GUINNESS GLOBAL INVESTORS

IFPR Disclosure

For the year ending December 2022

Guinness Global Investors is a trading name of Guinness Asset Management Limited (FCA reference number 223077)

Contents

1. Introduction

1.1 Background

Guinness Asset Management was incorporated as a private limited company in England & Wales on 27 January 2003 and is authorised and regulated by the Financial Conduct Authority (“FCA”).

The Firm provides the following services:

- Asset management (including portfolio management)
- Discretionary investment management services
- Managing an unauthorised AIF (sub-threshold)

As at 31st December 2022 Guinness broadly operated two businesses;

1) Long-only equity funds; and
2) Ventures services

As at the reporting date, the Firm is captured under the FCA’s Investment Firms Prudential Regime (“IFPR”).

The IFPR is the FCA’s new prudential regime for MIFID investment firms as set out in the FCA Prudential Sourcebook for Investment Firms (“MIFIDPRU”) which aims to streamline and simplify the prudential requirements for UK investment firms. IFPR came into effect on 1st January 2022, and its provisions apply to Guinness as an FCA authorised and regulated firm. Under the IFPR, the Firm is categorised as a MIFIDPRU non-small non-interconnected ‘non-SNI’ investment firm for regulatory capital purposes, given that AUM is over £1.2bn. As the Firm’s balance sheet assets are less than £300 million Guinness can be classified as a smaller non-SNI investment firm and certain requirements under MIFIPRU do not apply.

The public disclosure requirements of IFPR are set out in MIFIDPRU 8, replacing the previous Pillar 3 requirements of BIPRU 11.

The MIFIDPRU 8 disclosure requirements include disclosures on the following:

- governance arrangements);
- risk management objectives and policies ;
- own funds,
- own funds requirements; and
- remuneration policies and practices

1.2 Frequency and location of disclosure

The disclosures in this document are based on the Firm’s financial position as at 31st December 2022, which represents the end of the Firm’s financial accounting period used for audited Financial statements of the company and will be reviewed annually. Additional disclosure may be made where appropriate if there are significant changes to the Firm’s business or activities.

2. Governance Arrangements

2.1 Corporate Background

Guinness Asset Management is a UK limited company (Company number 04647882).

The Firm's Board meets regularly with formal meetings to discuss and approve risk decisions and documentation. The Board is responsible for the direction and strategy of the Firm and oversight of all business activities.

The table below sets out the current members of the Board and the number of external directorships they each hold in organisations which pursue commercial objectives as at 31 December 2022.

Director (SMF3) *	Other FCA SMF Function	Number of External Directorships
Tim Guinness	SMF9, Chair	2
Edward Guinness	SMF1, CEO	4
Edmund Harriss	SMF17, MLRO, CIO	0
Jim Atkinson (US resident)	n/a	0
Andrew Martin Smith	n/a	3

* In addition Guinness Asset Management Directors are on the Board of its sister companies Guinness Atkinson Asset Management and Guinness Capital Management, aside from Jim Atkinson who is only on the Board of Guinness Atkinson Asset Management and Andrew Martin Smith who is only on the Board of Guinness Capital Management

The three companies are 100% owned by their Directors and employees and their Boards meet regularly with formal meetings to discuss and approve risk decisions and documentation. There is common management across the three companies creating an investment firm group.

2.2 Governance

The Board has established several committees to which it delegates responsibility. Each committee has its own terms of reference and meets on a periodic basis but can also be convened as necessary to deal with any matters arising.

A senior management committee, chaired by the CEO meets ten times a year and consists of the heads of compliance, finance & operations, investment, marketing, and sales along with senior members of each of those departments.

Each Board member has defined responsibilities for the oversight and control of key business processes and associated risks within their area of activity. In accordance with the FCA's Senior Managers & Certification Regime ("SM&CR") these are laid out in their Statements of Responsibilities.

The Board will, at least annually, conduct a review of the effectiveness of the Firm's internal controls and Risk Management Framework.

The Firm considers its risk procedures to be appropriate and proportionate to the nature, scale and complexity of the risks inherent in the business model and the activities of Guinness.

2.3 Risk Committee

Due to the size of its balance sheet assets. Guinness is not required to establish a risk committee.

2.4 Conflicts of Interest

The Board approves the Conflicts of Interest Policy which sets out how Guinness seeks to prevent and deal with conflicts of interest if they arise. The Board requires Directors to disclose any business interests that may result in actual or potential conflicts of interest with those of Guinness and if a conflict or potential conflict arises, the Directors must seek authorisation from the Board.

2.5 Diversity

Guinness is committed to encouraging diversity and inclusion with the aim of cultivating a positive work environment at every level of the business and maintains a working environment where individual differences and the contributions of all staff are recognised and valued. We have a Diversity and Inclusion Policy which aims for fairness and respect for all in our employment, embraces differences and opposes and avoids all forms of unlawful discrimination.

Employees are encouraged to identify good opportunities for training, development and progress and we will help and support all staff in developing their full potential and succeeding within the Firm.

Guinness has a Diversity and Inclusion Committee which monitors the make-up of the workforce and reviews this analysis at least annually.

3. Risk Management Objectives and Policies

3.1 Risk Management Framework

The Firm's Risk Management Framework is the responsibility of the Board and is in place to ensure that all risks the Firm is exposed to are managed in an appropriate way. The Firm maintains a Risk Register comprising a matrix of potential risks to the business to assist in identifying, measuring, monitoring, and mitigating those risks.

The key risks it monitors are listed in section 3.5 below.

The Board has responsibility to:

- oversee the risk management framework including systems, practices, policies and procedures that are in place to ensure there is appropriate risk identification measurement, monitoring and mitigation.
- ensure the Firm has complied with all the relevant FCA rules and regulations and that the Firm has appropriate procedures in place to comply with FCA rules.
- ensure that the compliance and risk management functions are adequately resourced, have appropriate independence within the Firm and have the appropriate standing.

3.2 Responsibilities of Senior Management

Senior management via the Board are accountable for designing, implementing and monitoring the process of risk management, including the day-to-day business activities of the Firm.

The senior management team will provide input on the development of the Risk Register to ensure that all risks from across the business are considered and included. Members of the senior management team will have risks allocated to them and will be responsible for regularly reviewing and updating the entry on the risk register and ensuring appropriate mitigation is in place.

Senior management will communicate the Firm's approach and commitment to establishing and maintaining an effective risk management framework to all relevant employees and will oversee employees to ensure they are fulfilling their obligations as part of the risk management process.

3.3 Two Lines of Defence

The Firm's first line of defence, which has primary ownership of the Firm's risks, is the business lines themselves and the functional areas carrying on the business activities, with the Chief Investment Officer and respective Heads of Investment Teams, Heads of Sales, Marketing, Finance and Operations and Compliance, having primary responsibilities for identifying potential risks and implementing and maintaining appropriate controls. The Firm's senior management regularly discuss and review risks which the Firm is exposed to using the Risk Register (referred to above) for a framework.

This line of defence also includes the Internal Capital Adequacy and Risk Assessment ("ICARA") process requirements which form an important method through which senior management manage the risks within the business, in particular the deployment of risk mitigation techniques to address potential and actual material harms.

The purpose of the ICARA process is to ensure that the Firm:

- has appropriate systems and controls in place to identify, monitor and, where proportionate, reduce all potential material harms; and
- holds financial resources that are adequate for the business it undertakes.

As part of the ICARA process, the Firm sets out its risk management processes including an analysis of the effectiveness of its risk management processes.

The Compliance and Risk team provide the second line of defence through their monitoring programme which provides independent oversight and challenge of the risk and control activities conducted by business lines and functional areas.

3.4 Risk Appetite Statement

The Firm has a medium to low appetite for risk. This means that the Board will look to mitigate the majority of controllable risks to a medium-low or low risk score. Normal risk appetite for the firm is if there is a 50% reduction in the firm's AUM over a 12-month period.

Where controllable risks are not mitigated within the Firm's risk appetite, the Board will ensure such risks are monitored regularly and will ensure a plan of action is in place to mitigate the risk to a lower level. Actions will be designated to an "owner", who will be responsible for ensuring actions are undertaken and are reported back to the Board. Dates for the relevant mitigations to be in place will be set.

The Board acknowledges that there are risks outside of its control that can't be mitigated to a level that sit within the Firm's risk appetite and it will continue to monitor these risks closely – these include for example, the risk to the firm from changing economic and regulatory conditions, or to the underlying tax regime on which products rely.

These risks are considered within the Firm's Wind Down Plan, to ensure that the Firm understands the risk these factors pose to the business and can wind down in an orderly manner if needed.

This wind-down plan aims to enable the Firm to cease its regulated activities and achieve cancellation of its regulatory permissions in an orderly manner, with minimal adverse harm on our customers (investors), counterparties or the wider markets. The wind down plan will be reviewed at least annually.

3.5 Key risks

Guinness has identified the following key risks:

Investment Risk

Main investment risks include

- poor investment decisions
- investment approach (style or thematic) going out of favour
- major stock market periods of decline.
- changes to the value of assets due to adverse movements in foreign exchange rates
- investment concentration risk (the risk that exposures to specific sectors or asset concentration could result in losses that are larger than investors would normally expect from the risk rating of the relevant investment strategy or fund)
- investment liquidity risk (the risk that a fund may have insufficient liquidity to cover fund outflows)
- errors made in the trading process

All of the risks listed above affect clients in terms of investment performance and the Firm in terms of the impact on AUM and therefore fees.

None of these risks particularly affect the market due to the size of the firm being relatively small compared to the entire market.

Operational risk

Operational risk is the risk of issues around trade settlement / confirmation, valuation risk and safeguarding risk. Guinness has established controls in place to mitigate these risks to a tolerable level. This risk has more impact on the Firm but can impact clients too, although the impact on the market is relatively limited.

Systems risk

Systems risk is the risk of loss arising from inadequate or failed internal processes, people, and systems or from external events, including failure of systems. The Board is responsible for the day to day running of the business and have instituted procedures for monitoring and mitigating systems risk that are appropriate to the size and complexity of the business. This has the risk of harm to both clients and the Firm but has limited impact on the overall market.

Cybersecurity risk, including unauthorised access to company information, is considered the highest Systems Risk and a scenario analysing a one-off cost associated with a Cyber event is defined as a Material Risk.

Management risk

Management risk is the risk of mismanagement at the Firm and the main risks include losing key staff, recruiting inappropriate employees, losing key clients, and suffering a data protection breach. There are mitigation actions in place for all these risks to ensure that the Firm's appetite for Management Risk is low. This risk can impact both clients and the Firm but has limited impact on the overall market.

Balance sheet and business model risk

Risks include :

- **Own funds requirements**

  Risk that the Firm fails to meet own funds and liquid assets capital adequacy regulatory requirements. Section 5.2 sets out the Firm's approach to assessing adequacy of own funds.

- **Concentration risk**

  Risk of excessive exposure to one group of assets and related revenue stream, which if removed would cause severe damage to the business model. This exposure could be through a fund manager or management team, a sales force, a client concentration, a country / geographic concentration or specific product concentration. It is a risk of amplified losses as a result of exposure to groups of connected counterparties or counterparties in the same economic sector, geographic region or from the same activity.

  The greatest concentration risks at the Firm are from cash placed with banks and its most successful strategy representing more than 50% of assets under management.

- **Liquidity**

  Risk that the Firm, although solvent, may be unable to meet its financial obligations as they fall due or unable to secure financial resources without excessive cost.

  The Firm's objective is framed by its medium to low appetite for risk set out in Section 3.4 Risk Appetite Statement. It therefore has an objective to maintain liquid resources well in excess of the highest of (1) risk based assessment of ongoing operations in the ICARA document and (2) the liquidity required to execute an orderly wind-down.

  The Firm has determined that the FCA must be notified if the own funds resources and liquid asset resources fall to 110% of the own funds and liquid asset requirements respectively. Therefore, the firm has an early warning indicator (EWI) for own funds and liquid asset resources falling to 120% of the respective requirements.

The current levels of Risk in relation to each of these risks is low and it is not the intention of the Board to change this.

Own Funds Requirement	Own Funds at 31.12 2022 of £18.08m were 2.8 times the £6.47 minimum capital required under ICARA.
Concentration Risk	Guinness does not run a trading book. Its main balance sheet concentration arises from its exposure to banks which hold its cash balances.
Liquidity	The gross assets on its balance sheet at 31.12.22 were 69% in bank deposits and similar liquid assets. Other assets include seed investments in Guinness funds (9% of gross assets at 31.12.22) which are mostly realisable within 4 days. The remaining balance (22% of gross assets at 31.12.22) includes trade debtors, accrued income, prepayments, fixed asset investments and tangible fixed assets.

4. Own Funds

4.1 Composition of regulatory own funds

The table below summarises the composition of regulatory own funds for the Firm as at 31st December 2022. The Firms own funds comprised exclusively Common Equity Tier ("CET") 1 capital.

	Item	Amount (GBP thousands)	Source based on reference numbers/letters of the balance sheet in the audited financial statements
1	**OWN FUNDS**	**18,080**	
2	**TIER 1 CAPITAL**	**18,080**	
3	**COMMON EQUITY TIER 1 CAPITAL**	**18,080**	
4	Fully paid up capital instruments	241	Note 22 in Report and Accounts ('R&A')
5	Share premium	1,219	Statement of changes in equity (R&A)
6	Retained earnings	16,610	" "
7	Accumulated other comprehensive income		
8	Other reserves	10	Capital Redemption Reserve (R&A)
9	Adjustments to CET1 due to prudential filters		
10	Other funds		
11	(-)TOTAL DEDUCTIONS FROM COMMON EQUITY		
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	-	

GUINNESS ASSET MANAGEMENT

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

The table below shows the breakdown of the total available regulatory capital reconciled to the capital shown on the balance sheet in the Firm's audited financial statements.

Amount (GBP thousands)		Balance sheet as in published / audited financial statements As at period end	Under regulatory scope of consolidation As at period end	Cross- reference to 4.1, Composition of Regulatory Own Funds
Assets (breakdown by asset classes according to the balance sheet in the audited financial				
1	Tangible Assets	88		
2	Investments	279		
3	Debtors: due after one year	508		
4	Debtors: due within one year	7,429		
5	Current asset investments	3,242		
6	Cash	25,988		
7	**Total Assets**	**37,533**		
Liabilities (breakdown by liability classes according to the balance sheet in the audited financial				
1	Trade creditors	1,753		
2	Corporation tax	586		
3	Other taxation and social	347		
4	Accrued expenses	14,752		
5	Deferred income	2,015		
6	**Total Liabilities**	**19,453**		
Shareholders' Equity				
1	Called up share capital	241		Item 4
2	Share premium account	1,219		Item 5
3	Capital redemption reserve	10		Item 8
4	Profit and loss account	16,610		Item 6
5	**Total Shareholders' equity**	**18,080**		

GUINNESS ASSET MANAGEMENT

4.3 Main features of own instruments issued by the firm

Issuer:	**Guinness Asset Management Limited**
Regulatory treatment	
Regulatory classification	Common Equity Tier 1
Instrument type	Ordinary Shares
Amount recognised in Audited Financial	GBP 0.241m
Nominal amount of instrument	GBP 0.241m
Issue price	GBP 1
Rights of redemption	None
Accounting classification	Shareholders' Equity
Dividends	
Full discretionary, partially discretional or mandatory (in terms of amount)	Mandatory as 25% of prior year's audited Profit After Tax
Full discretionary, partially discretional or mandatory (in terms of timing)	Partially discretional. Annually post completion of prior financial year's audit

5. Own Funds Requirements

5.1 K-Factor Requirement and Fixed Overheads Requirement

The table below shows the K-factor requirement, broken down into three groupings and the total amount of fixed overheads requirement.

	Item	Amount (GBP thousands)
K-Factor	∑ K-AUM, K-CMH and K-ASA	850
	∑ K-DTF and K-COH	-
	∑ K-NPR, K-CMG, K-TCD and K-CON	-
Fixed Overheads Requirement (“FOR”)		6,466

5.2 Approach to assessing the adequacy of own funds

The Firm’s approach to assessing compliance with the overall financial adequacy rule is to undertake a regular ICARA process.

The ICARA process is the core risk management process for FCA investment firms and is a continuous assessment of the harm a firm may pose to clients and markets as part of its ongoing business and during wind-down.

Under ICARA, Guinness is required to determine the overall financial adequacy rule set whereby it is required to always hold own funds and liquid assets which are adequate, both as to their amount and their quality, to ensure that:

- The Firm is able to remain financially viable throughout the economic cycle, with the ability to address any material potential harm that may result from our ongoing activities; and
- The Firm’s business can be wound down in an orderly manner, minimising harm to consumers or to other market participants

The ICARA process is reviewed annually with the ICARA document being prepared at least once every 12 months, or more often if there is a significant change to the Firm’s business model, operating strategy or to the wider market.

The ICARA Document and Process was last signed off by the Board on 29th June 2023.

6. Remuneration Policies and Practices

Guinness falls under the scope of the MIFIDPRU Remuneration Code ("the Code") as set out in SYSC 19G of the FCA Handbook. Our policies and practices in particular and importantly seek to align the outcomes for our employees with those of our clients as regards investment risk and investment performance over both short and long time horizons. They thereby are fully intended to meet the FCA objective that we have remuneration policies which are consistent with and promote effective risk management on behalf of clients and contain measures to avoid conflicts of interest. Our policies also seek to stop Guinness itself being exposed to excessive risk.

The Remuneration Policy is also designed to be appropriate to the size, internal organisation and nature, scope and complexity of its activities for achieving those objectives.

This remuneration disclosure sets out qualitative and quantitative information on the Firm's remuneration processes and practices.

6.1 Approach to Remuneration

The Guinness Remuneration Policy is designed to support key business strategies and create a strong, performance-orientated environment whilst protecting long term capital stability. As such an important element of the policy is attracting, motivating and retaining talent. Remuneration practices seek to develop a multi–year framework which allows long term performance to reflect the volatility and cycles in the business; avoids rewarding artificial or exaggerated short term performance; and intends to be consistent with and promote sound and effective risk management, having considered the impact of future risks and uncertainties.

The particular combination of approaches used varies across the business and reflects, on a role by role basis, what best fits the Firm's objectives of optimising the management of risk with the incentivisation of individual Material Risk Takers (as defined below).

The objective in determining the best remuneration mix for each Material Risk Taker is to optimise the combination of reward for the performance of the individual in their role during the previous financial year with incentivising them to embrace creating long term value for the Firm and its clients, and avoid taking steps that create undue risks for the Firm or its clients.

6.2 Governance Arrangements for Remuneration

Being a smaller firm, Guinness has no separate remuneration committee. The oversight and governance of the Remuneration Policy is the responsibility of the Board. The policy is reviewed by the Board and Compliance as part of an annual process and to ensure that it remains consistent with the Code and the objectives of the Firm.

6.3 Material Risk Takers

In accordance with the FCA rules, Guinness is required to identify the categories of staff whose professional activities are deemed to have a material impact on the risk profile of the Firm. Material Risk Takers ("MRTs") are identified in line with the criteria in the Code and broadly include:

- Members of the Board
- Senior Management
- Individuals whose role means they can expose the Firm, or the Funds it manages, to material risk

A register of MRTs is maintained by the Compliance Department and is approved annually by the Board. Guinness ensures that it applies all the necessary remuneration requirements to these staff. Individuals who are identified as MRTs are notified of their identification and the implications of their status

As at 31st December 2022, there were 37 MRTs employed by the Firm.

6.4 Remuneration Arrangements

Remuneration at Guinness is clearly categorised as:

- Fixed remuneration, which is monthly salary, including non-discretionary pension contributions.

- Variable remuneration, which is:
  - discretionary bonuses,
  - formulaic bonus pools
  - amounts based on profits, pre-compensation profits, AUM or net revenues
  - other variable measures such as carry or performance fees and
  - discretionary bonus used to acquire shares under a Deferred Share Purchase Plan

The fixed component is set in line with market competitiveness at a level to attract and retain skilled staff and represents a sufficiently high proportion of total remuneration to enable the operation of a fully flexible policy on variable remuneration, including the possibility of paying no variable remuneration component. All permanent employees are eligible to receive variable remuneration and the Firm must ensure that variable remuneration awards are based on the performance of the company, the business unit and the individual concerned.

Formulaic bonus pools based on share of net revenues; equity and performance fee elements are important aligners of the interests of MRTs in growing the value of the business over the long term and motivating MRTs to avoid risks that could damage such growth of the company.

The equity and pre-compensation profit share bonus pool components of remuneration align staff interests to the growing of profitable, rather than unprofitable business and manage financial risk in weaker parts of the market cycle by mitigating any damage to the Firm's capital adequacy that high fixed salaries can cause.

At a firm level quantitative criteria for the assessment of performance comes from pre-compensation profits.

At an individual and business unit level, quantitative criteria for the assessment of performance consists of fund revenues and pre-compensation profits i.e. after business unit costs, net assets raised, fees deferred and performance fees.

6.5 Qualitative Performance Assessment

The Code requires firms to assess performance for remuneration purposes on a qualitative as well as quantitative basis. Individuals and teams who have variable remuneration calculated on a formulaic basis also have performance assessed on non-financial criteria. The assessment typically forms part of an employee's annual review. Discretionary bonus remuneration or formulaic remuneration will be adjusted, when appropriate, to reflect significant over or under performance of the individual, team and business on a qualitative basis. Examples of non-financial criteria are:

- Measures relating to building and maintaining positive customer relationships and outcomes
- Performance in line with firm strategy or values, for example by displaying leadership, teamwork or creativity
- Adherence to the firm's risk management and compliance policies
- Compliance with the regulatory system
- Support of the Company's activities on ESG, and Diversity and Inclusion
- Maintaining appropriate standards of fitness and propriety

6.6 Performance Adjustment

Guinness must ensure that variable remuneration, including any deferred portion, is paid or vests only if it is sustainable according to the financial situation of the company.

Where variable remuneration has been awarded Guinness retains the ability to reduce the amounts awarded should certain circumstances arise. All employees who receive variable remuneration are subject to the performance adjustment requirements.

If the variable remuneration has been awarded but not yet paid (e.g. deferred payment) the amount awarded may be reduced prior to payment ("malus").

If the variable remuneration has already been paid the firm may require the individual to repay the relevant amount ("clawback").

Reduction (malus) and clawback may be applied in the following circumstances:

Both reduction (malus) and clawback

- The individual participates in or is responsible for conduct which results in a material downturn in the financial performance of the firm
- The individual participates in or is responsible for gross negligence or gross misconduct which results in significant losses to investors
- The individual fails to meet appropriate standards of fitness and propriety
- The relevant business unit suffers a material failure of risk management, in particular if it risks or results in regulatory censure or penalties

Reduction (malus) only

- The firm or relevant business unit suffers a material downturn in financial performance, *in which case only malus will apply.*

Guinness will give notice to employees in the event that clawback may be invoked. If no notification has been given within 3 years of the variable remuneration being awarded, the firm has no right to invoke repayment under the clawback arrangement. This does not preclude the firm pursuing an individual for fraudulent activity or criminal charges.

Application of reduction (malus) or clawback will be determined by the Board taking the circumstances listed above into consideration in a reasonable manner. The request for clawback and/or reduction (malus) may be made with reference to a multi-year period, with no maximum limit placed on the period that can be referenced.

The calculation of the amount to be adjusted will be made with reference to a number of factors such as:

- Direct and indirect financial losses attributable to the relevant failure
- The cost of fines and other regulatory actions
- Reputational cost
- The impact of the failure on the firm's relationship with other stakeholders including shareholders, employees, creditors, the taxpayer and regulators.

6.7 Guaranteed Variable Remuneration

The Firm's approach to remuneration does not constitute a guaranteed amount of variable remuneration. However, in exceptional circumstances, it would be considered when hiring a new MRT, as a one-off and limited to the first year of service. Any amount of guaranteed variable remuneration offered would be subject to the same rules for variable remuneration including malus and clawback provisions.

6.8 Severance Pay

The Firm's contracts typically do not include any reference to payments in relation to early termination. However, it is the intention that no bonus will accrue after early termination of a contract. If any such awards were to be made they would be reasonable and take into account the circumstances and associated risks of the case, including criteria such as length of service, the seniority of the role, the reason for early termination of employment and the potential costs of legal fees. The same general rules for variable remuneration, including malus and clawback, would apply.

6.9 Quantitative Disclosure

Guinness is required to disclose the total amount of remuneration awarded to all staff, senior management, other material risk takers and other staff and this must be split into fixed and variable remuneration.

For the year ending 31st December 2022 employees received the following remuneration:

Category	Total Remuneration (£m)	Fixed Remuneration (£m)	Variable Remuneration (£m)	Number of Beneficiaries
All staff	**16.4**	**5.9**	**10.5**	**63**
Senior management	10.9	2.2	8.7	15
Other material risk takers	3.2	2.2	1.0	24
Other staff	2.3	1.5	0.8	24

Senior management includes the Board as well as all individuals who are responsible and accountable to the Board for the day-to-day management of the Firm.

Beneficiaries include all staff (including leavers) who received remuneration in the year ending 31st December 2022.