverse stress testing and a wind-down assessment.

2.4 Risk appetite

The Board sets and reviews the Firm's risk appetite annually as part of the ICARA. The Firm has a low tolerance for operational, conduct and regulatory risk, and an effectively zero tolerance for any outcome that would result in anything other than an orderly wind-down in a severe but plausible stress scenario. Risk appetite is expressed through qualitative statements and, where practicable, through quantitative indicators which are monitored by the second-line functions and reported to the Board.

3. Governance arrangements (MIFIDPRU 8.3)

3.1 Management body

The Firm's management body is its Board of Directors. The Board has overall responsibility for the Firm's business strategy, risk appetite, governance framework and oversight of senior management. It meets regularly and receives reports on business performance, risk, compliance, financial performance and regulatory developments.

3.2 Composition and directorships

The composition of the Board reflects the size, nature and complexity of the Firm's business. Information in respect of each director, including the number of directorships held, is maintained on the FCA's Financial Services Register and is summarised in the table below.

Name	Role	Number of directorships held
Nick Turner	SMF1, SMF3	1
Fabio Frontini	SMF3	1
Stefano Ruggiero	SMF3	1
Barbara Shaw	SMF3, SMF16, SMF17	1

For these purposes, directorships held within the same group are counted as a single directorship, and directorships in organisations which do not pursue predominantly commercial objectives are excluded.

3.3 Diversity policy

The Firm recognises the value of diversity of skills, background, experience and perspective on its management body. Given the size of the management body and of the Firm more generally, the Firm has not adopted a formal, standalone diversity policy of the kind described in MIFIDPRU 8.3.1R(2)(c); board appointments are made on merit having regard to the skills, experience and attributes required for the role, and with due regard to the benefits of diversity. The Firm keeps this position under review.

3.4 Committees

Having regard to its size, internal organisation and the nature, scope and complexity of its activities, the Firm has not established separate risk, nominations or remuneration committees. The functions which those committees would otherwise perform are discharged by the Board as a whole, supported where appropriate by the Firm's internal control functions and external advisers.

4. Own funds (MIFIDPRU 8.4)

4.1 Composition of regulatory own funds

The following table sets out the composition of the Firm's regulatory own funds as at 31 December 2025, presented in accordance with the template set out in MIFIDPRU 8 Annex 1R.

Item	£
OWN FUNDS	1,657,278
TIER 1 CAPITAL	1,657,278
COMMON EQUITY TIER 1 CAPITAL	1,657,278
Fully paid-up capital instruments	40,000
Share premium	0
Retained earnings	1,427,278
Accumulated other comprehensive income	0
Other reserves	190,000
Adjustments to CET1 due to prudential filters	0
Other funds	0
(-) TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	0
ADDITIONAL TIER 1 CAPITAL	0
Fully paid up, directly issued capital instruments	0
Share premium	0
(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1	0
TIER 2 CAPITAL	0
Fully paid up, directly issued capital instruments	0
Share premium	0
(-) TOTAL DEDUCTIONS FROM TIER 2	0

4.2 Reconciliation to audited financial statements

The following table reconciles the items of regulatory own funds to the Firm's balance sheet in its audited financial statements for the year ended 31 December 2025, as required by MIFIDPRU 8 Annex 1R.

Item	Balance sheet (£)	Regulatory own funds (£)
Total equity as per audited financial statements	1,657,278	1,657,278
Share capital	40,000	40,000
Share premium	0	0
Retained earnings	1,427,278	1,427,278
Other reserves	190,000	190,000
Regulatory adjustments	–	0
Common Equity Tier 1 capital		1,657,278

4.3 Main features of own funds instruments

The following table sets out the main features of the capital instruments issued by the Firm and recognised as regulatory own funds.

Feature	Ordinary shares
Issuer	Abraxas Capital Management Limited
Unique identifier	n/a (private placement)
Public or private placement	Private
Governing law of the instrument	England and Wales
Contractual recognition of write-down/conversion powers	n/a
Instrument type	Ordinary shares – CET1
Amount recognised in regulatory capital (£)	40,000
Nominal amount of instrument (£)	40,000
Issue price	£1.00 per share
Redemption price	n/a
Accounting classification	Shareholders' equity
Original date of issuance	On incorporation of the Firm in 2002
Perpetual or dated	Perpetual
Original maturity date	No maturity
Issuer call subject to prior supervisory approval	No

Coupons / dividends	Fully discretionary
Existence of a dividend stopper	No
Non-cumulative or cumulative	Non-cumulative
Convertible or non-convertible	Non-convertible
Write-down features	None
Position in subordination hierarchy in liquidation	Most subordinated
Non-compliant transitioned features	No

5. Own funds requirements (MIFIDPRU 8.5)

5.1 Approach to assessing the adequacy of own funds

The Firm assesses the adequacy of its own funds through its annual ICARA process. The ICARA provides a forward-looking view of the own funds and liquidity resources which the Firm considers necessary to support the ongoing operation of its business, and the additional resources required to ensure an orderly wind-down in a severe but plausible stress. In the Firm's case, the own funds threshold requirement is driven principally by the wind-down assessment, reflecting the concentration of revenue on a limited client base and the resulting costs of an orderly wind-down scenario.

The Board considers and approves the output of the ICARA and the resulting own funds threshold requirement and liquid assets threshold requirement at least annually, and is kept informed of any material change in the Firm's risk profile or operating environment that may require an interim reassessment.

5.2 Own funds requirement

The Firm's own funds requirement under MIFIDPRU 4 is the higher of (i) its permanent minimum capital requirement ("PMR"), (ii) its fixed overheads requirement ("FOR") and (iii) its K-factor requirement ("KFR"). The table below sets out the position as at 31 December 2025.

Own funds requirement component	£
Permanent minimum capital requirement (PMR)	75,000
Fixed overheads requirement (FOR)	394,542
K-factor requirement (KFR)	548,958
Own funds requirement (highest of the above)	548,958

5.3 K-factor requirement

The Firm's K-factor requirement is the sum of the applicable K-factors as set out in MIFIDPRU 4. The table below sets out the components of the Firm's KFR as at 31 December 2025.

K-factor	Basis	Requirement (£)
K-AUM	Risk to Client – assets under management	548,958
K-CMH	Risk to Client – client money held	n/a
K-ASA	Risk to Client – assets safeguarded and administered	n/a
K-COH	Risk to Client – client orders handled	n/a

K-NPR	Risk to Market – net position risk	n/a
K-CMG	Risk to Market – clearing margin given	n/a
K-TCD	Risk to Firm – trading counterparty default	n/a
K-DTF	Risk to Firm – daily trading flow	n/a
K-CON	Risk to Firm – concentration risk	n/a
Total K-factor requirement (KFR)		548,958

Certain K-factors are marked “n/a” where the underlying activities are not undertaken by the Firm and no applicable amount therefore arises.

6. Remuneration policy and practices (MIFIDPRU 8.6)

6.1 Governance and decision-making

The Firm's Board of Directors is responsible for the adoption, oversight and periodic review of the Group Remuneration Policy (the "Policy"). The Policy is reviewed at least annually, having regard to the Firm's risk profile, business strategy, regulatory obligations and the long-term interests of its clients.

Given the size, internal organisation and nature of the Firm, ACML has not established a separate Remuneration Committee; this function is performed by the Board as a whole, supported where appropriate by external compliance and HR advisers. Remuneration decisions in respect of senior management and material risk takers ("MRTs") are taken collectively by the Board, with any conflicted individual recusing themselves from decisions concerning their own remuneration.

6.2 Application of the MIFIDPRU Remuneration Code

As a non-SNI MIFIDPRU investment firm, the Firm is subject to the basic and standard requirements of the MIFIDPRU Remuneration Code set out in SYSC 19G. SYSC 19G.1.1R(2) and (4) provide that the additional remuneration requirements contained in SYSC 19G.6 – including the requirements to pay a proportion of variable remuneration in instruments and to defer a proportion of variable remuneration – do not apply to a non-SNI MIFIDPRU investment firm whose average value of on-balance-sheet assets and off-balance-sheet items over the preceding four financial years does not exceed £100 million. Having assessed its position against that threshold, the Firm has concluded that the additional requirements in SYSC 19G.6 do not apply to it in respect of the 2025 performance year. The Firm's remuneration arrangements for the 2025 performance year have accordingly been structured on that basis.

6.3 Identification of Material Risk Takers

The Firm identifies its MRTs in accordance with SYSC 19G.5 and the qualitative and quantitative criteria set out in the FCA's rules. For the 2025 performance year, four individuals were identified as MRTs, comprising members of the senior management body and staff whose professional activities have a material impact on the risk profile of the Firm or of the assets it manages.

6.4 Link between remuneration and performance

The Firm operates a remuneration structure comprising fixed and variable components. Fixed remuneration reflects an individual's role, responsibilities, experience and seniority and is set at a level sufficient to permit the operation of a fully flexible policy on variable remuneration, including the possibility of paying no variable remuneration.

Variable remuneration is awarded on a discretionary basis and is determined by reference to a combination of Firm-wide financial performance, the performance of the relevant business line and an assessment of individual

performance, including conduct and adherence to risk management and compliance standards. Performance is assessed by reference to current and future risks taken to achieve that performance, and the cost and quantity of the capital and liquidity required.

The ratio between fixed and variable remuneration is set such that the fixed component represents a sufficiently high proportion of total remuneration to allow, in all cases, for the award of no variable remuneration.

6.5 Characteristics and design of the Remuneration Policy

The Policy is designed to:

- promote sound and effective risk management and discourage excessive risk-taking;
- align remuneration outcomes with the long-term interests of the Firm and its clients;
- avoid conflicts of interest and support the fair treatment of clients; and
- support the Firm's compliance with its regulatory obligations, including the MIFIDPRU Remuneration Code.

6.6 Form of variable remuneration

For the 2025 performance year, variable remuneration awarded to MRTs and to other staff was paid in cash. No portion was paid in instruments and no portion was subject to deferral, reflecting the position set out in section 6.2 above.

The Firm applies ex-ante risk adjustment in the determination of variable remuneration pools and individual awards, and retains the ability to apply ex-post risk adjustment mechanisms, including malus and clawback, in accordance with the Policy. No malus or clawback adjustments were made during the 2025 performance year.

6.7 Guaranteed variable remuneration and severance payments

The Firm did not award any guaranteed variable remuneration during the 2025 performance year, save in the limited circumstances permitted under SYSC 19G.6.22R (exceptional new-hire awards limited to the first year of service). No severance payments were made to MRTs in respect of the 2025 performance year.

6.8 Quantitative remuneration disclosures

The following table sets out aggregate quantitative remuneration information for the performance year 1 January 2025 to 31 December 2025, presented on an Investment Firm Group consolidated basis and stated in pounds sterling, split between Material Risk Takers (taken as a single category) and other staff.

Remuneration category (£)	Material Risk Takers	Other staff	Total
Number of identified staff	4	10	14

Fixed remuneration	252,025	646,822	898,847
Variable remuneration	3,213,549	64,466	3,278,015
Total remuneration	3,465,574	711,288	4,176,862
Of which: paid in cash	3,213,549	64,466	3,278,015
Of which: paid in instruments	0	0	0
Of which: deferred	0	0	0
Guaranteed variable remuneration awards	0	0	0
Severance payments awarded	0	0	0

Given the small number of MRTs identified, the MRT figures are presented as a single aggregate rather than split further between senior management and other MRTs. The Firm considers that approach consistent with the proportionality principle in MIFIDPRU 8.1 and with the underlying purpose of the Remuneration Code disclosure. The full disaggregated information has been provided to the FCA through the MIF008 regulatory return in respect of the 2025 reporting period.


6.9 Risk adjustments to variable remuneration

No in-year downward adjustments to variable remuneration, no malus adjustments to awards from previous performance years, and no clawback applications were made during the 2025 performance year.

7. Approval

This disclosure was reviewed and approved for publication by the Board of Directors of Abraxas Capital Management Limited on 30 April 2026.

Signed for and on behalf of the Board:



Name: Barbara Shaw

Director

Date: 30 April 2026