Triton

Triton Investments Advisers LLP

MIFIDPRU Disclosures

31.03.2023

1. INTRODUCTION

Business Background

Triton Investments Advisers LLP (the "Firm")[1] is a Limited Liability Partnership incorporated on 20 April 2012 and authorised on 23 October 2012. The Firm is regulated by the Financial Conduct Authority ("FCA"). As at 31 March 2023, the Firm's primary function was to act as an investment adviser in respect of certain private equity and credit funds ("Triton Funds") for two Triton entities, Triton Investment Management Limited ("TIML") and Triton Investments Management Sarl ("TIMS"). The Firm is classified as a MIFIDPRU Investment Firm and falls into scope of the Investment Firms Prudential Regime ("IFPR"). The Firm is required to comply with the disclosure requirements set out in MIFIDPRU 8.6R.

In January 2023, the Firm expanded its FCA regulatory permissions to include portfolio management and, in May 2023, the Firm was appointed as the delegated portfolio manager in respect of the Triton Funds by each of TIML and TIMS (as applicable). In connection with the changes in the Firm's role, a new structure was implemented in respect of the Firm's governing body (now known as the 'Manager Committee'). The Manager Committee has approved these MIFIDPRU Disclosures in accordance with FCA regulatory requirements.

For the purpose of prudential regulations and these MIFIDPRU Disclosures, Triton Investments Advisers LLP is classified as a Small and Non-Interconnected ("SNI") Firm. The information provided is appropriate for the size and nature of the company. Based on the current FCA Handbook requirements, the next MIFIDPRU Disclosures will be prepared on the basis of the Firm being a non-SNI Firm (reflecting its new role as the delegated portfolio manager in respect of the Triton Funds).

Basis and Purpose of Disclosure

This disclosure provides market participants with both qualitative and quantitative information of the Firm's remuneration policy and processes to a level of detail which is appropriate to the Firm's size, nature, scope and complexity of its activities.

Theses disclosures are revised at least annually with additional updates prepared during periods of material change and published on the company website: https://www.triton-partners.com/legal-and-regulatory-notices/

These disclosures have been prepared on a solo entity basis as at 31 March 2023, being the date of the Firm's last published annual financial statements.

[1] The Firm's CHN is OC374555 and FRN is 586570

2. REMUNERATION POLICY AND PRACTICES (MIFIDPRU 8.6)

Approach to remuneration

The Manager Committee is the Governing Body for the Firm and is responsible for the Remuneration Policy of Triton Investments Advisers LLP. As the Firm is an SNI Firm, it is subject to the basic remuneration requirements in the FCA's Remuneration Code for MIFIDPRU firms (the "Remuneration Rules") and is not required to comply with the pay-out process provisions governing shares, instruments and alternative arrangements, retention policy, deferral, and discretionary pension benefits.

The Firm has determined that the information provided in this disclosure are appropriate to its size and internal organisation and to the nature, scope and complexity of its activities.

The Firm remuneration procedures apply to all staff, both members and employees (hereinafter referred to as "Staff") and have been set out separately below.

Development of remuneration policy and practices

The Policy is based on the following principles and objectives:

- The total remuneration package enables the Firm to attract and retain highly talented Staff to contribute to the Firm's strategic objectives of Building Better Businesses with sustainable, long-term value.
- The Policy is consistent with and promotes sound and effective risk management and does not encourage risk-taking that exceeds the level of tolerated risk of the Firm and the Triton Funds.
- The remuneration structure of the Firm ensures a proper balance between variable and fixed remuneration to attract, motivate and keep Staff members.
- Remuneration is equitable and fair and Staff are compensated appropriately for the services rendered to the Firm irrespective of any protected characteristics.
- Variable remuneration is rarely guaranteed. Exceptions are made for some new hires as a way to compensate for lost variable remuneration by leaving their previous employment.
- Variable remuneration is performance related as laid out in the 'performance criteria' section.
- Staff engaged in control functions are independent from the activities they oversee, have appropriate authority, and are remunerated in accordance with the achievement of the objectives linked to their functions, independent of the performance of the business areas they control.
- The metrics used to calculate variable remuneration components include relevant risks.
- The assignment or payment of variable remuneration should not adversely affect the financial situation of the Firm (in terms of solvency and liquidity).

Objectives of financial incentives

General

The Firm's objectives of financial incentives can be summarised as follows:

- Individuals are rewarded based on their contribution to the overall strategy of the Firm; and
- Other factors such as performance, reliability, effectiveness of controls, business development and contribution to the Firm are taken into account when assessing the performance of the senior staff responsible for the infrastructure of the Firm.

Control Functions

The remuneration of Control Functions is designed not to compromise their independence or create conflicts of interest. Staff in Control Functions are compensated in accordance with the achievement of the objectives linked to their functions, independent of the performance of the business areas they control. The remuneration of senior Staff in compliance functions is directly overseen by members of the Firm's Governing Body.

Personal investment strategies and other means of avoidance

The Firm takes all reasonable steps to ensure that Staff are prohibited from:

- using personal hedging strategies or remuneration strategies; or
- entering into remuneration and liability-related insurance contracts; or
- taking any other step to avoid the effects of any requirement under the Remuneration Policy.

Components of remuneration

The Firm's remuneration included in this disclosure is made up of the following components:

Members:

- Fixed remuneration (i.e. points-based partnership profit share)
- Variable remuneration (e.g. carried interest allocations, investment-based incentives)
- Insurances and benefits (i.e. life insurance, critical illness, private medical, dental & business travel insurance, wellbeing allowance, holiday allowance)

Employees:

- Fixed remuneration (i.e. salary)
- Variable remuneration (e.g. bonuses)
- Insurances and benefits (i.e. life insurance, critical illness, private medical, dental, wellbeing allowance, holiday allowance, pension)

Performance criteria used for assessment

The Firm's Remuneration Policy clearly defines the performance criteria used across the Firm, including performance of specific business units and individuals.

The remuneration decisions across the Firm are made based on a combination of:

- The Firm's long-term sustainability and viability including looking through the business and economic cycles;
- the impact on the Firm's Overall Financial Adequacy Rule and Threshold Conditions; and
- The Firm's business performance and results against its strategic objectives.

The remuneration decisions for employees and members are set out by renumeration types below:

Fixed Remuneration

Salaries

Fixed remuneration is determined based on the role being performed. The Firm regularly compares its levels of remuneration with those of other comparable businesses and conducts an annual review of remuneration which is subject to business performance and affordability.

Profit Share

The Firm operates a points-based profit share allocation ("Profit Share") for its Members. The fact that Members receive a Profit Share in one year, does not imply that their Profit Share will be the same in any subsequent year.

Members are entitled to receive drawings on account of profits on a monthly basis throughout the financial year of the Firm, which are fixed at the beginning of the financial year of the Firm.

Variable Remuneration

Bonus

The Firm operates a fully discretionary variable cash compensation scheme for certain Staff ("Bonus"). The fact that Staff receive a Bonus in one year does not imply that they will receive a Bonus in any subsequent year or that the amount of the Bonus paid, if any, will be the same.

The allocation of the Bonus to a member of Staff is determined following an annual performance assessment and based on their individual performance and that of their business unit, considering a mix of financial and non-financial criteria, as well as an assessment of current and potential risks associated with the activities they undertake. Unethical or non-compliant behaviour will override any good financial performance generated by a staff member and will lead to an adjustment of the variable remuneration in any given year.

Carried Interest Allocations

Roles of suitable seniority or high impact on the performance of the Firm ("Participants") are eligible for Carried Interest ("CI") arrangements. The purpose of the CI arrangements is to align the long-term interests of the Participants with investors, attract and retain Staff, to achieve long-range goals and provide incentive compensation opportunities that are competitive with those of other similar firms and thereby promote the long-term financial interest of the Firm.

The allocation of CI points is dependent on the role of the individual in the establishment of the relevant Triton Fund. To participate in the CI arrangements, a Participant is required to contribute capital to the relevant CI vehicle in exchange for the issue of an interest in such CI vehicle. The CI arrangements enable Participants to benefit from the performance of the Triton Funds to ensure that their interests are aligned with investors' interests over the long term. CI distributions are only made after the relevant Triton Fund has returned all cash to investors (which is likely to take multiple years), and an agreed hurdle has been achieved. This represents a natural deferral of variable remuneration with the proceeds paid out in cash.

Investment-based Discretionary Payments

As an exception, certain Staff may also be eligible for investment-based incentives in the context of the disposal of a portfolio company. The purpose of such incentives is to align the

interests of the member of Staff with the interests of the specific portfolio company and investors. Payment of an investment-based incentive will be subject to return thresholds being achieved and reflecting the member of Staff's contribution.

Quantitative disclosure

Aggregated quantitative information for all remuneration paid to all Staff was as follows:

Fixed Remuneration	GBP 15,636,454
Variable Remuneration	GBP 2,209,543
Total Remuneration	GBP 17,845,997