

**LEADENHALL CAPITAL PARTNERS LLP**  
**PUBLIC DISCLOSURE STATEMENT**  
**YEAR ENDING 31 DECEMBER 2023**

## 1. INTRODUCTION

### 1.1 Purpose

Leadenhall Capital Partners LLP (FRN 486112) (the "**Firm**" or "**LCP**") is authorised and regulated by the Financial Conduct Authority (the "**FCA**"). The Firm is part of the MS&AD Group (the "**Group**"). The Firm takes the form of a partnership between Mitsui Sumitomo Insurance Company Limited and ten senior executives working in the Firm.

The Firm is a London based investment advisor and fund manager focused on investing in Life and Non-Life insurance linked investment portfolios for institutional investors. The Firm manages circa US\$4.7 billion of assets for institutional funds and managed accounts. The Firm's designated members are Luca Albertini and John Wells.

This document (the "**Disclosure Statement**") sets out the information the Firm is required to disclose annually under chapter 8 of the MIFIDPRU Sourcebook in the FCA Handbook of Rules and Guidance. All information is as at 31 December 2023, unless otherwise indicated.

### 1.2 Scope

The information in this Disclosure Statement relates to the Firm on an individual basis, i.e., it does not concern any other entities in the Group.

Unless otherwise noted, the information contained in this Disclosure Statement has not been audited by the Firm's external auditors and does not constitute any form of financial statement and should not be relied upon in making any judgment on the Firm.

## 2. GOVERNANCE ARRANGEMENTS

### 2.1 Role of the Board

The Firm is governed by its board (the "**Governing Body**"). The Firm is required to ensure that the Governing Body defines, oversees and is accountable for the implementation of governance arrangements that ensure effective and prudent management of the Firm, including the segregation of duties in the Firm and the prevention of conflicts of interest, and in a manner that promotes the integrity of the market and the interests of clients.

The Firm seeks to achieve this through several means, including:

- through adopting an appropriate process for appointments to the Governing Body;
- processes for the functioning of the Governing Body, including reporting of management information on risks the Firm is or might be exposed to, or the Firm poses or might pose to others;
- obligations under the FCA Senior Managers and Certification Regime, as part of which certain senior members of staff ("**Senior Management Function-holders**") are required to be approved by the FCA and a number of other members of staff are required to be certified by the Firm as fit and proper to perform their roles;
- legal obligations applicable to members of the Governing Body under the Limited Liability Partnership Regulations 2001 and fiduciary and agency law;
- policies and procedures, including in particular the Firm's compliance manual, conflicts of interest policy, remuneration policy, and its policies on personal account dealing and market abuse;
- regulatory obligations, supported by regulatory guidelines to ensure that:

- individually, the members of the Governing Body are of sufficiently good repute, possess sufficient knowledge and experience to perform their duties, commit sufficient time to the role and demonstrate honesty, integrity and independence of mind; and
  - the Governing Body as a whole possesses adequate collective knowledge, skills and experience to understand the Firm's activities, including the main risks and reflect an adequately broad range of experiences.
- the appointment of legal and accounting advisers and other advisers as required from time to time; and
  - the appointment of non-executive directors to the Board.

## 2.2 Composition of the Governing Body

The members of the Firm's Governing Body are set out in the following table, together with the number of additional directorships held by each member, excluding directorships: (i) held in organisations which do not pursue predominantly commercial objectives; (ii) in entities within the Group or in entities in which the Firm holds a qualifying holding; or (iv) in fund vehicles managed or advised by the Firm.

Name	Number of additional directorships (executive and non-executive)
Luca Albertini	0
John Wells	1
Bob Gullett	0
Hironori Morimoto	0
Makoto Ikushima	0

## 2.3 Diversity of the Governing Body

The Firm is committed to promoting diversity and equal opportunities for staff throughout the Firm, including on its Governing Body. The Firm believes that diverse and inclusive teams make better decisions, and this informs the Firm's recruitment and retention strategies, both across the organisation as a whole and at the level of its Governing Body.

All appointments are made on merit against objective criteria, and with regards to the individual's knowledge, skills and experience and the combined knowledge, skills, experience and diversity of the Governing Body as a whole.

## 2.4 Risk governance

The Firm has well-established risk management policies in relation to the operational risks facing the business as well as those associated with the Firm's activities. The Governing Body is ultimately responsible for the Firm's overall risk management and for maintaining an appropriate internal control framework.

The Firm is not required to maintain a Risk Committee.

## 3. RISK MANAGEMENT OBJECTIVES AND POLICIES

### 3.1 Potential for harm associated with the Firm's business strategy

The Firm considers that the potential for harm associated with its business strategy is low. Notably, the Firm does not engage in proprietary trading, underwriting, placing, clearing or settlement activities, hold significant on balance sheet exposures, have tied agents or provide custody services or services to retail clients.

The Firm's business strategy reflects its low-risk appetite towards conduct risk; prudential risk; reputational risk; legal, compliance and regulatory risk; financial crime risk; data and cyber security risk; and sustainability risk.

The Firm is remunerated by the management and performance fees from its clients in relation to the investment funds and segregated mandates managed by the Firm. These fees are calculated by reference to a variety of factors, including the types of assets managed, the volume of AUM, the costs to the Firm of the services provided and the performance of the asset over a 12-month period.

The level of detail of information in this Disclosure Statement is consistent with this proportionality assessment.

### **3.2 Strategies and processes used to manage risks addressed by own funds and liquid assets requirements**

#### *Basic Own Funds Requirement and Basic Liquid Assets Requirement*

The Firm is subject to a Basic Own Funds Requirement and a Basic Liquid Assets Requirement.

The Firm's Basic Own Funds Requirement is the higher of (i) a permanent minimum own funds requirement, (ii) one quarter of its preceding year's fixed expenditure (its fixed overheads requirement, or "**FOR**") and (iii) a 'K-factor' requirement ("**KFR**") (a percentage scalar applied to its assets under management and ongoing advice).

The Firm's Basic Liquid Assets Requirement is the higher of one third of its FOR and 1.6% of the total amount of any guarantees provided to clients.

Details of the Firm's own funds, i.e., broadly, its long-term subordinated capital, are set out at Schedule 1.

Details of the Firm's Basic Own Funds Requirement are set out at Schedule 2.

#### *Overall Financial Adequacy Rule*

The Firm must at all times comply with the overall financial adequacy rule (the "**OFAR**"). This requirement, which supplements the Firm's Basic Own Funds Requirement and Basic Liquid Assets Requirement, requires the Firm to hold sufficient own funds and liquid assets to:

- ensure it can remain viable throughout the economic cycle, with the ability to address any potential harm the Firm's ongoing activities might cause to its clients and counterparties, the markets in which it operates and the Firm itself; and
- allow its business to wind-down in an orderly way, minimising harm to clients and counterparties and to other market participants.

#### *The Internal Capital Adequacy and Risk Assessment*

The Firm uses an internal capital adequacy and risk assessment ("**ICARA**") process to identify whether it is complying with its OFAR and, if it is not, to identify what steps it should take to remedy this.

The focus of the ICARA process is on identifying and managing risks that may result in material harms to clients and counterparties, the markets in which the Firm operates and the Firm itself, measuring the effectiveness of the Firm's strategies to monitor and mitigate those harms, and determining whether additional own funds and/or liquid assets are required to mitigate any residual risks.

The FCA recognises that the risk of some material harms can be reduced through proportionate measures other than holding additional financial resources, for example implementing additional internal systems and controls,

strengthening governance and oversight processes or changing the manner in which the Firm conducts certain business.

However, for other harms identified, it may be that the only realistic option to manage them and to comply with the OFAR is for the Firm to hold additional own funds and/or additional liquid assets above its Basic Own Funds Requirement and Basic Liquid Assets Requirement.

The Firm has therefore formed a judgment about what is appropriate and proportionate in its particular circumstances, informed by its risk appetite, which is set by the Governing Body.

The Firm's ICARA document is updated annually (or more frequently, as required) by the Firm's ICARA Working Group, with input from external advisers as required. The document and the key assumptions underlying it are then reviewed and approved by the Governing Body.

#### *Responsibilities of Senior Management Function-holders*

The Firm has a Senior Management Function-holder responsible for own funds and liquid assets compliance, namely the Chief Operating Officer/Chief Financial Officer.

All Senior Management Function-holders recognise that the ICARA process is a key requirement of the regulatory system for the Firm and is an essential part of the Firm's internal systems and procedures for ensuring that the Firm's business is run prudently.

### **3.3 Concentration risk**

Concentration risk refers to the risks arising from the strength or extent of the Firm's relationships with, or direct exposure to, a single client or group of connected clients. The Firm has identified the following concentration risks and has put in place the following control strategies:

#### *Earnings*

This is the risk that the Firm has a significant amount of its revenue concentrated in a small number of clients, leaving it exposed if it loses one or more of those clients.

The Firm's revenue is derived from a limited number of professional investor clients. Whilst this technically creates a concentration risk, the Firm considers that any downside of this is more than offset by the fact that the Firm's revenue is derived from a diverse client base, which it considers reduces its risk to any one client or small number of clients to an acceptable level.

#### *Cash deposits*

This is the risk that the Firm's cash deposits are held with a narrow range of credit institutions, leaving it exposed if one or more of them becomes insolvent.

The Firm maintains instant-access cash accounts with one UK; one Bermudian; and one US credit institution, each of which has a satisfactory credit rating, which it considers reduces its cash deposit risk to an acceptable level. Cash in excess of meeting the Firm's immediate liquidity needs is subscribed to a money market fund (MMF), primarily invested in short-term US Treasury securities, providing both liquidity and minimal credit risk. The Firm keeps this under review.

## **4. REMUNERATION**

### **4.1 Remuneration governance**

The Governing Body has overall responsibility for the Firm's remuneration policies and procedures, which have been adopted by the Governing Body and are reviewed annually.

The Governing Body has allocated responsibility for overseeing the implementation of the Firm's remuneration policy to the Firm's Remuneration Committee. The Firm's remuneration policies and practices are operated on a day-to-day basis by the Firm's Chief Executive, supported by the Firm's Legal & Compliance Team.

#### **4.2 Material Risk Takers**

The Firm's material risk takers ("**MRTs**") are those individuals whose professional activities have a material impact on the Firm's risk profile. The Firm's MRTs comprise:

- Members of the Governing Body;
- Other members of senior management;
- Heads of the Firm's control functions, being the Chief Operating Officer, Chief Finance Officer and Chief Compliance Officer; and
- Members of the investment team at "Partner" level.

During the course of the year, the Firm identified fifteen MRTs in total.

#### **4.3 Remuneration structure**

The Firm's remuneration arrangements seek to ensure effective risk alignment between the Firm's staff, the Firm itself and the Funds managed by the Firm.

The Firm awards both fixed remuneration (typically an annual salary, together with salary-linked pension contributions and benefits such as private medical insurance) and variable remuneration (typically a form of annual bonus or variable profit share and, where applicable, the award of carried interest points).

Fixed remuneration is determined primarily by the market rate for the role performed, having regard to the skills, expertise and experience demonstrated by the particular individual.

Variable remuneration is determined by reference to the performance of the individual, and the performance of the Firm as a whole. Different categories of variable remuneration are available to different types of staff, for example staff who are members of the Firm are entitled to receive a variable annual profit share whilst staff who are not members of the Firm are typically eligible to receive an annual performance bonus. Eligibility for certain types of variable remuneration is also linked to positions held within the Firm.

The Governing Body determines the total available pool of variable remuneration by reference to the Firm's financial performance, taking into account the Firm's regulatory capital and liquidity requirements, future working capital needs and any reasonably foreseeable liabilities or obligations. Individual performance is assessed by reference to both financial and non-financial criteria, including whether an individual has adhered to the Firm's internal compliance policies and procedures and demonstrated behaviours consistent with the Firm's corporate values.

The Firm does not typically offer non-standard forms of variable remuneration. The Firm hires individuals into roles conferring MRT status only rarely. In exceptional circumstances, the Firm may offer guaranteed variable remuneration to MRTs joining the Firm in the form of a 'lost opportunity bonus', provided the Firm's capital position is sufficiently sound at that time.

The Firm has obtained legal advice in relation to the requirements in SYSC 19G. The Firm uses an external consultant (McLagan) for remuneration benchmarking.

#### 4.4 Risk adjustment

The Firm's variable remuneration arrangements are fully discretionary, and the Firm is able to apply in-year adjustments to reduce (including to zero) the amount of variable remuneration that would otherwise have been paid to any member of staff (including MRTs).

Variable remuneration awarded to MRTs is subject to additional adjustments. In specific circumstances where an MRT has (i) participated in or been responsible for conduct which has resulted in significant losses to the Firm and/or (ii) failed to meet appropriate standards of fitness and propriety, the Firm may take one or more additional measures including malus (reducing the amount of variable remuneration awarded to an MRT) and/or clawback (requiring the MRT to make a payment to the Firm equal to all or some variable remuneration received within a specified time period).

The Firm ensures that any payments to MRTs relating to the early termination of an employment contract reflect the individual's performance over time and do not reward failure or misconduct.

The Firm maintains policies and procedures governing its approach to risk adjustments and severance payments, including how the Firm takes into account current and future risks when adjusting remuneration.

#### 4.5 Quantitative disclosures<sup>1</sup>

Total remuneration to <u>all</u> staff		Severance payments made to MRTs		Guaranteed variable remuneration awarded to MRTs	
Total fixed remuneration	(USD)	Total payments made	USD	Total payments made	USD
Senior management	See Note 1	Senior management	See Note 1	Senior management	See Note 1
Senior management and other MRTs	3,855,646	Senior management and other MRTs	0	Senior management and other MRTs	0
Other staff	2,632,749	<b>TOTAL</b>	0	<b>TOTAL</b>	0
<b>SUB-TOTAL</b>	6,488,395	<b>Amount of highest severance payment awarded</b>	0		
Total variable remuneration	(USD)	Awards of severance payments made	No. of MRTs	Awards of guaranteed variable remuneration made	No. of MRTs
Senior management	See Note 1	Senior management	See Note 1	Senior management	See Note 1
Senior management and other MRTs	5,609,063	Senior management and other MRTs	0	Senior management and other MRTs	0
Other staff	1,241,567				
<b>SUB-TOTAL</b>	6,850,631				
<b>GRAND TOTAL</b>	<u>13,339,026</u>				

<sup>1</sup> Note: Figures are reported in USD in accordance with the Firm's audited financial statements, but partners and employees are paid in GBP. Information has not been split out for senior management because this would result in the disclosure of information about one or two people.

**SCHEDULE 1 OWN FUNDS**

**Part I**

<b>Composition of regulatory own funds</b>			
	<b>Item</b>	<b>Amount (USD)</b>	<b>Source based on reference numbers/letters of the balance sheet in the audited financial statements</b>
<b>1</b>	<b>OWN FUNDS</b>	5,746,124	10/11
<b>2</b>	<b>TIER 1 CAPITAL</b>	5,746,124	10/11
<b>3</b>	<b>COMMON EQUITY TIER 1 CAPITAL</b>	5,746,124	10/11
4	Fully paid up capital instruments	0	N/A
5	Share premium	0	N/A
6	Retained earnings	5,746,124	10
7	Accumulated other comprehensive income	0	N/A
8	Other reserves	0	N/A
9	Adjustments to CET1 due to prudential filters	0	N/A
10	Other funds	0	N/A
11	TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	0	N/A
19	CET1: Other capital elements, deductions and adjustments	0	N/A
<b>20</b>	<b>ADDITIONAL TIER 1 CAPITAL</b>	0	N/A
21	Fully paid up, directly issued capital instruments	0	N/A
22	Share premium	0	N/A
23	TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1	0	N/A
24	Additional Tier 1: Other capital elements, deductions and adjustments	0	N/A
<b>25</b>	<b>TIER 2 CAPITAL</b>	0	N/A
26	Fully paid up, directly issued capital instruments	0	N/A
27	Share premium	0	N/A
28	TOTAL DEDUCTIONS FROM TIER 2	0	N/A
29	Tier 2: Other capital elements, deductions and adjustments	0	N/A



## Part II

<b>Own funds: reconciliation of regulatory own funds to balance sheet in the audited financial statements</b>				
<i>Flexible template - rows to be reported in line with the balance sheet included in the audited financial statements of the investment firm.</i>				
<i>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.</i>				
<i>Figures are in USD.</i>				
		a	b	c
		<b>Balance sheet as in published/audited financial statements</b>	<b>Under regulatory scope of consolidation</b>	<b>Cross-reference to Table in Part I above</b>
		<b>As at period end</b>	<b>As at period end</b>	
<b>Assets - Breakdown by asset classes according to the balance sheet in the audited financial statements</b>				
1	Non-current assets – Intangible assets	0	0	N/A
2	Non-current assets – Tangible fixed assets	480,415	480,415	N/A
3	Non-current assets – Investment in subsidiaries	100,105	100,105	N/A
4	Non-current assets – Investment relating to members’ deferred profit scheme	3,398,305	3,398,305	N/A
5	Current assets – Debtors: amounts falling due within one year	12,539,840	12,539,840	N/A
6	Current assets – Cash and cash equivalents	8,696,634	8,696,634	N/A
	<b>Total Assets</b>	25,215,299	25,215,299	N/A
<b>Liabilities - Breakdown by liability classes according to the balance sheet in the audited financial statements</b>				
1	Creditors: amounts falling due within one year	2,759,088	2,759,088	N/A
	<b>Total Liabilities</b>	2,759,088	2,759,088	N/A
<b>Shareholders' Equity</b>				
1	Members' capital classified as debt	2,850,914	2,850,914	N/A
2	Other reserves classed as equity	2,930,175	2,930,175	N/A
3	Loans and other debts due to members	16,675,122	16,675,122	N/A
	<b>Total Shareholders' equity</b>	22,456,211	22,456,211	N/A

**Own funds: main features of own instruments issued by the firm**

*Free text. A non-exhaustive list of example features is included below.*

The Firm meets its own funds threshold requirement ("**OFTR**") through other reserves of USD 5,746,124. Other Reserves are not a line item in the Firm's Balance Sheet which is why there is no reconciliation of this item to the Firm's Balance Sheet above. The members' capital is shown as debt due to the contractual right to an investment return which makes it a financial liability for accounting purposes. This does not change the circumstances in which capital is repayable as governed by the LLP deed.

**SCHEDULE 2 BASIC OWN FUNDS REQUIREMENTS**

	<b>Category of requirement</b>	<b>Amount (USD)</b>
<b>1</b>	<b>PERMANENT MINIMUM REQUIREMENT</b>	95,576
<b>2</b>	<b>FIXED OVERHEADS REQUIREMENT<sup>2</sup></b>	2,865,015
<b>3</b>	<b>K-FACTOR REQUIREMENT</b>	368,090
<b>A</b>	Sum of the Firm's: <ul style="list-style-type: none"> <li>• K-AUM (assets under management);</li> <li>• K-CMH (client money held); and</li> <li>• K-ASA (client assets safeguarded and administered) requirements</li> </ul>	368,090
<b>B</b>	Sum of the Firm's: <ul style="list-style-type: none"> <li>• K-COH (client orders handled); and</li> <li>• K-DTF (daily trading flow) requirements</li> </ul>	N/A
<b>C</b>	Sum of the Firm's: <ul style="list-style-type: none"> <li>• K-NPR (net position risk);</li> <li>• K-CMG (clearing margin given);</li> <li>• K-TCD (trading counterparty default); and</li> <li>• K-CON (concentration risk) requirements</li> </ul>	N/A
	<b>BASIC OWN FUNDS REQUIREMENT (HIGHEST OF ROWS 1-3)</b>	2,865,015

<sup>2</sup> Note: Calculated on the basis of the Firm's audited financial statements for the year ending 2023.