
MIFIDPRU 8 Disclosure & Stewardship Code

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Polen Capital UK LLP

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Prepared By:	Compliance

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1.0 Introduction

The Financial Conduct Authority ('FCA' or 'regulator') in the Prudential sourcebook for MiFID Investment Firms in the FCA Handbook ('MIFIDPRU') sets out the detailed prudential requirements that apply to Polen Capital (UK) LLP ('Polen UK' or the 'Firm'). Chapter 8 of MIFIDPRU ('MIFIDPRU 8') sets out public disclosure rules and guidance with which the Firm must comply, further to those prudential requirements.

Polen UK is classified under MIFIDPRU as a small and non-interconnected MIFIDPRU investment firm ('SNI MIFIDPRU Investment Firm'). As such, the Firm is required by MIFIDPRU 8 to disclose information regarding its remuneration policy and practices.

The purpose of these disclosures is to give stakeholders and market participants an insight into the Firm's culture and to assist stakeholders in making more informed decisions about their relationship with the Firm.

This document has been prepared by Polen UK in accordance with the requirements of MIFIDPRU 8 and is verified by the Management Body. Unless otherwise stated, all figures are as at the Firm's 31 December financial year-end.

2.0 Remuneration Policy and Practices

2.1 Overview

As an SNI MIFIDPRU Investment Firm, Polen UK is subject to the basic requirements of the MIFIDPRU Remuneration Code (as set out in Chapter 19G of the Senior management arrangements, Systems and Controls sourcebook in the FCA Handbook ('SYSC')). The purpose of the remuneration requirements is to:

- Promote effective risk management in the long-term interests of the Firm and its clients;
- Ensure alignment between risk and individual reward;
- Support positive behaviours and healthy firm cultures; and
- Discourage behaviours that can lead to misconduct and poor customer outcomes.

The objective of Polen UK's remuneration policies and practices is to establish, implement and maintain a culture that is consistent with, and promotes, sound and effective risk management and does not encourage risk taking which is inconsistent with the risk profile of the Firm and the services that it provides to its clients.

In addition, Polen UK recognises that remuneration is a key component in how the Firm attracts, motivates, and retains quality staff and sustains consistently high levels of performance, productivity and results. As such, the Firm’s remuneration philosophy is also grounded in the belief that its people are the most important asset and provide its greatest competitive advantage.

Polen UK is committed to excellence, teamwork, ethical behaviour, and the pursuit of exceptional outcomes for its clients. From a remuneration perspective, this means that performance is determined through the assessment of various factors that relate to these values, and by making considered and informed decisions that reward effort, attitude and results.

2.2 Characteristics of the Firm’s Remuneration Policy and Practices

Remuneration at Polen UK is made up of fixed and variable components. The fixed component is set in line with market competitiveness at a level to attract and retain skilled staff. Variable remuneration is paid on a discretionary basis and takes into consideration the Firm’s financial performance as well as the financial performance of each business unit, and the financial and non-financial performance of the individual in contributing to the Firm’s success. All staff members are eligible to receive variable remuneration.

The below table summarises the financial and non-financial criteria or performance used across the Firm in assessing the level of variable remuneration to be paid:

	Financial Performance Criteria	Non-Financial Performance Criteria
Firm	Client growth; client retention; overall financial performance	Risk management, regulatory compliance, culture and conduct.
Business Unit	Business unit financial performance; achievement of strategic objectives	Teamwork; control environment; client service
Individual	Individual contribution to financial performance	Culture; client experience; core skills; conduct and behaviours

The fixed and variable components of remuneration are appropriately balanced: the fixed component represents a sufficiently high proportion of total remuneration to enable the operation of a fully flexible policy on variable remuneration. This allows for the possibility of paying no variable remuneration in certain circumstances, such as where the Firm’s profitability is constrained or where there is a risk that the Firm may not be able to meet its capital or liquidity regulatory requirements. Fixed remuneration is paid in cash through salary, and variable remuneration is paid in cash.

2.3 Governance and Oversight

The governing body is responsible for setting and overseeing the implementation of Polen UK's remuneration policy and practices. In order to fulfil its responsibilities, the body:

- Is appropriately staffed to enable it to exercise competent and independent judgment on remuneration policies and practices and the incentives created for managing risk, capital, and liquidity.
- The firm is a subsidiary of a US based asset management firm, Polen Capital Management LLC. Polen Capital Management LLC has a Compensation Committee consisting of the CEO, CFO, CAO, and Chief People Officer. The CEO is the head of the committee.
- Prepares decisions regarding remuneration, including decisions that have implications for the risk and risk management of the Firm.
- Ensures that the Firm's remuneration policy and practices take into account the public interest and the long-term interest of shareholders, investors, and other stakeholders in the Firm.
- Ensures that the overall remuneration policy is consistent with the business strategy, objectives, values, and interests of the Firm and of its clients.

2.4 Quantitative Remuneration Disclosures

For the financial year 1 January to 31 December 2025, the total amount of remuneration awarded to all staff was £6,011,209 of which £3,843,899 comprised the fixed component of the remuneration, and £2,167,310 comprised the variable component. For these purposes, staff is defined broadly, and includes, for example, employees of the Firm itself, partners or members, employees of other entities in the group, and the governing body.

3.0 UK Financial Reporting Council's Stewardship Code

Polen UK is required under Rule 2.2.3R of the FCA's Conduct of Business Sourcebook to make a disclosure on its website regarding the nature of its commitment to the UK Financial Reporting Council's Stewardship Code (the 'Code') or, where it does not commit to the Code, its alternative investment strategy.

The Code is a voluntary code that promotes effective stewardship and high-quality engagement by asset managers and asset owners with investee companies. It sets out principles intended to support the responsible allocation, management and oversight of capital, including consideration of environmental, social and governance ('ESG') factors where relevant.

The Firm supports the general objectives that underpin the Code. However, having considered the nature, scale and complexity of its current activities, the Firm has concluded that the Code is not presently applicable in full to the activities it undertakes. Accordingly, the Firm has chosen not to commit to the Code at this time.

The Firm's investment and stewardship approach is determined having regard to its fiduciary and regulatory obligations and the best interests of its clients, with the objective of delivering and preserving long-term investment value. The Firm will keep this position under review and, if its activities or investment strategy change such that the Code becomes relevant, it will update this disclosure accordingly