MIFIDPRU 8 Disclosure

Wood & Company Financial Services Ltd

Performance Period Ended 31 December 2025

Published: 2026

1. Overview

This document sets out the public disclosures for Wood & Company Financial Services Ltd (the "Firm") for the performance period ended 31 December 2025, which represents the end of our financial accounting period. The Firm is authorised and regulated by the Financial Conduct Authority ("FCA") and, following the implementation of the Investment Firms Prudential Regime ("IFPR") effective from 1 January 2022, is classified as a MiFID investment firm subject to the requirements in the FCA's Prudential Sourcebook for MiFID Investment Firms ("MIFIDPRU").

The Firm is classified as a small and non-interconnected ("SNI") MIFIDPRU investment firm. It falls within the GBP 75,000 permanent minimum capital requirement and does not have any Additional Tier 1 ("AT1") instruments in issue; own funds are held exclusively in the form of Common Equity Tier 1 ("CET1"). Accordingly, and with reference to MIFIDPRU 8.1.1R, only MIFIDPRU 8.6 (Remuneration policies and practices) applies to the Firm. MIFIDPRU 8.2 (Risk management objectives), MIFIDPRU 8.4 (Own funds) and MIFIDPRU 8.5 (Own funds requirements) are not applicable. This disclosure is proportionate to the Firm's size, internal organisation, and the nature, scope and complexity of its regulated activities, and its regulatory aim is to improve market discipline.

This disclosure was subject to internal verification and approved by the Firm's Board. It is not subject to external audit except to the extent that any disclosures are equivalent to those taken from the audited annual financial statements. This disclosure does not constitute a financial statement and should not be relied upon in making judgements about the Firm.

This disclosure is prepared and published annually and is available on the Wood & Co Financial Services Ltd website: woodandcompany.co.uk.

2. Scope and Applicable Disclosure Requirements

Applicable MIFIDPRU 8 requirements for this Firm	
MIFIDPRU 8.1.1R	As an SNI MIFIDPRU investment firm with no AT1 instruments in issue and with own funds held exclusively in CET1 form, the following chapters apply to the Firm: • MIFIDPRU 8.6 – Remuneration policies and practices (applies to all MIFIDPRU investment firms) The following chapters do NOT apply: • MIFIDPRU 8.2 – Risk management objectives and policies (applies to non-SNI firms and SNI firms with AT1 instruments only) • MIFIDPRU 8.4 – Own funds (same condition as 8.2) • MIFIDPRU 8.5 – Own funds requirements (same condition as 8.2)

3. Remuneration Policies and Practices (MIFIDPRU 8.6)

3.1 Governance and Decision-Making (MIFIDPRU 8.6.2R / 8.6.3G)

Approach to remuneration, objectives and governance

MIFIDPRU 8.6.2R	The Firm's overarching approach to remuneration is designed to encourage alignment between the risks taken by staff, clients, mandates and the Firm itself. Remuneration arrangements support the Firm's long-term strategy and discourage excessive risk-taking. Governance responsibility: The Governing Body (Board) is responsible for: • Setting and maintaining the Firm's remuneration policy and procedures for all employees; • Reviewing and approving aggregate incentive awards for all employees; and • Ensuring ongoing alignment with the FCA's regulatory requirements, including the MIFIDPRU Remuneration Code (SYSC 19G). Remuneration committee: Given the Firm's size and SNI classification, the Firm does not operate a formal remuneration committee. Remuneration decisions are taken by the Governing Body as a whole. External consultants: No external consultants were used in the development of the Firm's remuneration policies and practices during the performance period ended 31 December 2025.
MIFIDPRU 8.6.3G	Remuneration philosophy: The Firm aims to attract, motivate and retain talent through a fair and transparent remuneration structure, while ensuring that financial incentives do not conflict with clients' best interests or the Firm's risk profile. Link between variable remuneration and performance: Variable remuneration is directly linked to both individual and firm-wide performance, assessed against financial and non-financial criteria on an annual basis. Main performance objectives: The Firm's primary performance objectives include revenue generation, client outcomes, adherence to compliance and risk frameworks, and contribution to the Firm's strategic objectives. Categories of staff eligible for variable remuneration: All employees of the Firm are eligible to be considered for variable remuneration. Eligibility is set out in individual employment contracts; however, there is no entitlement to variable remuneration, which remains wholly discretionary.

3.2 Key Characteristics of Remuneration Policies (MIFIDPRU 8.6.5R / 8.6.6R)

Risk profile, incentive structure and remuneration components	
MIFIDPRU 8.6.5R	Risk profile: The Firm's risk profile is that of a small, non-interconnected investment firm providing regulated services to professional clients. The Firm does not hold client assets on its own balance sheet. The primary risks are operational risk, conduct risk and regulatory compliance risk. The remuneration policy is structured to discourage behaviours that could amplify these risks. Incentive structure: Fixed remuneration provides income stability and is not contingent on performance, thereby reducing incentives for excessive risk-taking. Variable remuneration is discretionary and subject to downward adjustment or cancellation (malus) in the event of risk events, conduct breaches or poor performance. This structure ensures that incentives are aligned with the long-term interests of the Firm and its clients. Annual review process: To ensure that remuneration decisions properly reflect non-financial measures, Human Resources presents to the

	Governing Body at year-end a consolidated report covering: any incidences of conduct breaches and limit breaches during the period; audit findings; an overview of individual performance appraisals; and governance, control and risk management reports for all employees, including code staff. The variable remuneration pool and individual awards may be adjusted downward to account for risk or other factors identified in this review. Specific factors considered as part of the risk assessment include: the Risk Management Framework, the risk profile, and risk events and issues arising over the period; operational and fraud losses; compliance with existing policy and guidance, and regulatory breaches; and outputs from Compliance Monitoring and Anti-Money Laundering Review activity.
MIFIDPRU 8.6.6R	Components of remuneration: • Fixed remuneration: Base salary and contractual benefits. Fixed remuneration reflects a staff member's professional experience, competencies and organisational responsibilities as set out in their role description and employment contract. It is pre-determined, non-discretionary and not dependent on performance. Salaries are reviewed annually; a review does not necessarily result in an increase. • Variable remuneration: Discretionary annual bonuses. Variable remuneration reflects financial and non-financial performance above and beyond the requirements of an individual's role description. It is not guaranteed. Financial performance criteria – assessed at firm, business unit and individual level: • Firm level: Revenue generation, cost management and overall financial performance relative to budget. • Business unit level: Contribution to revenue and client retention within the relevant business area. • Individual level: Individual contribution to revenue and cost objectives. Non-financial performance criteria – assessed at firm, business unit and individual level: • Conduct and client outcomes (conduct is the overriding non-financial metric – evidence of poor conduct may override performance in financial areas); • Adherence to compliance policies and regulatory requirements, including risk management behaviours, outputs from Compliance Monitoring and AML Review activity, and any conduct or limit breaches (as further described under MIFIDPRU 8.6.5R above); • Leadership, teamwork and contribution to the Firm's strategic objectives; and • Environmental, social and governance (ESG) factors and diversity and inclusion. Overall, greater weight is placed on non-financial metrics when assessing individual performance. All variable remuneration is adjusted in line with capital and liquidity requirements.

3.3 Quantitative Remuneration Information (MIFIDPRU 8.6.7G / 8.6.8R)

Total remuneration awarded to all staff – performance period ended 31 December 2025

MIFIDPRU 8.6.8R(2)	As an SNI MIFIDPRU investment firm, the Firm is required to disclose the total amount of remuneration awarded to all staff for the performance period, split between fixed and variable remuneration. For the purposes of this disclosure, staff is interpreted broadly to include all employees of the Firm.

Remuneration Component	Amount (GBP)	Notes
Fixed Remuneration (salaries and benefits)	**£737,700**	Base salary and contractual benefits for all staff
Variable Remuneration (discretionary bonuses)	**£203,600**	Discretionary bonuses awarded for the performance period
Total Remuneration	**£941,300**	Combined fixed and variable for all staff

4. Changes Compared to Prior Disclosure Period

In accordance with MIFIDPRU 8.1.13R, the following significant changes are highlighted compared to the prior disclosure period (ended 31 December 2024):

- Scope clarification: This disclosure explicitly sets out the applicable MIFIDPRU 8 provisions, confirming that only MIFIDPRU 8.6 applies to the Firm on the basis of its SNI classification and the absence of AT1 instruments. This clarification was not included in prior disclosures.
- Enhanced governance disclosure: Additional detail has been provided on the Firm's governance arrangements for remuneration, including the absence of a formal remuneration committee and the role of the Governing Body.
- Enhanced qualitative disclosure: Additional detail has been included on performance criteria (financial and non-financial), categories of staff eligible for variable remuneration, and the absence of external consultants, in response to the FCA's proportionality guidance.
- Remuneration amounts: Fixed remuneration increased from £640,136 to £737,700. Variable remuneration increased from £0 to £203,600 for the performance period ended 31 December 2025.

Disclaimer

This disclosure does not constitute a financial statement and should not be relied upon in making judgements about the Firm. The disclosure is prepared on an individual basis in accordance with MIFIDPRU 2.3. The Firm is not a member of a UK Consolidation Group.