

Premier Fund Managers Limited

s.172(1) Companies Act 2006 disclosures

In accordance with Section 172(1)(a) to (f) of the Company Act 2006, a director of a company must act in the way he or she considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- The likely consequence of any decision in the long term;
- The interests of the company's employees;
- The need to foster the company's business relationships with suppliers, customers and others;
- The impact of the company's operations on the community and the environment;
- The desirability of the company maintaining a reputation for high standards of business conduct; and
- The need to act fairly as between members of the company.

The Directors of the Company, both individually and collectively, have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its sole member, in all decisions taken by the Board during the year ended 30 September 2025. Given that the Company has no direct employees, the Directors' decision-making has focused on ensuring alignment with the strategic objectives of the wider group, maintaining sound financial management, and complying with applicable legal and regulatory obligations.

Disclosures on how the board of the ultimate parent entity of the Group has considered these matters are included in Premier Miton Group plc's Annual Report and Accounts.

Our key stakeholders and how we engage with them

The Board considers its key stakeholders to be its shareholder, clients, regulators, employees, community and environment and suppliers.

Shareholder: The Company is a wholly owned subsidiary with a sole shareholder and delivers against the strategic objectives agreed for the Group. Keeping the confidence of the ultimate parent entity's shareholders is a key outcome of successful engagement and is the responsibility of the board of Premier Miton Group plc.	
Stakeholder's key interests <ul style="list-style-type: none">• Good governance practices and adherence to Group governance standards• Long-term value creation• The expectation of financial returns on the investment through the payment of dividends	How we engage <ul style="list-style-type: none">• Ensuring transparency in the way we do business, maintaining good governance practices in line with the Quoted Companies Alliance ('QCA') Governance Code applied by Premier Miton Group plc• Ensuring the Board has a clear understanding of its role and contribution to the success of the wider Group• Tracking achievement against strategic objectives throughout the year
Clients: Our purpose is to actively and responsibly manage our clients' investments for a better financial future. We aim to focus on building and maintaining strong relationships with our clients. The overall success of the business depends on how well we achieve our purpose.	

<i>Stakeholder's key interests</i> <ul style="list-style-type: none"> • A well-diversified range of investment products • Value assessment for products and services • Communications and relationships • Reliable and efficient client services • Regulatory compliance • Delivering good outcomes for retail clients • Treating customers fairly and in alignment with the Consumer Duty • Maintaining a user-friendly website for product related information 	<i>How we engage</i> <ul style="list-style-type: none"> • The Board receives regular updates on advisory and discretionary client engagement to understand how clients' needs are evolving • The Product Governance Committee undertakes a regular review of the Premier Miton Investors ('PMI') funds and investment services to ensure they are being managed in line with their objective, policy & strategy and are performing as investors have been led to expect • The costs associated with PMI branded authorised funds are subject to annual value assessment by a fellow Group subsidiary, Premier Portfolio Managers Limited • Client specific events • Client feedback is discussed at Board meetings • Due attention to suitability, treating customers fairly and Consumer Duty, with the second annual Consumer Duty Monitoring Report having been reviewed and approved by the Board for the period ended 31 July 2025 • Close monitoring and handling of any client complaints
Regulators: <p>As a UK asset manager largely serving UK investors, the firm is authorised and regulated by the Financial Conduct Authority 'FCA'. We seek to maintain a positive and open relationship with the FCA.</p>	
<i>Stakeholder's key interests</i> <ul style="list-style-type: none"> • Transparency and integrity • Candid and regular dialogue • Proactive response to FCA initiatives and publications 	<i>How we engage</i> <ul style="list-style-type: none"> • Actively engaged as a Group, notably via the QCA and the Investment Association to ensure that we remain alert to legal and regulatory change • A regulatory change log is included at each Board meeting which highlights any impact and timing of incoming regulatory change • Any direct contact from the FCA is responded to promptly
Employees: <p>Although the Company does not have direct employees, employees from the Group (employees) are instrumental in the execution of our strategy. Having the right people, capabilities and engagement across the organisation is fundamental to delivering the long-term success of the Company. The Company places reliance on the Nomination Committee of the ultimate parent entity with regards to succession planning for senior management.</p>	
<i>Stakeholder's key interests</i> <ul style="list-style-type: none"> • A healthy corporate culture • Regard for employee health and wellbeing • A safe working environment • Training and development opportunities • Well-designed remuneration structures that attract and retain employees 	<i>How we engage</i> <ul style="list-style-type: none"> • Maintaining a compliant culture with good conduct across the Group through appropriate policies, monitoring and reporting • Seeking views via regular employee engagement surveys and tracking feedback actions • Regular updates from the Group CEO • Staff townhall events for Half Year and Full Year results • The Board receives regular updates on people initiatives from HR • At each board meeting Senior Manager and Certification Regime ('SMCR') function holders confirm that their responsibilities have been discharged over the period under review • A program of compliance and other relevant training is provided

	<ul style="list-style-type: none"> • SMCR and Conduct focused training is undertaken on a regular basis • Active engagement by both the Sports & Social Committee and the Equality, Diversity & Inclusion Committee • Support colleagues' mental health and wellbeing by partnering with MYNDUP • Reliance is placed on the Remuneration Committee of the ultimate parent entity to ensure that overall remuneration practices are compliant with the FCA Remuneration Codes and do not encourage excessive risk taking or undesirable conduct
Community and Environment: <p>The Group is committed to an active and growing role in corporate social responsibility and building a more sustainable future.</p>	
<i>Stakeholder's key interests</i> <ul style="list-style-type: none"> • Responsible business practices • Sustainable investment funds • Reputation within the Community 	<i>How we engage</i> <ul style="list-style-type: none"> • An active Environmental Committee has developed key initiatives including the Group's work towards net zero carbon emissions, calculating its greenhouse gas emissions and submitting the Group's Carbon Disclosure Project ('CDP') disclosure assessment. The assessment allows investors to understand the ways the Group incorporates sustainability into its business strategy and practices • Active engagement to audit and assess the energy usage associated with our office locations, operational processes and transport, meeting the requirements of the Energy Savings Opportunity Scheme • Active engagement is undertaken with industry bodies and portfolio companies on Responsible Investment and climate risk • The Group manages four specialist funds with Environmental and Social characteristics with two of the funds labelled Sustainable Focus under the FCA SDR regulation • The Responsible Investment Oversight Committee oversees Premier Miton's responsible investing activities • Premier Miton is a signatory of the FRC's Stewardship Code • The Group maintains a Responsible Investing Policy • The Group supports colleague volunteering activities and maintains a number of active relationships with chosen charities
Suppliers: <p>We aim to maintain good relationships with our suppliers and ensure they are meeting our standards of ethical business conduct. The selection process and engagement with any third-party providers is guided by our Procurement Policy, supported by suitable due diligence processes and in accordance with our Modern Slavery statement.</p>	
<i>Stakeholder's key interests</i> <ul style="list-style-type: none"> • Minimising the inherent risks of outsourcing • Promoting responsible and ethical business practices to maintain good long-term relationship with key suppliers 	<i>How we engage</i> <ul style="list-style-type: none"> • The Board receives regular updates on third party providers • Monitoring and oversight of key third-party supplier relationships is undertaken by the Enterprise Risk Committee and the Outsourced Oversight Working Group • Senior management meet regularly with suppliers • Routine contract renewal or tendering is undertaken at intervals • Relevant policies, including the Procurement Policy, Anti-Bribery, Anti-fraud, Gifts and Entertainment and Record Retention Policy, are subject to annual review

Key Board Decisions and Considerations during the year

In promoting the success of the Company, the Board considers the following to be the key decisions made during the financial year ended 30 September 2025:

Financial Performance

- Approval of 2024 Annual Report and Accounts
- Approval of the Annual Client Assets Sourcebook ('CASS') report
- Approval of Interim Dividend payments
- Approval of the ICARA and the Investment Firm Prudential Regulation ('IFPR') disclosures
- Approval of applicable finance policies

Operational Performance

- Review and discuss quarterly Business Reports and Operational Oversight
- Approval of applicable operational policies
- Approval of Model Portfolio Service and Premier Portfolio Management Services Fair Value Assessments

Stakeholders

- Review and recommend the Taskforce on Climate-related Financial Disclosures ('TCFD') entity report
- Approval of FRC Stewardship Code submission and Responsible Investing Report
- Approval of the SYSC II Manual
- Approval of applicable supplier-related policies
- Approval of annual reports from the Data Protection Officer, Money Laundering Reporting Officer and on Product Governance
- Annual Anti-Bribery & Corruption Risk Assessment
- Annual review of Consumer Duty Monitoring Report
- Review of regular reports from internal audit function provided by Grant Thornton
- Review of Compliance Annual Training plan

Governance

- Undertake an annual Board Evaluation
- Annual review and approval of the Board Charter of the Company
- Approval of Terms of Reference of committees with delegated regulatory duties
- Review the updated SYSC III Manual
- Regular review of Conflicts of Interest Register
- Restructuring of internal Board Committees

Approved and signed on behalf of the Board on 2 December 2025