1 Non-SNI Public Disclosure

1.1 Introduction

The Investment Firm Prudential Regime ('IFPR') is the FCA's prudential regime for MiFID investment firms which aims to streamline and simplify the prudential requirements for UK investment firms. The IFPR came into effect on 1 January 2022 and its provisions apply to Napier Park Global Capital Ltd ("the Firm") as an FCA authorised and regulated firm.

The Firm is a is a UK incorporated company and is authorised and regulated by the United Kingdom Financial Conduct Authority ("FCA") in the conduct of regulated investment business (FRN 541427) since 4 May 2011.

The Firm is required to publish disclosures in accordance with the provisions outlined in MIFIDPRU 8. The disclosure document covers all aspects of the disclosure requirements within the scope of the MIFIDPRU rules applicable to non-small and non-interconnected ('Non-SNI') investment firms.

The Firm is not a member of a UK Consolidation Group. The disclosures have been prepared on an individual basis.

The Firm believes that its qualitative disclosures are appropriate to its size and internal organisation, and to the nature, scope and complexity of its activities.

This disclosure has been ratified and approved for disclosure by the Board of the Firm.

The annual audited accounts of the Firm set out further information which complements the information in this disclosure. The audited accounts are freely available from UK Companies House.

This document does not constitute any form of financial statement on behalf of the Firm. The information contained herein has been subject to internal review but has not been audited by the Firm's external auditors.

1.2 Objectives

This document sets out the public disclosure under MIFIDPRU 8 for the Firm as of 31 December 2022, which is the Firm's accounting reference date.

As a MIFIDPRU investment firm, we must establish and implement disclosure requirements to provide investors, stakeholders and wider market participants an insight into how the Firm is run.

1.3 Disclosure timing requirements

The Firm is required to publicly disclose the information specified in this Policy on an annual basis on the date it publishes its annual financial statements, which is on 26 April 2023 The Firm will consider making more frequent public disclosure where particular circumstances demand it, for example, in the event of a major change to its business model or where a merger has taken place.

1.4 Policy and Disclosure Validation

Napier Park Global Capital Ltd is committed to having robust internal controls to ensure the completeness, accuracy, and compliance with the relevant public disclosure regulatory requirements.

This document has been subject to internal governance and verification process, and approval by the Board in line with the Public Disclosure Policy that the Firm has adopted to ensure compliance with the regulatory requirements contained in MIFIDPRU 8.

As a Non-SNI firm, the public disclosure document will be prepared to contain the following key areas:

- Governance arrangements;
- Risk management objectives and policies;
- Own funds;
- Own funds requirements;
- Remuneration policy and practices;

The disclosure drafting process involves an input from a number of internal stakeholders. The table below summarises the governance relating to provision of data, verification, and approval of the individual areas of disclosures:

Area of disclosure	**Responsible individual(s)/team(s) for data provided**	**Accountable stakeholder/division for approval of the information provided**
Governance arrangements	Compliance	Chief Compliance Officer
Risk management	Risk	Chief Risk Officer
Own funds	Finance	European COO
Own funds requirements	Finance	European COO
Remuneration	Human Resources	Chief Human Resources Officer

The Policy requires internal challenge and oversight prior to approval and publication.

2 Remuneration disclosure

As a MIFIDPRU investment firm, we must establish, implement and maintain gender neutral remuneration policies and practices that are appropriate and proportionate to the nature, scale and complexity of the risks inherent in the business model and the activities of the Firm.

The Firm has adopted a Remuneration Policy that complies with the requirements of Chapter 19G of the FCA's Senior Management Arrangements, Systems and Controls Sourcebook.

2.1 Performance period

The Firm's performance period is from 1 January 2022 to 31 December 2022.

2.2 Approach to remuneration for employees

The Firm's remuneration approach is designed to support individual and corporate performance, encourage the sustainable long-term financial health of the business and promote sound risk management for the success of the Firm and to the benefit of its customers, counterparties and the wider market. Our remuneration approach promotes long-term value creation through transparent alignment with the corporate strategy.

The Board believes the Firm's remuneration structure is appropriate for the business and the industry it operates in and is efficient and cost-effective in delivering its long-term strategy.

Our remuneration structure includes provisions that in specific circumstances, allow the Firm to:

- forfeit or withhold all or part of a bonus or long-term incentive award before it has vested and been awarded ('performance adjustment' or 'malus'); and/or
- recover sums already paid ('clawback').

Undeserved and excessive remuneration sends a negative message to all stakeholders, including the Firm's workforce, and causes long term damage to the Firm and its reputation.

2.3 Financial incentives objectives

The objectives of the Firm's remuneration practices are as follows:

The Firm undertakes to reward all employees fairly, regardless of job function, race, religion, colour, national origin, sex, sexual orientation, marital status, pregnancy, disability or age;

It is the policy of the Firm to operate competitive remuneration policies to attract, retain and motivate an appropriate workforce for the Firm;

The Firm is also committed to ensuring that its remuneration practices encourage high standards of personal and professional conduct, support sound risk management and do not encourage risk taking that exceeds the level of tolerated risk of the Firm, and are aligned with the Firm's regulatory requirements;

Rewards for all staff will be aligned to financial and non-financial performance criteria and risk profile, and in all cases will be in line with the business strategy, objectives, values, culture and long-term interests of the Firm;

The Firm will not allow any unfair or unjust practices that impact on pay;

The Firm undertakes that it will not award remuneration using vehicles or methods the aim of which is to attempt to avoid application of the relevant FCA's Remuneration Code.

The Firm uses the following financial incentives:

- bonuses;
- referral programmes;
- extra allowances;
- salary raises;
- wage incentives;
- professional development opportunities.

Our financial incentives are designed to:

- raise employee satisfaction;
- recognise individual performance;
- attract and retain talent;
- encourage collaborative teamwork; and
- motivate staff to achieve Firm-wide objectives.

Governance

The Remuneration Committee is responsible for the Firm's remuneration policy. The role of the Remuneration Committee is to determine the framework and policy on terms of engagement (including remuneration) of the Chairman, Executive Directors and members of the Board, and the specific remuneration of each Executive Director, each member of the and Board (including entitlements under share incentive schemes and pension schemes) and any compensation payments. Fees payable to Non-Executive Directors are determined by the Board on the recommendation of the Chairman and Chief Executive.

The Remuneration Committee meets regularly and is composed of the following members or their designees:

- Two Senior Managing Principals of Napier Park Global Capital
- Chief Operating Officer
- Chief Human Resources Officer

The Remuneration Committee is responsible for reviewing and determining whether the proposed remuneration should be approved, and to ensure remuneration policies across the Firm are consistent with the promotion of effective risk management

The Board meets annually and is composed of:

- Timothy Greatorex
- Innes Harding

External consultants Kroll have provided a third-party review for the purpose of assisting in the determination of the Remuneration Policy. The external consultant has also provided independent review of any changes to remuneration policies and procedures put in place to meet the requirements of IFPR relating to remuneration arrangements contained in the SYSC 19G Remuneration Code.

Components of remuneration

The Firm makes a clear distinction between the fixed and variable remuneration.

Fixed remuneration primarily reflects a staff member's professional experience and organisational responsibility as set out in the staff member's job description and terms of employment; and is permanent, pre-determined, nondiscretionary, non-revocable and not dependent on performance.

Variable remuneration is based on performance and reflects the long-term performance of the staff member as well as performance in excess of the staff member's job description and terms of employment. In exceptional cases, variable remuneration is based on other conditions.

The Firm will ensure that the fixed and variable components of an individual's total remuneration are appropriately balanced. In determining this balance, the Firm considers the following factors:

The Firm's business activities and associated prudential and conduct risks;

- The role of the individual in the Firm;
- The impact that different categories of staff have on the risk profile of the Firm or of the assets it manages;
- No individual must be dependent on variable remuneration to an extent likely to encourage them to take risks outside the risk appetite of the Firm;
- It may be appropriate for an individual to receive only fixed remuneration, but not only variable remuneration; and
- Variable remuneration must not affect the Firm's ability to ensure a sound capital base.

When assessing individual performance to determine the amount of variable remuneration to be paid to an individual, the Firm takes into account financial as well as non-financial criteria. Non-financial criteria should:

form a significant part of the performance assessment process;

override financial criteria, where appropriate;

include metrics on conduct, which should make up a substantial portion of the non-financial criteria; and

include how far the individual adheres to effective risk management and complies with relevant regulatory requirements.

represents Napier Park Global Capital Ltd's values, which are:

- o Client First
- o Performance Driven
- o Integrity
- o Teamwork

Financial and non-financial performance criteria

The Firm must take into account both financial and non-financial criteria when assessing the individual performance of its staff. This aims not only to discourage inappropriate behaviours but also to incentivise and reward behaviour that promotes positive non-financial outcomes for the Firm.

The Firm uses the following financial performance criteria:

In order to ensure alignment between fund performance/profitability and staff incentive compensation and to provide incentives to focus on long-term capital commitments and long-term performance, Napier Park Global Capital derives the aggregate incentive pool it uses to pay investment team as a function of the net management fee margin and performance fees earned by that strategy for the given year. The aggregate incentive pool for the Client Relations and Business Development team is made up of a percentage of aggregate net positive management fee margin based on the tenor of capital and fund type, a maintenance pool, and a share of performance fee generated. The aggregate incentive pool for the Support team is derived from management fees.

Incentive compensation amounts are awarded to individuals on a discretionary basis.

The Firm uses the following non-financial performance criteria:

- Job Knowledge/Business Performance
- Accountability, including the exercise of sound judgment and appropriate risk controls
- Client/counterparty focus, including always putting client/investor interests first

- Teamwork
- People Leadership
- Firm Values, including demonstrating integrity

The criteria outlined above are used for the assessment of the performance of all employees so would apply to the Business Unit, the Firm and Individuals.:

Awarded remuneration

The Firm has awarded the below amounts of remuneration to its senior management, MRTs and other staff

Table [1]

Staff category	**Remuneration type**	**£,'000**
Senior management	Fixed remuneration	813,319
	Variable remuneration	1,944,571
	Total amount	2,757,890
Other MRTs	Fixed remuneration	1,719,583
	Variable remuneration	3,270,793
	Total amount	4,990,376
Other staff	Fixed remuneration	1,763,797
	Variable remuneration	2,981,534
	Total amount	4,745,331

Note: Any employee that falls in to multiple 'Staff Categories' was only counted in one category in the figures above. Those in Control Functions are captured in 'Other Staff' along with employees receiving total remuneration which takes them into the same remuneration bracket as Senior Management or Risk Takers.

Table [2]

Staff category	Remuneration type	£,'000	Total recipients
Senior management and other MRTs	Guaranteed variable remuneration	0	N/A
	Severance payments	See Note	
	Highest severance awarded to an individual MRT		

Note: The information above excludes data related to a 2022 Severance payment. There was only one Severance payment made in 2022, and out of respect for that individual's privacy we are not including it here.

Table [3]

The disclosure of the quantitative information set out in MIFIDPRU 8.6.8(4)(5a)(5b)(6) would result in the public identification of one or two individuals employed by the Firm. As a result, the Firm chooses not to disclose this information.

Material risk takers

The Firm has identified MRTs in accordance with SYSC 19G.5 and the qualitative criteria set out in SYSC 19G.5.3R, 19G.5.4RG and SYSC 19G.5.5G. In addition, as part of this Disclosure Policy, the Firm also draws from the Remuneration Policy which requires us to identify our MRTs on an annual basis.

For the performance year 2022, the Firm identified 27 MRTs, broken down as follows:

MRT Type	Number
The staff member is a member of the management body in its management function	1
The staff member is a member of the management body in respect of the management body in its supervisory function	**7**
The staff member is a member of the senior management	**4**
The staff member is a member who has managerial responsibility for business units that are carrying on at least one of the following activities: arranging (bringing about) deals in investments; dealing in investments as agent; dealing in investments as principal; managing investments; making investments with a view to transaction in investments; advising on investments (except P2P agreements; and/or operating an organised trading facility.	**12**
The staff member is a member who has managerial responsibilities for the activities of a control function	**2**

The staff member is a member who has managerial responsibilities for the prevention of money laundering and terrorist financing	**1**
The staff member is responsible for managing a material risk within the firm	
In a firm that has permission for carrying on at least one of the regulated activities mentioned above, the staff member is responsible for managing one of the following activities: information technology; information security; and/or outsourcing arrangements of critical or important functions as referred to in article 30(1) of the MiFID Org Regulation.	**1**
The staff member has authority to take decision approving or vetoing the introduction of new products	**7**

2.4 Risk adjustment

The Firm takes risk, including conduct risk, into account both on an ex-ante and ex-post basis when setting the amount and form of variable remuneration for employees. Different lines of business have different risk profiles and these are taken into account when determining (future) remuneration. These include credit, market, liquidity, operational, reputational, legal, compliance and conduct risks. Guidelines are provided to assist compensation managers when applying discretion during the remuneration process to promote consistent consideration of the different risks presented by the firm's businesses. Further, to ensure the independence of control function employees, remuneration for those employees is not determined by individuals in revenue-producing positions but rather by the management of the relevant control function.

The Firm has implemented a set of procedures which ensures that all variable remuneration payable is subject to (i) in-year adjustments (all staff); (ii) malus, if appropriate (applicable to MRTs); (iii) and/or clawback (applicable to MRTs). To ensure effective risk adjustment, the Firm requires employees who receive variable remuneration awards to agree to forfeiture and clawback in the event of fraud, misconduct or actions contributing to the detriment of business interests. Ex-ante risk adjustment of variable remuneration can occur through the considerable reduction in total variable performance where subdued or negative financial performance of the Firm occurs, taking into consideration the Firm's regulatory capital, liquidity requirements and the current and future risks it has identified. Furthermore, an individual's variable remuneration may be reduced, or if malus or clawback is available, utilised, where employment issues have been identified as part of the ongoing performance review process in place at the Firm.

Performance adjustment events may occur as a result of a deliberate or malicious act, error, accident or negligence. There may also be grounds for a performance adjustment due to an individual'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. Adjustments or application of malus or clawback will depend upon the severity of the event and will be subject to Remuneration Committee approval.

Policies and criteria for awarding guaranteed variable remuneration and severance payments

The Firm awards guaranteed variable to an MRT only in limited circumstances only when:

it occurs in the context of hiring a new MRT;

it is limited to the first year of service; and

the firm has a strong capital base.

Or in the event of a transformation business restructuring where guaranteed variable compensation is used to retain employees.

The Firm follows all local statutory severance requirements. Severance payments made will not be disproportionate but will appropriately compensate the employee in cases of early termination of the contract. Severance payments do not reward failure and will not be awarded where there is a failure in risk management or conduct.

3 Risk management objectives and policies

3.1 Own funds requirements – MIFIDPRU 4

When assessing the adequacy of the Own Funds Requirement, the Firm has considered the key risks to the Firm's operating model. Due to our prudential classification as a Non-SNI, the Firm's own funds requirement is based on the higher of the Permanent Minimum Requirement ('PMR'), the Fixed Overheads Requirement ('FOR') or the K-Factor Requirement ('KFR'). The Firm's FOR as at the Firm's year-end 31 December 2022 is 1,543,561.

3.2 Concentration risk- MIFIDPRU 5

The Firm does not conduct trading on own account and does not have regulatory permissions for dealing as principal. The Firm therefore does not have any concentration risks on or off-balance sheet and does not operate a trading book.

3.3 Liquidity risk - MIFIDPRU 6

The Firm maintains minimum liquidity at all times in compliance with the Basic Liquid Asset Requirement, being at least 1/3rd of its FOR.

The Firm does not provide any client guarantees and therefore its entire liquidity requirement is driven by its expenses, as captured by the FOR.

As part of the Internal Capital Adequacy and Risk Assessment ('ICARA'), the Firm also maintains liquidity to satisfy its net wind-down costs and any additional liquidity requirements which the ICARA identified for supporting the ongoing business activities of the Firm.

3.4 Harms associated with business strategy

The Firm has conducted a comprehensive risk identification exercise of potential harms in line with MIFIDPRU 7 Annex 1 across all business lines to ensure that all significant risks are identified. The Firm has developed a comprehensive Risk Register containing all relevant details for each risk that has been identified. All business areas of the Firm have input into the development of the risk register to ensure all areas of potential harm are identified. All risks recorded in the register are categorised in terms of potential harms to clients, the firm itself or markets. Credit, Market, Operational, Business and Liquidity are categories of risk mapped to potential harms.

Credit Risk

The Firm's exposure to credit risk is the risk that the Firm will suffer financial loss should any of the Firm's clients or counterparties fail to fulfil their contractual obligations.

Examples of this are as follows:

- that a counterparty to a trade fails;
- that a client fails to settle an outstanding purchase on settlement day;
- that a client fails to pay an invoice for fees; and

- a Bank, where the Firm deposits funds, fails to meet its obligations.

Credit risk management techniques currently include the following processes designed to minimise the level of credit risk:

- monitoring of large trades;
- monitoring of the level of credit risk on a daily basis;
- procedures for the granting, and on-going monitoring, of credit limits;
- ensuring corporate clients pay fees.

Our appetite for credit risk is low. Credit risk can be a harm to clients, the firm itself or markets.

Market Risk

Our potential exposures are trading book exposures to instruments held on our trading book, instruments held on our balance sheet, and foreign currency assets or liabilities held on our balance sheet.

Our appetite for market risk is medium. Market risk can be a harm to clients, the firm itself or markets.

Operational Risk

The Firm has undertaken a robust risk identification and scoring exercise across the Firm. This Risk Appetite statement translates into the acceptance of risks that fall within our calibrated Operational Risk Appetite. Any risk rated above our Operational Risk Appetite is deemed to be unacceptable to the Firm and will be addressed as a priority to ensure that it is, through mitigation, able to fall within our Operational Risk Appetite or that additional Capital is assigned.

This position has been communicated to all members of staff and is to be reinforced on an annual basis.

Senior Management has determined that any risk emerging and/or rated as above our Operational Risk Appetite must have a plan for treatment developed within ten working days of identification and implemented within thirty days. Operational risk can be a harm to clients, the firm itself or markets.

Business Risk

We have assessed our business risks and set out appropriate actions to manage them.

Our appetite for business risk is low. Business risk can be a harm to clients, the firm itself or markets.

Liquidity Risk

The Firm seeks to ensure that it has constant access to an appropriate level of cash, liquid securities and committed funding lines to enable it to finance its on-going operations and reasonable unexpected events on cost-effective terms. Liquidity risk can be a harm to clients, the firm itself or markets.

4 Governance arrangements disclosure

4.1 Governance Framework

The Board is the Governing Body of the Firm ('the Board'). It meets annually and is composed of:

- Timothy Greatorex (Director)
- Innes Harding (Director)

The role of the Board is to provide oversight and take responsibility for the strategic leadership of the Firm within a framework of good corporate governance and prudent and effective controls which enables risk to be assessed and managed, including appropriate segregation of duties of the Senior Management Functions in accordance with the Senior Management and Certification Regime ('SM&CR') and management of conflicts of interest. The Board sets the structure in place for the Firm to meet its objectives and reviews management performance. The Board sets and oversees the Firm's values and standards and ensures that its obligations to its shareholders, its clients and others are understood.

A review of the performance of the Board takes place annually and all staff are reviewed annually in respect of competence and fitness and propriety. This review process feeds into the individuals' remuneration which in turn is governed by the Firm's remuneration policy.

The Board of Directors of the Firm has the daily management and oversight responsibility for the business supported by other key members of the senior management team within the Firm.

The Firms seeks regulatory approval prior to appointments to the Board under the SMCR. All Board members are registered and listed on the FCA Register.

Responsibilities are allocated to Senior Managers under the SM&CR regime, and these are reviewed annually to ensure consistency with the business of the Firm including responsibility for client assets. As detailed in the Statement of Responsibilities Senior Managers have been allocated the following responsibilities:

Senior Manager	**Responsibility**
Timothy Greatorex	
	Remuneration
	Corporate Governance Committee
Innes Harding	
	Overall responsibility for the firm's policies and procedures for countering risk that the firm might be used to further financial crime
	Operations
	Financial Accounting
	Risk

	Remuneration
	Corporate Governance Committee
	Valuation Committee Member
	Fiduciary Committee Member
Sonia Plata	
	Responsibility for the firm's performance of its obligations under the senior manager's regime
	Responsibility for the firm's performance of its obligations under the employee certification regime
	Responsibility for the firm's obligations in relation to individual conduct rules for: a) Training; and b) reporting
	Regulatory Reporting
	Corporate Governance Committee Member
	Valuation Committee Member

4.2 Overview of the Board Committees

All members of the Board are INEDs and member of the Board of Napier Park Global Capital Ltd. The purpose of the Committees with their respective scopes of duties and responsibilities are formalised in the Committee's Terms of References.

Risk Committee

The Firm has not formed a Risk Committee due to its size.

Remuneration Committee

As the Firm is a Non-SNI, it has formed a Remuneration Committee, which is comprised of:

- Two Senior Managing Principals of Napier Park Global Capital;
- Chief Operating Officer;
- Chief Human Resources Officer;

whose role is to determine whether the proposed remuneration for the Firm's staff should be approved.

Valuation Committee

The Firm has formed a Valuation Committee which is comprised of:

- Senior Managing Principals
- Chief Operating Officer
- Chief Compliance Officer
- Head of Operations
- Head of Finance
- Senior Risk Officers

whose role is to ensure governance over the pricing and prices verification process.

Fiduciary Committee

As the Firm is a Non-SNI Firm, it has formed a Fiduciary Committee comprised of the persons below or their designees:

- Portfolio Manager
- UK Operating Officer
- Risk
- Compliance Officer
- Legal

whose role is to oversee responsibilities regarding fiduciary activities.

Corporate Governance Committee

As the Firm is a Non-SNI Firm, it has formed a Corporate Governance Committee comprised of the persons below or their designees:

- A Senior Managing Principal & Director of the Firm
- Head of Euro Credit Team
- Product Management
- UK Operating Officer & Director
- Risk
- Compliance Officer
- Chief Technology Officer
- Legal
- Human Resources

whose role is to oversee the overall business of the Firm.

4.3 Directorships

The following information relates to the appointments of [Napier Park Global Capital Ltd Directors held in both executive and/or non-executive functions, including any [Directorships/Partnerships] held at external, commercial organisations as at [31 December 20XX/31 March 20XX.]

SMF Function/Role	Name	Number of other external directorships
SMF1 and SMF3	Timothy Greatorex	0
SMF3 and SMF 17	Innes Harding	0

4.4 Diversity

The Firm values the innovation and creativity that diversity of thought brings to the organisation and understands that diversity, equality and inclusion play a critical role in establishing strong governance and maintaining a healthy culture from the top as part of delivering higher standards of conduct and success of the Firm. The Firm is committed to building a workforce that reflects all aspects of diversity and intersectionality to bring a range of perspectives, ideas and insights to everything the Firm does.

One of the company's objectives is to ensure that the composition of the Board is always suitable for it to be an effective decision-making body and to provide successful oversight and stewardship. Suitability of members of the Board is reassessed periodically, in line with the requirements of the SM&CR. The [Directors/Partners] are appointed in accordance with the following suitability criteria:

- Being of good repute;
- Being able to act with honesty, integrity and independence of mind;
- Overseeing, monitoring and challenging management decision-making effectively;
- Disclosing any financial or non-financial interests that could create potential conflicts of interest;
- Possessing sufficient knowledge, skills and experience to perform their duties;
- Being able to commit sufficient time to perform management body functions in a supervisory context;
- Not being restricted from taking up the position by any regulatory requirement.

The assessment of an individual's adequate knowledge, skills and experience will consider:

- The role and duties of the position and the required capabilities;
- The knowledge and skills attained through education, training and practice;
- The practical and professional experience gained in previous positions;
- The knowledge and skills acquired and demonstrated by the professional conduct of the member of the Board.

5 Own funds disclosure

5.1 Composition of Regulatory Own Funds

The Firm's own funds consist of CET1 capital, Additional Tier 1 capital. As at the Firm's financial year end on 31 December 2022, the Firm complied with all capital requirements.

Composition of regulatory own funds			
	Item	**Amount (GBP thousands)**	**Source based on reference numbers/letters of the balance sheet in the audited financial statements**
1	**OWN FUNDS**	9,075	Stmt of Fin'l Position
2	**TIER 1 CAPITAL**	9,075	Stmt of Fin'l Position
3	**COMMON EQUITY TIER 1 CAPITAL**	9,075	Stmt of Fin'l Position
4	Fully paid-up capital instruments	1,653	Stmt of Fin'l Position
5	Share premium		
6	Retained earnings	7,422	Stmt of Fin'l Position
7	Accumulated other comprehensive income		
8	Other reserves		
9	Adjustments to CET1 due to prudential filters		
10	Other funds		
11	(-)TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1		
19	CET1: Other capital elements, deductions and adjustments		
20	**ADDITIONAL TIER 1 CAPITAL**		
21	Fully paid up, directly issued capital instruments		
22	Share premium		
23	(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1		
24	Additional Tier 1: Other capital elements, deductions and adjustments		
25	**TIER 2 CAPITAL**		
26	Fully paid up, directly issued capital instruments		
27	Share premium		
28	(-) TOTAL DEDUCTIONS FROM TIER 2		
29	Tier 2: Other capital elements, deductions and adjustments		

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

The table below describes the reconciliation with own funds in the balance sheet as at 31 December 2022, where assets and liabilities have been identified by their respective classes. The information in the table below reflects the balance sheet in the audited financial statements.

Own funds: 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 period end	**As at period end**	
Assets – *Breakdown by asset classes according to the balance sheet in the audited financial statements*				
1	Non-current assets	38	n/a	n/a
2	Debtors	9,830	n/a	n/a
3	Fin'l assets	71	n/a	n/a
4	Cash	9,044	n/a	n/a
			n/a	n/a
			n/a	n/a
	Total Assets	18,983	n/a	n/a
Liabilities – *Breakdown by liability classes according to the balance sheet in the audited financial statements*				
	Creditors	9,908	n/a	n/a
			n/a	n/a
			n/a	n/a
			n/a	n/a
	Total Liabilities	9,908	n/a	n/a
Shareholders' Equity				
1	Share capital	1,653	n/a	Item4
2	Retained earnings	7,422	n/a	Item 6
	Total Shareholders' Equity	9,075	n/a	Item3

5.3 Main features of own instruments issued by the Firm

The table below provides information on the CET1 instruments issued by the Firm.

Own funds: main features of own instruments issued by the Firm (template OF1)
Paid up share capital

6 Own funds requirements disclosure

6.1 Own funds requirement

The Firm is required to disclose the K-factor requirement ('KFR') and the fixed overheads requirement ('FOR') amounts in relation to its compliance with the own funds requirements set out in MIFIDPRU 4.3, based on the audited financial statements for the year ended 31 December 2022.

		£,'000
K-factor	Sum of K-AUM, K-CMH and K-ASA	742
	Sum of K-COH and K-DTF	30
	SUM of K-NPR, K-CMG and K-CON	
	Total KFR	772
FOR		1,544

6.2 Compliance with Overall Financial Adequacy Rule

In line with the provisions relating to the Overall Financial Adequacy Rule ('OFAR') set out in MIFIDPRU 7.4.7R, Napier Park Global Capital Ltd is also required to disclose its approach to assessing the adequacy of the Firm's own funds.

ICARA process

Within the annual ICARA process, the Firm is required to identify and assess the following:

- any material/key risks that arise from its activities;
- any material harms that may be caused to the clients, the market or the Firm itself as a result of its activities; and
- whether, at all times, the Firm has sufficient own funds and liquid resources to meet the Overall Financial OFAR.

The OFAR requires that the Firm holds own funds and liquid assets which are adequate (both in amount and quality) to ensure that:

- the Firm can remain financially viable throughout the economic cycle and be able to address any material potential harm; and
- the Firm's business can be wound down in an orderly manner with minimal impact on consumers and other market participants

The process of embedding the ICARA process within the Firm has been completed and the adequacy of the ICARA process will be reviewed on an annual basis thereafter, or more frequently, should there be any material change to the business risk profile or business model.

The ICARA process encompasses various aspects of internal governance with a particular focus on:

- identification, monitoring and mitigation of harms;
- business model planning and forecasting;
- recovery and wind-down planning; and
- assessing the adequacy of financial resources; and
- assessing the overall effectiveness of the risk management of the Firm.

As part of the ICARA process, the Firm establishes its own funds threshold requirement and its liquid assets threshold requirement to comply with the OFAR and to ensure the Firm can remain viable, addressing any potential harm from ongoing activities, and can wind-down in an orderly way. For harms not adequately mitigated through existing systems and controls, the Firm assesses whether additional own funds and/or liquid assets are required.

The recovery action planning contains appropriate recovery actions to restore own funds and/or liquid resources to avoid breaching threshold requirements and early-warning-indicators ('EWIs') to assist the Firm when approaching trigger levels and set out credible actions to help reverse or repair any adverse trends.

The wind-down planning includes triggers (own funds and liquid assets) and timelines. The Firm considers different scenarios that could cause a need to wind-down the business. These underlying drivers could result in the need for different resources (financial and non-financial) during the wind-down period. The Firms sets resources aside so that sufficient own funds and liquid assets are available at all times to enable an orderly wind-down.

Risk management

The Firm maintains a formally documented Risk Register that is established based upon the Firm's business plan and approved by the Board. Each risk within the Risk Register is cross-references to possible ICARA harms (client, market, firm) and assessed to determine its materiality to the Firm. It also includes a description of the controls put in place to mitigate the risk.

The Board defines the Firm's risk appetite, which reflects Napier Park's Global Capital Ltd's appetite and/or tolerance in relation to all identified material risks and is therefore, aligned to the Risk Register. The Firm's overall risk appetite must be such that its own fund and liquidity requirements as captured in the ICARA process are maintained within its risk bearing capacity or capital resources. All material risks identified in the Risk Register are assessed to determine appropriate own funds and liquidity reserves. Regular stress testing and scenario analysis is undertaken to ensure these reserves are sufficient to meet current and future obligations under a variety of stressed conditions.

Own funds adequacy

Napier Park Global Capital Ltd assesses the adequacy of its own funds on a regular basis against a variety of own funds requirement assessments. In maintaining the Firm's own funds requirements within the risk appetite, EWIs have been established. These are agreed as part of the annual own funds planning process and reviewed annually.

Levels of own funds usage against limit are monitored monthly.

Liquid assets adequacy

The Firm has an established liquidity risk management framework based on the Firm's approved liquidity risk appetite in order to ensure that:

- the basic liquid asset requirement ('BLAR') is met; and
- the liquid assets threshold requirement is determined.

The Firm further assesses its compliance with liquid asset threshold requirement which is based on the sum of BLAR and an additional liquid asset requirement determined during the ICARA process, to ensure liquidity adequacy in stressed conditions and during an orderly wind-down as part of its OFAR compliance from a liquidity perspective.

Liquidity risks are identified through ongoing liquidity management and monitoring, which contribute to the development of the Firm's liquidity risk management framework and formulating stress testing scenario design and key assumptions.

The Firm's monitoring and reporting of its liquidity position is undertaken through established reporting against the key liquidity metrics. Any triggers or breaches would be escalated in line with the escalation framework.