Arda Capital Limited
MIFIDPRU Disclosures

31 March 2026

1. Introduction

Business Background

This disclosure relates to Arda Capital Limited (Company Number 06805506), authorised and regulated by the Financial Conduct Authority (FRN 541623). The Company was incorporated on 29 January 2009 and changed its name from Xenfin Capital Limited to Arda Capital Limited on 27 August 2024.

Arda provides services to professional clients and eligible counterparties only. Its principal activities are institutional agency foreign exchange execution, discretionary investment management and external asset management, custody and treasury services, and corporate advisory services. The Firm also has permission to hold and control client money and to safeguard and administer client assets.

For prudential purposes, Arda is classified as a Non-Small and Non-Interconnected (Non-SNI) MIFIDPRU investment firm.

Basis and Purpose of Disclosure

This disclosure has been prepared on a solo entity basis as at 31 March 2026 and provides the information required by MIFIDPRU 8 at a level of detail proportionate to the Firm's size, organisation and activities.

Significant changes since the previous disclosure

Significant changes since the previous disclosure include a change in Board composition following the resignation of Duncan Rutherford, the development of the Firm's investment management and custody activities, and the resulting changes in its own funds and K-factor requirements reflected below.

2. Risk Management Objectives and Policies (MIFIDPRU 8.2)

Potential for harm

The principal potential harms arising from the Firm's business strategy are loss to clients or the Firm from operational or execution failures, loss or delayed return of client money or client assets, counterparty or concentration events, and an inability to meet obligations or wind down in an orderly manner. The Board seeks to limit these risks through a low overall risk appetite, appropriate controls and maintenance of adequate own funds and liquid resources.

Own funds risk

The Firm monitors its own funds against its regulatory requirements and the thresholds determined through its ICARA process. Financial performance and expenditure are reviewed regularly and the ICARA is refreshed at least annually and following material changes to the business or risk profile.

Concentration risk

The Firm monitors material concentrations in counterparties, client assets, client money and revenue sources. Counterparties are subject to due diligence and concentration risks are considered within the Firm's ongoing risk assessment and stress testing.

Liquidity risk

The Firm monitors its liquid resources against its basic and threshold requirements and maintains cash flow forecasts as part of its financial planning. Liquidity risk, including the resources required for an orderly wind-down, is assessed through the ICARA process.

3. Governance & Risk Arrangements (MIFIDPRU 8.3)

Arda is regulated on a solo basis. The Board has ultimate responsibility for the Firm's governance, strategy, risk appetite and systems and controls, including appropriate segregation of duties and the management of conflicts of interest.

Directors

Name	Individual Reference Number	FCA Role	Appointed
Patrick Anthony Lindsay	PAL01169	SMF3 Executive Director; SMF16 Compliance Oversight; SMF17 MLRO	5 April 2023
John Charles Lloyd Bowers	JXB01263	SMF3 Executive Director; Client Dealing	25 July 2024

The Directors meet quarterly and oversee the Firm's risk management framework and ICARA process. Responsibilities are allocated under the Senior Managers and Certification Regime, with compliance oversight and client asset controls separated from revenue-generating activities to the extent appropriate for the size of the Firm.

External directorships

For the purposes of MIFIDPRU 8.3.1R(2), the number of relevant external directorships held by each member of the management body is: Patrick Lindsay - nil; John Bowers – three. The FCA has not granted the Firm a waiver or modification of SYSC 4.3A.6R permitting any member of the management body to hold additional directorships.

Diversity

The Firm's diversity policy for the management body is applied proportionately to its size, given a Board of two directors. The Firm's objective is to ensure a range of relevant experience, skills and perspectives is considered in Board appointments, alongside merit and fitness and propriety requirements. Reflecting the small size of the Board, the Firm has not set quantitative diversity targets but is committed to considering candidates who would enhance Board diversity, including gender diversity, when Board composition next changes. As at 31 March 2026, both directors are male and the Firm will review progress against this commitment as part of its annual governance review.

Risk committee

The Firm does not operate a separate risk committee and risk oversight is exercised directly by the Board. The Firm is not required by MIFIDPRU 7.3.1R to establish a risk committee, as it meets the conditions in MIFIDPRU 7.1.4R.

Risk Appetite

Arda has a low overall risk appetite and does not intend to take significant risk with its own capital. The Firm seeks to identify, investigate and resolve material events promptly and to maintain financial resources appropriate to its business and risk profile.

4. Own Funds (MIFIDPRU 8.4)

The composition of the Firm's regulatory own funds as at 31 March 2026 is set out below using the template in MIFIDPRU 8 Annex 1R. Rows containing no relevant amounts are shown as nil. All figures are in pound sterling.

Item		Amount (GBP)	Source based on audited financial statements
1	**OWN FUNDS**	**721,089**	
2	**TIER 1 CAPITAL**	**721,089**	
3	**COMMON EQUITY TIER 1 CAPITAL**	**721,089**	
4	Fully paid up capital instruments	1,579,975	Called up share capital
5	Share premium	-	
6	Retained earnings	(858,886)	Profit and loss account
7	Accumulated other comprehensive income	-	
8	Other reserves	-	
9	Adjustments to CET1 due to prudential filters	-	
10	Other funds	-	
11	**(-) TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1**	**-**	
19	CET1: Other capital elements, deductions and adjustments	-	
20	**ADDITIONAL TIER 1 CAPITAL**	**-**	
21	Fully paid up, directly issued capital instruments	-	
22	Share premium	-	
23	(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1	-	
24	Additional Tier 1: Other capital elements, deductions and adjustments	-	
25	**TIER 2 CAPITAL**	**-**	
26	Fully paid up, directly issued capital instruments	-	
27	Share premium	-	
28	(-) TOTAL DEDUCTIONS FROM TIER 2	-	
29	Tier 2: Other capital elements, deductions and adjustments	-	

Reconciliation to audited financial statements

Balance sheet item	Amount (GBP)	Cross-reference
Tangible assets	3,331	
Debtors due within one year	198,938	
Cash and cash equivalents	2,613,271	
Total assets	2,815,540	
Creditors due within one year	(339,332)	
Creditors due after more than one year	(1,755,119)	Shareholder loan from Arda Trade AG, repayable by 12 March 2028 (note 16)
Called up share capital	1,579,975	CET1 capital instruments
Profit and loss account	(858,886)	Retained earnings
Total equity / regulatory own funds	721,089	Own funds

Main features of own funds instruments

The Firm's common equity tier 1 capital comprises 1,579,975 ordinary shares of GBP 1.00 each, all allotted, called up and fully paid, as confirmed in the amended FY26 audited financial statements. The shares are perpetual, carry one vote per share and the right to participate in any dividend declared, and rank after all creditors on a winding up. The Firm has no Additional Tier 1 or Tier 2 instruments in issue.

5. Own Funds Requirements (MIFIDPRU 8.5)

Requirement	Amount (GBP)
Permanent Minimum Requirement (PMR)	150,000
K-AUM + K-CMH + K-ASA	8,077
K-COH + K-DTF	0
K-NPR + K-CMG + K-TCD + K-CON	0
Total K-factor requirement	8,077
Fixed Overheads Requirement (FOR)	284,763
Basic own funds requirement	284,763

The Firm assesses the adequacy of its own funds through its ICARA process in accordance with the Overall Financial Adequacy Rule. The assessment considers the own funds needed to remain financially viable through the economic cycle, to address material harms arising from ongoing activities and to support an orderly wind-down. The ICARA is reviewed by the Board and updated where there is a material change in the Firm's business or risk profile.

6. Remuneration Policy and Practices (MIFIDPRU 8.6)

Approach and governance

The Board is responsible for setting, approving and reviewing the Firm's remuneration policy and oversees its implementation. The Board has not established a separate remuneration committee, and no external consultants were used in the development of the Firm's remuneration policies and practices. Where a member of the Board is a recipient of remuneration, that individual does not take part in the decision relating to their own remuneration. The policy is intended to support sound risk management, avoid incentives for excessive risk-taking or conflicts of interest and align remuneration with the long-term interests of the Firm and its clients.

Objectives and components of remuneration

The Firm seeks to attract and retain suitably qualified staff and to reward performance in a manner consistent with its strategy, risk appetite and financial position. Fixed remuneration comprises salary and benefits. Variable remuneration may comprise discretionary cash bonus and commission.

Performance and risk adjustment

Remuneration decisions take account of Firm, business area and individual performance, including financial performance, quality of work, conduct, compliance with policies and contribution to the Firm's strategy. Variable remuneration is discretionary and may be adjusted where performance, conduct or risk outcomes justify doing so. The Firm applies in-year adjustment, malus and clawback in accordance with its remuneration policy where applicable.

Under SYSC 19G.6.8R, a non-SNI MIFIDPRU investment firm may only grant guaranteed variable remuneration ("sign-on" awards) to a material risk taker where three conditions are all met: it is granted solely in connection with hiring a new MRT, not for existing staff or as routine retention; it is limited to the individual's first year of service; and the firm holds a sound and strong capital base at the time of the award

Material Risk Takers

The Firm has identified its two directors and the Head of Global FX Sales as Material Risk Takers under SYSC 19G.5. No additional criteria have been applied beyond the applicable regulatory criteria.

Quantitative disclosure

All staff	Amount (GBP)
Fixed remuneration	323,398
Variable remuneration	137,080
Total remuneration	460,478

No severance payments were awarded during the year.

The Firm has elected to utilise the exemptions in MIFIDPRU 8.6.8R(7) and MIFIDPRU 8.6.9R on the basis that separate disclosure of MRT remuneration would disclose confidential individual remuneration data. The Firm did not award any guaranteed variable remuneration during the year.

7. Investment Policy (MIFIDPRU 8.7)

MIFIDPRU 8.7 does not apply to the Firm. The Firm meets the conditions in MIFIDPRU 7.1.4R and does not directly or indirectly hold shares carrying more than 5% of the voting rights in any company whose shares are admitted to trading on a regulated market.