



INVESTMENTS
WITH PURPOSE
FOR PROFIT
BY PEOPLE
FROM TRIPLE POINT

**TRIPLE POINT INVESTMENT
MANAGEMENT LLP**

MIFIDPRU 8 DISCLOSURE

Year ended 31 March 2024

MIFIDPRU 8 DISCLOSURE

The FCA's prudential regime for MIFID investment firms is set out under the MIFIDPRU 8 Disclosure in the FCA Handbook.

Triple Point Investment Management LLP (TPIM) is categorised as a non-small non-interconnected (non-SNI) MIFIDPRU investment firm, under the MIFIDPRU firm categorisation.

Triple Point Administration LLP (TPAL) is categorised as an SNI MIFIDPRU investment firm and has no employees but makes use of the services of the group.

This document sets out the public disclosures required under the MIFIDPRU 8 for TPIM at 31 March 2024, which represents the end of the financial accounting period. The disclosure for TPIM is prepared annually on a solo entity (i.e. individual) basis. The disclosed information is proportionate to TPIM's size and organisation, and to the nature and scope of TPIM's activities.

Governance structure

TPIM is part of the Triple Point Group (TPG). Collectively the group provides investment, asset management, accounting, company secretarial and administration services to a portfolio of UK investment funds and other businesses that continued to grow during the year. There are a number of entities that form the TPG including two FCA regulated entities, one of which is TPIM (FRN: 456597) and the other is Triple Point Administration LLP (TPAL) (FRN: 618187). Triple Point is managed as a Group rather than on an entity by entity basis, while ensuring that the regulatory requirements for TPIM and TPAL are met.

Triple Point LLP is a designated member of TPIM and by virtue of this the Partners, via the LLP agreement, have delegated decisions relating to the strategic operation of the Firm to the Managing Partners and Mancom (the Firm's governing body). Certain matters require Equity Partner approval.

Management Committee (Mancom)

Mancom is comprised of the Joint Managing Partners Benjamin Beaton and James Cranmer, who hold 7 and 7 number of directorships respectively. Mancom is the governing body of both the Firm and the Group and is therefore responsible for the implementation of strategic objectives, risk strategy and governance. Mancom has oversight of the senior management of the Firm and ensures that there are sufficient resources within the business. Given the size and complexity of the Group, Mancom has delegated authority for certain decisions to the Department Heads.

Mancom has an Executive Committee (Exco) to which it has delegated authority to assist in overseeing the execution of its strategic plan and, where required, make decisions that fall outside of the delegated authority granted to Department Heads. Exco has in turn delegated certain of its authorities to various committees.

Mancom has retained authority to matters relating to Strategy, Culture, People and Communications as well as certain Regulatory matters that are required to be dealt with by Triple Point LLP's governing body.

Management structure

Triple Point Group has a number of committees to execute certain authorities on behalf of TPIM. Currently, these comprise of the Risk Committee, Investment Committee, Product Committee, Valuation Committee, Conflicts Committee and Remuneration Committee. From the start of the new year, the structure and responsibilities of these committees will be reviewed and adjusted as necessary to align with the evolving business needs.

Committee	Primary Responsibility
Risk Committee	Mancom has delegated day to day responsibility of risk management to the Group's Risk Management function headed by the Chief Risk Officer (CRO). The Committee is set up to monitor risks, assess mitigation actions, and address significant incidents and control improvements.
Investment Committee	Review, approve, and oversee investment and lending proposals, ensuring compliance with applicable investment and credit policies, and manage the AIFM's portfolio function.
Product Committee	Support the Product team (product development and management) and the business to ensure that as a product manufacturer and distributor, resources and time are being invested into the right products to ensure we have effective systems and controls in place to design, approve, market and manage products throughout the products' lifecycle.
Valuation Committee	Review and approve valuations of the AIFs (or investee companies, assets of the AIFs) and the valuation methodology.
Conflicts Committee	Review and manage conflicts, enforce policies, and conduct annual conflicts register review.
Remuneration Committee	Responsibilities are as set out under the Remuneration section. The Remuneration Committee may delegate some initial Employee Remuneration review matters to the Exco.

Diversity

Triple Point's Inclusion & Diversity Strategy has recently been endorsed by the firm's Management Committee with one of the firm's Managing Partners acting as a Champion for the I&D programme of activities focused on three key themes: Gender Diversity – to become an attractive career development proposition for female talent and to nurture and develop women into senior positions. Racial Diversity and Inclusion – to attract and develop racially diverse talent. Neurodiversity – to create an accessible workplace to a broad range of cognitive styles.

The Firm recognises that inclusion and diversity are essential for fostering a healthy, accessible, and high-performing culture. Everyone joining the business should have equal opportunities to grow, develop, and progress. This commitment to recruiting, nurturing, and retaining diverse talent, as well as fostering an inclusive workplace is embraced at all levels, including the Partners and senior management team.

1. RISK MANAGEMENT OBJECTIVES AND POLICIES

Prudential risk

TPIM is regulated as an Investment Manager and full scope AIFM. Its principal business is the management of various investment funds which include investments held in Social Housing, Energy Transition, Digital Infrastructure, investments which benefit from Business Property Relief, Heat Networks, Venture Capital Trusts and Enterprise Investment Scheme.

As with all fund managers, there is a risk to investors should we not appropriately manage the funds through which they invest. Additionally, many of our products include tax incentives, which can be lost if the underlying rules and regulations are not followed by TPIM. Should this occur, we may be required to compensate investors and/ or incur fines or penalties. A strong Risk Management Framework is therefore imperative, not only for ensuring the protection of our investors, compliance with regulatory obligations, but also to ensure the ongoing success of the Triple Point Group.

The Internal Capital Adequacy and Risk Assessment (ICARA) process serves as the means to:

- identify, monitor and, where possible, reduce the material potential harms that may result from our ongoing operations or from winding down our business; and
- assess whether as a result of these potential harms, we should hold additional own funds and/ or liquid assets to the harms that may face us.

It sets out how TPIM meets the overall financial adequacy rules and documents how we identify and manage risks that might cause material harm. It includes a review of our business model and strategy, our risk management and governance, and considers the effect of our cost of wind down and potential stress to the capital we must hold.

This process encompasses the Risk Management Framework as set out below, including the risks arising from the TPG and TPIM's business to its own funds, liquid asset and concentration risk requirements.

While the ICARA document is prepared at least once every 12 months or more often if there is a significant change to our business model, operating strategy or to the wider market, it details an ongoing process of managing prudential risk that is embedded within the Group.

Risk management structure

Risk Management is ultimately the responsibility of Mancom. Mancom has delegated day to day responsibility to the Group's Risk Management function, headed by the Group Risk and Compliance Officer (GRCO).

TPIM understands the importance of monitoring and managing the overall current and future risk strategy, and therefore has established a Risk and Compliance Committee (RCC). As noted, the role of this committee is to assist with the monitoring of risks, to consider the appropriateness of any mitigation actions, and to consider any major incidents and systems and control enhancements.

The GRCO is responsible for ensuring that the Group implements and maintains an adequate and documented risk management process, this is delivered through a Risk Management Programme (RMP). The Risk Management function benefits from an independent and central role in the business with the aim to manage Risk efficiently and accurately.

Triple Point operates an enterprise wide approach to risk management, meaning that we consider a wide range of risk types when assessing the risks that it is exposed to. These are structured around three core pillars – Strategic, Financial and non-Financial and includes subcategories such as Credit Risk, Investment/Market Risk, Operational and Conduct Risk. Each Investment Fund has its own risk register which is a live log of the current risks being managed. This is replicated across the TPG, where it is the responsibility of each department head within Triple Point to identify potential risks that may arise as part of the day-to-day activity of their department. They must take reasonable steps to ensure that the area of the Firm for which they are responsible is controlled effectively and complies with the relevant requirements and standards of the regulatory

1. RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

system. The risks are recorded on a departmental risk register. Each department within TPG acts as the 1st line of defence (LoD) and is required to undertake regular risk reviews to ensure the risks on TPG's risk register related to their department are accurate and reflects any control framework which is in place to mitigate the risks. This allows the Group to understand all risks which have the potential to impact delivery of services, that are obligated under our Investment Management Agreements.

The Group's Risk Management function, which is independent of the Investment Funds and core TPG functions, provides oversight and governance of the risks, ensuring the business utilises the framework and supporting risk management tools appropriately and ultimately complies with policy. The Risk Management function is considered the 2nd LoD and is also responsible for the monitoring of risk appetite and escalation to Risk Compliance Committee and Mancom should a breach of risk appetite occur. The firms' external auditors and advisors provide independent validation and represent the 3rd LoD in our model.

Risk management framework

The Group holds a number of risk governance documents that support the identification, assessment, management and reporting of risk.

Triple Point's Risk Management Framework is the primary document that sets out the approach to managing risks that can either impact Triple Point, our investors or the wider market (or in certain circumstances a combination of these). Although risk is managed on a Group basis, where individual risks relate to either regulated firm, TPIM or TPAL, they are identified as such, to ensure that the risks facing that regulated firm can be monitored appropriately.

Individual risks on the register are allocated to a specific owner (usually the department head) who is responsible for the monitoring of the risk and any mitigation actions that are agreed upon, to ensure the risk is brought back within, or remain within, the Group's risk appetite.

Triple Point applied a range of assessment matrix, depending on the nature of the risk being reviewed. Our Strategic and Financial risks are assessed on a

simply red, amber and green scoring methodology – much of which are metric driven. Our non-financial risks assessment is based on the likelihood of a risk occurring (scored from 1 to 5) and the impact should it occur (also scored 1 to 5). These create a score that determines if the risk falls within TPG's risk appetite.

In addition, and in line with regulatory requirements, TPIM has a defined AIF Risk Management Policy which outlines the minimum standards that are to be adhered to by the funds, the roles and responsibilities of the Investment Management teams and how TPIM risks are governed and overseen by the Risk Management function.

Risk appetite

TPG has a defined suite of qualitative risk appetite statements which underpin each of the risk categories with the enterprise-wide taxonomy. Risk appetite is managed at an aggregate level across the Group.

TPG has low, medium and high risk appetite scoring. Mancom sets the risk appetite which is detailed within the annually reviewed Group Risk Appetite Statement. This is set following consultation with and recommendations from the RCC. This appetite helps TPG establish a threshold of impacts that the Group are willing and able to absorb in pursuit of our objectives and strategy.

As an Investment Manager, TPIM accepts that it is not possible to eliminate all inherent risks in its activities. These risks are monitored and managed through risk policies and frameworks, as well as a strong three line of defence model, which aims to ensure that risk appetites and limits are monitored and adhered to.

Through the Risk Monitoring Programme (RMP), the Group can understand what risks are being taken, the level of those risks and what strategic objective they are supporting. If there are cases where a risk cannot be mitigated appropriately to be within the risk appetite, the CRO will recommend appropriate action with the support of the Risk and Compliance Committee. Where risks cannot be mitigated or action taken to sufficiently bring within appetite, consideration to risk acceptance is given.

1. RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Risk, capital & liquidity

Capital requirements are in place to ensure that TPG has sufficient financial resources to conduct our financial services business in compliance with our regulatory approval and a sufficient buffer to protect our investors.

TPG has low appetite for failure to hold sufficient capital. On a quarterly basis Finance prepares a report for Mancom, showing compliance with TPG's capital requirements. Daily monitoring is carried out by the Finance team to ensure that we meet FCA liquid asset ratios and core cash requirements.

The effect of changes to existing material risks or new material risks arising on capital or liquid assets is considered on an ongoing basis. This may include running new stress tests or updating the stress tests run as part of the ICARA process and/ or through holding additional capital or liquid assets if deemed necessary.

Summary of assessment of the effectiveness of the risk management processes

Mancom retain overall responsibility for the operational effectiveness of risk management in TPG. They are supported via the RCC who provide direct governance over the processes and procedures that are in place. Through a variety of established reporting, risk owner reports and risk data, the RCC can oversee and challenge the outcomes of the risk management which is being delivered. RCC also have the responsibility to recommend the Risk Framework, Policies and Risk Appetite for TPG annually, providing an opportunity to make recommendations on areas of enhancement which may be the result of undesired outcomes being seen or a change in industry practice.

TPG are keen to ensure the that frameworks and policies are embedded effectively and adequately support risk management - reflecting the nature, size, and complexity of the organisation.

2. OWN FUNDS

As at the FY end on 31 March 2024, TPIM complied with the relevant capital regulatory obligations as outlined in the MIFIDPRU 8. TPIM's Tier 1 capital consists of fully paid up capital, satisfying all the criteria for Tier 1 instruments. This partnership capital is classified as Common Equity Tier 1 (CET1) and includes the key features aligning with MiFIDPRU 8.4 requirements:

Composition of regulatory own funds			
	Item	Amount (£000's)	Source based on reference numbers/letters of the balance sheet in audited financial statements
1	OWN FUNDS	5,090	
2	TIER 1 CAPITAL	5,090	
3	COMMON EQUITY TIER 1 CAPITAL	5,090	<i>Reconciliation of Members' Interests</i>
4	Fully paid up capital instruments	5,090	
5	Share premium	–	
6	Retained earnings	–	
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	0	
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	0	
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	–	

2. OWN FUNDS (CONTINUED)

Reconciliation of regulatory own funds to balance sheet in the audited financial statements

	a	b	c
	Balance sheet as in published/audited financial statements	Under regulatory scope of consolidation	Cross-reference to template OF1
	As at 31 Mar 24 £000s	As at 31 Mar 24 £000s	
Assets - Breakdown by asset classes according to the balance sheet in the audited financial statements			
1 Fixed asset investments	100		
2 Debtors	9,680		
3 Cash at bank and in hand	4,733		
Total assets	14,513		
Liabilities - Breakdown by liability classes according to the balance sheet in the audited financial statements			
1 Creditors within one year	9,375		
Total liabilities	9,375		
Shareholders' equity			
1 Loans and other debts due to members	49		
2 Members other interests	5,090		Common equity tier one capital
Total shareholders' equity	5,139		

3. OWN FUNDS REQUIREMENTS

K-Factor requirement and fixed overhead requirements

TPIM is required to disclose the K-Factor requirement and the Fixed Overheads Requirement in accordance with the own funds requirements specified in MIFIDPRU 4.3. This is presented in the table opposite.

K-Factor	£000s
∑ K-AUM, K-CMH & K-ASA	17
∑ K-DTF and K-COH	0
∑ K-NPR, K-CMG, K-TCD and K-CON	0
Fixed Overheads Requirement (FOR)	4,145

4. REMUNERATION

Qualitative disclosures

Remuneration for TPIM is managed at Group level by TPG, there are no employees under TPAL. Our Remuneration Policy applies to all aspects of the way we remunerate staff members that could impact on our ability to effectively manage the risks to our business and treat our clients fairly.

Our Policy aims to incentivise staff loyalty and performance, while appropriately addressing any potential conflicts of interest and ensuring that our staff are not rewarded for taking inappropriate levels of risk. It is designed to ensure that our remuneration practices are in line with the business strategy, objectives and long-term interests of Triple Point.

Our Remuneration Policy is gender neutral. We ensure that we meet the requirements of the Equality Act 2010, which prohibits discrimination based on an individual's protected characteristics both before and after employment is offered. The Act applies to pay and all other contractual terms, including variable remuneration.

The Remuneration Committee

TPIM's Remuneration Committee ("Remco") has an oversight and decision-making role in relation to the Remuneration Policy. The Policy provides a framework that sets out our remuneration practices, policies and procedures, including our Code Staff list, remuneration structure and guarantees. The RemCo consisted of 2 Members of TP LLP (a Designated Member of TPIM and Member of TPAL) and the Head of HR. The RemCo members are not separate from the executive function of the business, because this is not proportionate given the size of the business.

Governance

The Remuneration Policy has been approved by the RemCo following input from the Compliance and HR departments and is reviewed at least annually.

All staff who hold control functions are independent from the business functions they oversee and have the appropriate authority to undertake their roles. They are remunerated according to objectives linked to their role, independent of the performance of the business area they control.

Remuneration of the senior officers in the risk management and compliance functions is directly overseen by the RemCo. These measures are to ensure we appropriately manage any conflicts of interest which may arise if other business areas have undue influence over the remuneration of staff in control functions.

Material risk takers

It is important that at least annually, or more often, if necessary, TPG identify and review the Material Risk Takers (MRT's), as their professional activities have a material impact on the risk profile of the Group. HR maintain a list of all individuals who fall within the definition of MRT, adhering to the relevant guidance provided by the FCA.

The MRT's are acknowledged not just by the title or role of the person, but more importantly the authority and responsibility they have. TPG considers the ability of an individual to materially impact risk within:

- Operational procedures, systems and controls.
- The market in which we operate.
- The conduct and culture of the Group, including our reputation.
- Our financial standing and capital requirements.

Risk profile

Triple Point is a multi-strategy investment group, managing both unlisted and listed funds. All investments are cleared through the Investment Committee and the ability for a single person or small group of persons to manipulate performance in favour of enhanced remuneration is very low. A significant proportion of the Group's own funds are ultimately held by those who work and manage the business. This means that their interests are automatically aligned with the long-term success of the business as a whole and therefore with investors in TPG's products.

When setting our Remuneration Policy and making financial awards, we ensure that we consider TPG's risk appetite and strategy, including environmental, social and governance risk factors and our culture and values. This includes the long-term effects of any investment decisions taken.

4. REMUNERATION (CONTINUED)

Fixed & variable remuneration

It is important to distinguish between criteria for setting fixed and variable remuneration and that remuneration is clearly categorised as one or the other.

The FCA have given guidance as to the difference between the two:

- Fixed remuneration is based on a staff member's experience and role, outlined in their job description and employment terms. It's predetermined, non-discretionary, and not tied to performance.
- Variable remuneration is linked to performance, including long-term and exceptional achievements beyond the job description.
- Partners receive equal monthly drawings, which the FCA deems as fixed remuneration.
- Similarly, the FCA views profit-based payments given to partners at year-end, linked to individual or business unit performance or benchmarks, as being variable remuneration.

TPG ensures that the fixed and variable components of the total remuneration are appropriately balanced, including ensuring that the fixed component represents a sufficiently high proportion of the total remuneration. This allows full flexibility in relation to variable remuneration, including the ability to pay no variable remuneration.

TPG therefore set an appropriate ratio for this in our policy. TPG sets a ratio annually as part of our remuneration review and we take into account the business, associated risks and financial performance in the period. This is documented and reviewed by the Remuneration Committee and will set the maximum percentage of variable remuneration that can be paid. It will differ by department and is expected that control departments, such as Risk and Compliance, will have lower ratios.

Where variable remuneration is performance based, we evaluate not just individual performance, but also that of the unit and the Group.

When assessing performance, we analyse long-term performance, aligning payment with this timeframe

and considering Group risks, to ensure that the payment of variable remuneration doesn't affect the financial soundness of the Group.

Non financial metrics

Non-financial metrics are also key when we assess performance in this context. As conduct is crucial to the compliance culture of the Group, if an employee shows poor conduct, this may override their performance in financial areas. Conduct is therefore the biggest metric within non-financial considerations. Other non-financial metrics we may consider include:

- The building and maintenance of positive customer relationships and outcomes
- Alignment with our strategy or values, for example by displaying leadership, teamwork or creativity
- Adhering to our Compliance Policies & Procedures
- Meeting other non-financial targets relating to environmental, social and governance factors.
- Diversity and inclusion

Risk adjustments

The Triple Point Group considers current and future risks, including the cost of capital and the Group's liquidity when determining the pool of variable remuneration and make appropriate adjustments as needed. This may include adjustments at business unit level or individual level. We will not only consider financial risks, but non-financial risks such as the risk to our values, strategy, reputation, the risk of poor conduct or poor customer outcomes. If we do perform poorly on a financial level, we will significantly reduce our total variable remuneration available, including considering claw-back arrangements on bonuses awarded.

Performance adjustment

All variable remuneration is subject to in-year adjustments or clawback arrangements. These will specifically apply where an MRT was involved in or was responsible for conduct that meant the Group suffered financially or where the MRT failed to meet the standards of fitness and propriety expected

4. REMUNERATION (CONTINUED)

of them. This would include cases of fraud or negligence against the Group, its clients, or services. Our minimum clawback period is 3 years.

We will set different clawback periods and criteria for different MRT's based on the nature of their role at the Group, the risks impacted by that role and the time frame over which the risks could materialise.

Guaranteed variable remuneration

There are a limited number of occasions where the Triple Point Group may guarantee variable remuneration. These occur rarely and are as follows:

- **Sign on bonuses:** TPG would only pay guaranteed variable remuneration to an MRT in the year they join us, as a sign on bonus. This may occur on rare occasions, such as when a new joiner has lost their bonus by leaving their previous employment.
- **Retention bonuses:** It is not TPG's practice to pay retention bonuses, although the RemCo may consider it in exceptional circumstances, such as after a restructuring.

- **Severance payments:** We ensure that payments to MRT's relating to the early termination of an employment contract reflect their performance over time and do not reward failure or misconduct. Our policy for making severance payments is only where there is a settlement agreement in place and the amount will be determined by HR protocols.
- **Buy out awards:** Where we offer remuneration packages buying out a MRT's previous employment contract, it must align with our long-term interests. There must also be provisions on periods of retention, deferral, vesting and risk adjustments that correspond to outstanding, unvested variable remuneration under their previous employment contract.

All guaranteed variable remuneration, retention awards, severance pay and buy-out awards are subject to clawback.

Quantitative remuneration data

The table below sets out the remuneration information required to be disclosed in respect of Code Staff and senior management.

Members	Other staff	Senior management	Other MRT's
Fixed remuneration	£18,848,473	£2,024,919	£2,297,648
Variable remuneration	£5,437,850	£3,017,000	£1,512,331
Total remuneration	£24,286,323	£5,041,919	£3,809,979

The Firm has identified 30 material risk takers. No guaranteed variable remuneration or severance payments were awarded in the year to the MRT's.

5. INVESTMENT POLICY

The requirements set out under MIFIDPRU 8.7 does not apply to TPIM.



Triple Point

INVESTMENTS
WITH PURPOSE
FOR PROFIT
BY PEOPLE
FROM TRIPLE POINT

20
YEARS



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Triple Point is the trading name for the Triple Point Group which includes the following companies and associated entities: Triple Point Investment Management LLP registered in England & Wales no. OC321250, authorised and regulated by the Financial Conduct Authority no. 456597, Triple Point Administration LLP registered in England & Wales no. OC391352 and authorised and regulated by the Financial Conduct Authority no. 618187, and TP Nominees Limited registered in England & Wales no.07839571, all of 1 King William Street, London, EC4N 7AF, UK.

We will process any personal data of yours received in connection with the business we carry on with you in accordance with our privacy policy, which can be found on our website or provided to you upon request.