SMBC

SMBC Group

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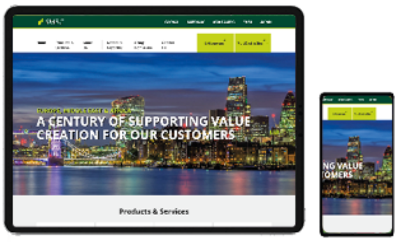
SMBC Derivative Products Limited

MIFIDPRU disclosure report
Year ended 31 March 2025

Contents



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Document disclaimer

– SMBC Derivative Products Limited ("the Company") is authorised and regulated by the Financial Conduct Authority ("FCA"). The disclosures set out in this document have been provided in accordance with the requirements set out in Chapter 8 of the FCA's MIFIDPRU Prudential Sourcebook for MiFID Investment Firms ("MIFIDPRU 8") under the UK Investment Firms Prudential Regime ("IFPR"). The IFPR is a single prudential regime for all solo-regulated investment firms in the UK (FCA investment firms) authorised under the UK Markets in Financial Instruments Directive (MiFID), which came into effect on 1 January 2022.

– The purpose of the disclosure, as contained within this document, is to provide sufficient information to enable market participants to assess the risks within the Company.

– This document does not constitute any form of financial statement on behalf of the Company.

– This document reflects, where appropriate, information which is contained within the Annual Report & Financial Statements of the Company.

– Although the disclosures are designed to provide transparent capital disclosure by banks and investment firms on a common basis, the information contained in this particular document may not be directly comparable with that made available by other firms. This may be due to a number of factors such as:

- The mix of approaches allowed under the IFPR;
- The mix of exposure types;
- The different risk appetites and risk profiles of firms; and/or
- The different waivers and modifications granted by the FCA.

1. Overview

1.1 Background and scope

Effective 1 January 2022, IFPR is the regulatory framework for the UK market governing the management of risks and capital requirements for investment firms that are authorised and regulated under the MiFID. The prudential regime for FCA investment firms is more aligned to the way that investment firms run their business. This should reduce barriers to entry and allow for increased competitiveness between investment firms in the UK.

The disclosures herein have been prepared in accordance with the disclosure requirements of MIFIDPRU 8. These requirements are designed to promote market discipline by providing market participants with key information on the Company's risk management objectives, governance arrangements, own funds and own funds requirements. Improved public disclosures of such information leads to increased transparency and should lead directly to more effective market discipline.

1.2 Basis of disclosure

The IFPR disclosure requirements apply to the Company on an individual entity basis. Unless otherwise stated all figures in this document are denominated in thousands of US Dollars and are as of 31 March 2025.

1.3 Frequency of disclosure

After due consideration of the size and complexity of the operations, the Company has determined that this disclosure document will be formally updated on an annual basis, to reflect the situation as at the end of each financial year. However, the Company may decide to publish some or all disclosures more frequently than annually if there are future changes in the business that are deemed to be material by the Company's Board of Directors.

1.4 Location and verification

This Disclosure Document has been reviewed and approved by the Company's Board of Directors but has not been subject to external audit. However, where data is equivalent to that included in the Annual Report and Financial Statements, such data has been subject to external audit during the formal review and verification process of the financial statements.

This report is published on the SMBC Group's corporate website for the EMEA region (EMEA – Corporate Disclosures (https://www.smbcgroup.com/emea/notices-reporting/corporate-disclosures).

2. Risk management objectives and policies (MIFIDPRU 8.2)

The Company's Risk Management Department ("RMD") is responsible for implementing a risk management framework that satisfies all applicable laws, regulations, and best practice. The Risk function is independent from the business areas that generate risk and operates within the overall governance framework of the Company which allows the exercise of professional judgement in an effective and impartial manner.

Per the requirements of MIFIDPRU7.2A, RMD is led by the Chief Risk Officer ("CRO") and is independent of operational and business functions, and has sufficient authority, stature, and resources to enact its responsibilities.

The key objectives of the Risk function are:

- To coordinate the implementation of a Board approved Risk Management Framework which ensures effective identification, assessment, measurement, management and reporting of existing key risks and emerging risks,
- To ensure an appropriate Risk Appetite Framework in place which is observed and maintained in the pursuance of the strategic objectives,
- To ensure maintenance of sufficient quality and quantity of capital resources consistent with the level and nature of risks being taken,
- To ensure that prudent levels of liquidity are in place to fund the UK entities even under stressed conditions,
- To assess aggregate risk against risk appetite based on individual assessments provided by subject matter experts in different departments to RMD. This will for instance include Compliance Department ("CPD") undertaking and providing assessments for financial crime and conduct risk or IT Security Department undertaking and providing assessments for IT and Cyber risk.
- To maintain an adequate and effective control environment,
- To ensure adherence to the letter and spirit of laws and regulations governing its business.
- To review and alert the Board regarding aggregate risks across the organisation, and to review and challenge the end to end control framework,
- To keep the Board and management informed of the latest development pertaining to Risk Management matters in international standards and practices on Risk Management (in general and specific to financial institutions),
- To provide technical advice and support to the Board and management in improving and advancing the Risk Management system as the legal and regulatory environment, standards and/or the business focus changes; and
- To ensure coverage of both the base case and downside risks that may have implications on the entity's ability to meet its objectives. This encompasses all risks, e.g., on- and off-balance sheet and at a group-wide, portfolio and business-line level. This includes the risks defined under Basel Accord, e.g., credit risk, market risk, liquidity, operational risk and through working with other departments, compliance, reputational risk, legal risk and cyber risk

The Risk Management Framework of the Company sets out the governance arrangements, roles and responsibilities, appetites and limits, reporting and policies that are in place across the Company to manage the risks to the Company. Collectively, these processes meet the requirements of MIFIDPRU 8.2.1 and 8.2.2.

3. Governance arrangements (MIFIDPRU 8.3)

3.1 Corporate structure

SMBC Derivative Products Limited, company number 02988637, incorporated in the United Kingdom and registered in England and Wales, is an investment firm authorised and regulated by the FCA. It is a wholly owned subsidiary of SMBC Nikko Capital Markets Limited ("SMBC Nikko"). SMBC Nikko's majority shareholder is Sumitomo Mitsui Banking Corporation ("SMBC"), SMBC Group refers to the subsidiaries and affiliates under SMBC.

3.2 Business model and strategy

The Company is structured as a bankruptcy remote derivative products company ("DPC") and has received a credit rating of Aa1 from Moody's Investors Service Inc. ("Moody's") and AA- from Standard & Poor's Ratings Group ("S&P"). It manages its capital in accordance with its regulatory requirements under IFPR as well as specific operating requirements to maintain these enhanced credit ratings.

The Company's principal activities are the provision of interest rate and foreign exchange risk hedging products to customers seeking a highly rated counterparty and the provision, for a fee, of performance guarantees of its affiliates.

All principal trades booked by the Company with its customers are hedged with mirror transactions with an affiliated entity SMBC Capital Markets Inc. The Company earns a credit intermediation fee for each transaction. A fee is also earned for all credit guarantees written. Additionally, the Company is free to earn a return on its capital.

3.3 Business environment

The Company operates in a highly regulated business environment with significant requirements in respect of reporting, capital and liquidity management, product design, conduct, customer service and other business aspects from multiple regulators in the countries the Company operates. These regulations constantly change and evolve in response to years of financial instability, new business practices, economic and political developments and become increasingly stringent in order to promote good practice and stability in global financial markets.

The Company operates in an environment of significant uncertainty with respect to the continuing challenges. The annual report and accounts provide further details for this section and can be found on the SMBC Group's corporate website for the EMEA region (EMEA – Corporate Disclosures (https://www.smbcgroup.com/emea/notices-reporting/corporate-disclosures))..

3.4 Governance structure

The Board retains all decision-making powers though it has delegated some of these to either committees or individuals.

Audit Committee

The Audit Committee is responsible for assisting the Board in: i) its oversight and monitoring of the integrity of the financial statements and internal financial controls; and ii) monitoring and reviewing the effectiveness of the internal audit function.

The members of the Committee are the non-executive directors and it is chaired by an independent non-executive director.

Nomination Committee

The Nomination Committee is responsible for assisting the Board in the recommendation and approval of Board and senior management positions. The Nomination Committee also has responsibility for overseeing the process for ensuring that non-executive directors receive a tailored induction upon appointment and ongoing development programmes.

The members of the Committee are the non-executive directors and it is chaired by an independent non-executive director.

Risk Committee

The Risk Committee is responsible for assisting the Board in its oversight of risk, reviewing the Company's risk appetite and risk profile, reviewing the risk effectiveness of the risk management framework, reviewing the methodology used in determining the Company's capital requirements and stress testing.

The members of the Committee are non-executive directors and it is chaired by a non-executive director.

Executive Committee

The Board has delegated day-to-day managemnt of the Company to the Chief Executive Officer ("CEO"), who is further supported by the Executive Committee. The Committee meets on a monthly basis and is responsible for the supervision and management of the Company's Business. The members of the Committee are the Senior Management team and it is chaired by the CEO.

The Committee reports, via the CEO, to the Board and the non-executive directors receive a copy of the papers and minutes of all Committee meetings.

3.5 Directorships

The table below shows the Company's directors and the number of both internal and external directorships they each hold as of 31 March 2025 and at the date of this report:

Director	Other Directorships held
Matthew Grayson	0
Thomas Sedgwick Coleman	0
Timothy Quinn	0
Antony Yates	0
Mehul Desai	0
Aarti Sharma	0
Dipesh Ganatra	0

Executive and non-executive directorships held in organisations which do not pursue predominantly commercial objectives and executive and non-executive directorships held within the SMBC Group are not in scope for the number of directorships to be included hence an adjusted number of directorships has been provided.

The following changes to the Board occurred in the year and as at the date of this report:

- Matthew Grayson, appointed as a director on 05 March 2025
- Roger McCormick, resigned as a director on 13 December 2024
- Dipesh Ganatra, appointed as a director on 13 June 2024
- Glenn Swanton, resigned as a director on 13 June 2024

The annual report and accounts set out further information which complements the information that can be found in this MIFIDPRU disclosures document. It can be found on the SMBC Group's corporate website for the EMEA region (EMEA – Corporate Disclosures (https://www.smbcgroup.com/emea/notices-reporting/corporate-disclosures)).

4. Key metrics

The key metrics dashboard below provides a summary of the capital adequacy positions of the Company under the IFPR rules.

	31 March 2025	31 March 2024
Common equity tier 1 (CET1) capital		
Called up share capital	200,000	200,000
Retained earnings	26,392	51,305
	226,392	251,305
CET1 regulatory adjustments		
Intangible assets	0	0
Other	(107)	(133)
	(107)	(133)
Total CET1 capital	226,285	251,172
Total Own Funds (A)	226,285	251,172
IFPR Own Funds Requirement (B)	968	947
Own Funds Ratio (note below)	23,376%	26,512%

Note: Own Funds Ratio is defined as Own Funds v Own Funds Requirement (A/B expressed as a %).

5. Own funds (MIFIDPRU 8.4)

The following table presents the Company's Own Funds held which is made up of common equity tier 1 capital.

Under MIFIDPRU 8.4, the Company is required to disclose:

1. A composition of the regulatory own funds and the applicable regulatory deductions and applicable filters – see Table 1 below;
2. A reconciliation of 1 (above) with the capital in the balance sheet in the audited financial statements of the Company – see Table 2 below;
3. A description of the main features of own funds instruments issued by the Company – see Table 3 below.

Table 1: Composition of regulatory own funds of the Company

	Item	31 March 2025	31 March 2024	Cross reference to Table 2
1	OWN FUNDS	226,285	251,172	
2	TIER 1 CAPITAL	226,285	251,172	
3	COMMON EQUITY TIER 1 CAPITAL	226,285	251,172	
4	Fully paid-up capital instruments	200,000	200,000	a
5	Share premium	0	0	
6	Retained earnings	26,392	51,305	b
7	Accumulated other comprehensive income			
11	(-) TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	(107)	(133)	

5.1 Common Equity Tier 1 ("CET1") Capital

The Company's Common Equity Tier 1 capital is made up of $200 million of fully paid-up ordinary share capital. Ordinary shares carry voting rights and are wholly owned by SMBC Nikko. Further details of the features of ordinary shares are in Table 3 below.

5.2 Capital deductions

Our own funds are subject to the following deductions from CET1:

- Deduction of intangible assets; and
- Prudential filters, which include:
  - Reversal of the gain or losses on liabilities that result from changes in the own credit standing of the Company, and
  - Application of the additional value adjustments.

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ('IFRS'), and regulatory own funds are prepared under prudential rules. The financial statement under the regulatory scope of consolidation forms the basis for the calculation of regulatory capital requirements. There is no difference in the regulatory and accounting scope of consolidation.

Table 2: Own funds reconciliation of regulatory own funds to balance sheet in the audited financial statements

		a Balance sheet as in published financial statements	b Under regulatory scope of consolidation	c Cross reference to Table 1
		31 March 2025		
Assets – Breakdown by asset class according to the balance sheet in the published financial statements				
1	Cash at banks	214,852		
2	Trading Securities	49,918		
3	Derivative assets	25,703		
4	Other debtors	2,298		
	Total assets	292,771		
Liabilities - Breakdown by liability class according to the balance sheet in the published financial statements				
1	Derivative liabilities	25,523		
2	Other creditors	40,856		
	Total Liabilities	66,379		
Shareholders' Equity				
1	Called up share capital	200,000		a
2	Retained earnings	26,392		b
	Total shareholders' equity	226,392		

Table 3: Main features of own funds issued by the Company

Capital Instruments' main features template

		Common Equity
1	Issuer	SMBC Derivative Products Limited
2	Unique identifier (e.g., CUSIP, ISIN or Bloomberg identifier for private placement)	N/A
3	Governing law (s) pf the instrument	English
	Regulatory treatment	
4	Transitional CRR rules	Common Equity Tier 1
5	Post-transitional CRR rules	Common Equity Tier 1
6	Eligible at solo/ (sub)- consolidated/ solo & (sub)- consolidated	Solo & consolidated
7	Instrument type (types to be specified by each jurisdiction)	Common shares
8	Amount recognised in regulatory capital (currency in million, as of most recent reporting date)	USD 200 million
9	Nominal amount of instrument	USD 200 million
9a	Issue price	USD 1 per security
9b	Redemption price	N/A
10	Accounting classification	Shareholders' equity
11	Original date of issuance	03/01/2012
12	Perpetual or dated	Perpetual
13	Original maturity date	N/A
14	Issuer call subject to prior supervisory approval	No
15	Optional call date, contingent call dates and redemption amount	N/A
16	Subsequent call dates, if applicable	N/A
	Coupons/ dividends	
17	Fixed or floating dividend/ coupon	Floating
18	Coupon rate and any related index	N/A
19	Existence of a dividend stopper	No
20a	Fully discretionary, partially discretionary, or mandatory (in terms of timing)	Fully discretionary
20b	Fully discretionary, partially discretionary, or mandatory (in terms of amount)	Fully discretionary
21	Existence of step up or other incentive to redeem	No
22	Noncumulative or cumulative	Non-cumulative
23	Convertible or non- convertible	Non- convertible
24	If convertible, conversion trigger(s)	N/A
25	If convertible, fully or partially	N/A
26	If convertible, conversion rate	N/A
27	If convertible, mandatory, or optional conversion	N/A
28	If convertible, specify instrument type convertible into	N/A
29	If convertible, specify issuer of instrument it converts into	N/A
30	Write- down features	No
31	If write- down, write- down trigger(s)	No
32	If write- down, full or partial	N/A
33	If write- down, permanent or temporary	N/A
34	If temporary write- down, description of write- up mechanism	N/A

		Common Equity
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	N/A
36	Non- compliant transitioned features	No
37	If yes, specify non- compliant features	N/A

6. Own funds Requirements (MIFIDPRU 8.5)

6.1 Components of the assessment

The Company does not meet the conditions for classification as a Small and Non-Interconnected ("SNI") MIFIDPRU investment firm under MIFIDPRU1.2. As such, The Company's own funds requirements are determined as the highest of the following three requirements under MIFIDPRU 4.3.2 R:

1. Permanent Minimum Capital Requirement (PMR) – £750,000 (MIFIDPRU 4.4.2R)
2. Fixed Overheads Requirement (FOR) – $656,356, one quarter of the Company's annual fixed overheads (MIFIDPRU 4.5.1.R)
3. K-factor requirements – Total K-factor requirements are $186,896 a breakdown of which is provided in Table 4 below.

The Company's Own Funds Requirements are therefore determined by the PMR, i.e., £750,000 (equivalent of $968,007), which is the highest of these three.

6.2 K-Factor requirements breakdown

The 'K-factor' approach is the approach introduced by the IFPR to determine the minimum own funds requirements of an investment firm that is not an SNI. The aim of the K-factors is to provide a tailored and more appropriate method for setting a risk-based minimum own funds requirement for all types of investment firm compared to the CRR regime.

The K-factors relevant to the Company's business model include the following:

- K-factor requirement calculated on the basis of the Daily Trading Flow ("K-DTF") – designed to capture the operational risks relating to the value of trading activity a firm conducts throughout each business day. First component is 'cash trades' which includes both outright security purchase/sales and securities financing transactions ("SFTs"), which the Company does not have. Second component are derivative trades. DTF is measured as a rolling average over the previous 9 months but excluding the 3 most recent months.
- K-factor requirement calculated on the basis of the Net Position Risk ("K-NPR") – this approach carries forward the market risk requirements under the UK CRR.
- K-factor requirement calculated on the basis of the Trading Counterparty Default risk ("K-TCD") – captures the risk of the Company's exposure to the default of its trading counterparties. This includes derivative transactions designated as trading book.

Table 4: K-factor requirements

K-factor requirement: (Sum of)	31 March 2025	31 March 2024
K-DTF	1.0	0.1
K-NPR + K-TCD	185.9	205.2
Total K-factor requirement	186.9	205.3

6.3 Overall financial adequacy

The Company utilises a number of approaches to ensure that it remains compliant with the overall financial adequacy rule under MIFIDPRU7.4.7R, both in terms of own funds and liquidity resources.

Foremost is the annual assessment of own funds and liquidity adequacy conducted during the Internal Capital Adequacy and Risk Assessment ('ICARA') process, which considers the Company's resource requirements under 'business as usual' and a variety of stressed scenario contexts.

- In the case of own funds, this requirement is based on the internal harms analysis which captures the financial impact arising from potential risks to the firm, risks to clients and risks to the market.
- In the case of liquidity, due to the simplistic nature of the firm's balance sheet this requirement is based on a two week cumulative net cash flow requirement.

The Company is additionally considered within its parent SMBC Nikko's Solvent Wind Down Plan ("SWDP") where an assessment is made of the resources and actions required in order to achieve an orderly wind down (and as a final step, the closure of SMBC Nikko's. Group's regulated business). The SWDP has been structured in accordance with key regulatory expectations and industry practices, such as the guidance set-out in the FCA handbook (MIFIDPRU 7.5).

The above requirements represent the Company's 'threshold requirements' for solvency and liquidity as per the requirements of MIFIDPRU 7.6 and 7.7 respectively.

7. Remuneration policy and practices (MIFIDPRU 8.6)

The Company is classified as a non-SNI MIFIDPRU firm and is subject to the FCA's MIFIDPRU Remuneration Code.

The Company has a Board of Directors that is made up of three Independent Non-Executive Directors (INEDs), two Group Non-Executive Directors and two Executive Directors. The two Executive Directors and the two Group Non-Executive Directors are members of senior management of other SMBC group entities who provide their services to the Company. In addition, key control function roles in the Company are provided to the Company under the terms of Agency Agreement and Service Level Agreements with other SMBC group companies. The Company has no employees however all of the above-mentioned roles have been identified as material risk takers (MRTs) by virtue of their responsibilities in the Company.

SMBC Group applies a consistent set of principles across its entities and these are reflected in the principles used to determine the remuneration of those employees and members of staff of other SMBC Group entities who provide their services to the Company.

The principles that guide and support remuneration policies and practices are intended to ensure that these are operated in line with business philosophy, aims and objectives, are in line with all relevant regulations, are risk-focussed, and promote effective risk management.

The principles support the operation of gender neutral policies with male and female employees being paid equal pay for equal work or work of equal value.

Incentives are intended to reflect:

- financial performance including capital requirements
- current and future financial and non-financial risk exposures with information provided by the risk function to ensure all relevant financial and non-financial risk exposures are taken into account
- adherence to applicable risk and control frameworks
- conduct behaviours

Core performance criteria include: Customer Focus, Diversity and Inclusion, Enterprise Leadership, Trust & Integrity, Risk, Judgement & Decision Making, Driving Results, Driving Change and Being Strategic and Visionary.

Remuneration components include:

- Fixed remuneration – salary, benefits and allowances
- Variable remuneration – annual incentive awards

Salary levels are assessed using the following factors and reviewed annually:

a. the market rate for the function;
b. the consistency of the market rate with internal peer groups;
c. the knowledge, experience and competencies of the individual.

Annual incentives are discretionary, and performance based and are awarded based on group, firm and departmental results and individual performance.

Guarantees are used only in exceptional circumstances, only in the case of new hires and only in their first 12 months of service.

Severance payments can be made on termination of employment. Severance payments are not made where there is evidence of poor performance or poor conduct behaviours.

Variable remuneration awarded to MRTs of the Company is subject to malus and clawback that can be applied in situations that include: a deliberate or malicious act, error, accident or negligence. Grounds for performance adjustment of variable pay can also reflect a responsible person's failure to act either to prevent a risk event or where timely action would have mitigated the effects of a risk event. Performance adjustment seeks to take account of matters that were not apparent at the time of the original variable award and may result in the loss of bonus.

Remuneration in performance year 2024

	Total amount of remuneration awarded to all staff in US$'000	
1	Total remuneration	5,529
2	Total fixed remuneration	3,265
3	Total variable remuneration	2,264
	MRTs	
4	Total number of MRTs	11

	Remuneration of all staff	Senior Management	Other MRTs	Other staff
5	Total remuneration awarded	4,697	832	–
6	Total fixed remuneration awarded	2,737	528	–
7	Total variable remuneration awarded	1,960	304	–

	Special payments	Senior Management	Other MRTs	Other staff
8	# of MRTs receiving guaranteed variable remuneration	–	–	
9	Total amount of guaranteed variable remuneration awarded	–	–	–
10	# of MRTs receiving severance payments	–	–	
11	Total amount of severance payments awarded	–	–	–
12	The amount of highest severance payment awarded to an individual MRT	–	–	

	Variable remuneration of MRTs	Senior Management	Other MRTs
13	Variable remuneration	1,960	304
14	– of which, awarded in cash upfront	509	91
15	– of which, awarded in cash deferred	471	61
16	– of which, awarded in non-cash upfront	509	91
17	– of which, awarded in non-cash deferred	471	61
18	Deferred remuneration awarded for previous performance periods	2,409	1,766
19	– of which, due to vest in the financial year	423	32
20	– of which, due to vest in subsequent years	1,986	1,734
21	Deferred remuneration due to vest in the financial year	423	32
22	– of which, is or will be paid out	423	32
23	– of which, was due to vest but have been withheld due to performance adjustments	–	–

Senior Management includes Board Directors. Other MRTs includes all other MRTs.

No guarantees or severance payments were made in the relevant time period.

The figures above are in respect of the financial period ending 31 March 2025 - including 12 months of fixed pay to 31 March 2025, and the bonus awards paid in June 2025 for the performance year FY 2024.

The Executive Directors and Group Non-Executive Directors all receive remuneration for their respective roles and do not receive any further remuneration for their role in the Company.

Independent Non-Executive Directors receive a fixed fee for their services, but do not receive any variable remuneration.

SMBC