

TriOptima AB

Regulatory disclosure pursuant to the EU Investment Firm Regulation

In respect of the financial year to 31st December 2025

Background and scope

This document presents the disclosures required to be made by TriOptima AB pursuant to Article 46(1) of Regulation (EU) 2019/2033, commonly known as the Investment Firm Regulation (“IFR”).

Risk management policies and objectives

TriOptima monitors and manages the risks to which it is exposed, in a prudent and effective manner with regard to the relative likelihood and potential cost (damage) attributable to each risk. Risk management in TriOptima is carried out in a structured manner, is reported regularly to the Board of Directors and the Risk Management Function (“RMF”), and where appropriate to relevant authorities. TriOptima follows regulatory requirements and makes use of established industry standards and recommendations, to determine its risk management approach, adapting the same to the specifics and circumstances of its business.

Risks are classified into risk areas, each being assigned to a named Risk Area Owner (“RAO”) who is responsible for the identification, assessment and management of the risks in that area. The RAO is also empowered to request any information or reports necessary to fulfil that role. The RMF supports the RAOs to ensure that risk management and controls are aligned with TriOptima’s defined risk appetite and tolerance levels, as well as applicable policies, instructions and guidelines.

Notwithstanding the role of the RAO, operational managers remain responsible for ensuring that their work is managed in such a way that risks are addressed in accordance with applicable policies, instructions and guidelines.

Capital and liquidity requirements

The Fixed Overheads Requirement (“FOR”) currently represents the highest measure of capital required and hence TriOptima maintains at least this amount of capital. TriOptima shall also hold liquid assets that are at least one-third of FOR.

TriOptima funds its operations with its own capital in addition to holding sufficient funding (cash) to cover expenditure in the form of FOR plus a further additional buffer.

There is no material liquidity risk other than from the non-collection of client debt for the invoiced services as well as general unexpected cash flows. Indicators, triggers and incidents are monitored at a global level and are included in the monthly KRI reporting to the TriOptima Risk Committee and TriOptima Board.

Concentration risk

Concentration risk in TriOptima is the risk of loss from having assets concentrated within a particularly narrow group of debtors. The largest two clients represent c. 15% of annual revenue, however this is not considered to be a material risk. Also, there is concentration risk inherent in TriOptima having a major Swedish bank as the primary custodian of its cash holdings, though again this is not considered to be a material risk requiring any mitigating measures.

Risk profile statement

The most severe challenges the business faces at the present time are in the area of external change. In particular, competition in TriOptima's segment can lead to the loss of market share and increased price pressure. The competitive threat is further elevated by other firms' ambitions in the non-cleared post trade space. Regarding new regulations, while SA-CCR can have a material impact on the compression service (with a decrease in capital-related incentives), there are other significant benefits of compression and demand for this service remains stable.

The principal mitigating actions regarding the risks of external change are: investments and continued development of TriOptima's service offerings; discussions with both regulators and clients on an ongoing basis.

It can also be noted that the failure or malfunction of the service delivery systems will always represent a primary risk. While this carries a high potential impact, the mitigating controls that have been implemented are demonstrably sound, in view of the low levels of historic service interruptions.

A further key risk relates to the threat of cyberattacks with an increase in ransomware and denial-of-service attacks observed. There are continuous efforts to improve information security measures via enhanced monitoring, stronger and more modern tools and technologies, and improved processes for detection, prevention and incident response.

Governance arrangements

Directorships

The Board of TriOptima AB consists of 4 directors:

- Guy Rowcliffe
- John Stewart
- Helena Persson
- Joanna Davies

Diversity

Currently the policy on the diversity of the Board membership is that there be at least one female director. Currently there are two female directors.

TriOptima is passionate about creating an inclusive workplace and strives to create a company that is free from discrimination. We are proud to be able to promote and participate in creating an inclusive workplace through our DEI council. We also have CommUNITY groups which are established within OSTTRA. This includes a local chapter in Stockholm that has been formed within TriOptima to cover aspects of diversity and inclusion such as race, age and more.

Governance

	TriOptima Board of Directors	TriOptima Management Risk Committee	Management Team
Purpose	Strategic direction and business performance	Independent controls review and integrated assurance	Operational management
Attendees	TriOptima CEO Other attendees as required by the Board	TriOptima CEO Business owners CISO FLOD (First Line of Defence Risk Officer) Risk & Compliance	TriOptima CEO Head of Optimisation Head of triResolve Head of triResolve Margin / triCalculate
Chair	Chairman of the Board	Head of Risk	TriOptima CEO
Frequency	At least four times each year	Bi-Monthly	Weekly
Documentation	Agenda, minutes, papers	Agenda, minutes, papers	Agenda, papers, management reports

The TriOptima Board of Directors meets at least four times a year and provides strategic and commercial direction for the TriOptima business, within the framework of OSTTRA Group Policies and OSTTRA Strategy. In conjunction with each Board meeting there is also a separate meeting of the Board Risk Committee.

The TriOptima Management Risk Committee meets bi-monthly and is responsible for overseeing the risk management framework, risk appetite, risk strategy, controls, systems and policies. The Committee includes representatives from the business lines and the control functions.

Remuneration

TriOptima has identified six persons as having a material impact on the risk profile of the firm. These are as follows:

- Senior Management = 1 person
- Other members of staff with a material impact on risk profile (“Identified Staff”): 5 persons

Total remuneration (in EUR):

	Senior Management	Identified Staff
Fixed remuneration	232 236	327 114
Variable remuneration	94 242	134 606

Variable remuneration (in EUR):

		Senior Management	Identified Staff
Cash	Paid up front	37 697	81 673
	Deferred	9 424	8 822
Non-cash instruments	Paid up front	---	---
	Deferred	47 121	44 111

Deferred variable remuneration from previous performance periods (in EUR):

	Senior Management	Identified Staff
Due to vest in the financial year	59 908	14 079
Due to vest in subsequent years	265 144	163 713

Severance payments from previous performance periods, paid during the year (in EUR):

	Senior Management	Identified Staff
Due to vest in the financial year	---	---

Capital adequacy and own funds requirements*Approach to assessing internal capital adequacy*

TriOptima calculates and holds the amount of capital necessary to cover its credit, market, operational and other risks that it may be exposed to. In order to make the calculation, TriOptima undertakes an internal capital and risk assessment process ("ICARA").

The ICARA approach is as follows:

- I. Identify potential risk exposures resulting from extreme but plausible risk events
- II. Assess the likelihood those risks will materialise
- III. Consider control strategies in place to mitigate the identified risks
- IV. Assess the adequacy of capital available to absorb those risks
- V. Quantify additional capital resources (if any) required by the assessment

The ICARA is organised and prepared on the basis of the figures in the annual financial statements, and with input from relevant internal stakeholders, prior to review and approval by the Board of Directors. The ICARA is reviewed and updated at least on an annual basis, or else in response to a material change in circumstances.

Capital Resources

TriOptima AB's regulatory capital resources are solely in the form of Tier 1 capital instruments, comprising ordinary share capital and externally audited retained earnings less intangibles and investments in subsidiaries.

TriOptima AB (hereafter the "Company") does not hold any Tier 2 capital.

Own Funds Requirements

The methodologies used to calculate the own funds requirement for the Company are detailed below.

Capital requirements under the IFR

In accordance with Article 11 of the IFR, the Company shall maintain at all times sufficient own funds at least equal to the higher of the following:

- Permanent minimum capital requirement ("PMCR");
- Fixed overhead requirement ("FOR"); or
- K-factor requirement ("K-FR").

PMCR

The PMCR is a fixed requirement prescribed to a firm based on its permissions to carry out certain investment services and/or activities. The Company's PMCR is EUR 75 000 in accordance with Article 14 of the IFR.

FOR

The Company's current FOR in accordance with Article 13 of the IFR is EUR 29.7 million. The FOR is an amount equal to one quarter of TriOptima AB's fixed overheads of the preceding year i.e. the financial year ended 31 December 2025. The Company calculates its fixed overheads by calculating its total expenditure after the distribution of profits and the deduction of certain non-fixed expenditure items.

K-FR

The current K-FR calculated in accordance with Article 15 of the IFR (where the relevant K-factor is K-COH) is EUR 5.88 million). Thus, the current capital requirement is driven by the FOR.

Appendix

Template EU IF CC1.01

Composition of regulatory own funds (investment firms other than small and non-interconnected)

Common Equity Tier 1 (CET1) capital: instruments and reserves	Amounts (SEK)	Source based on reference numbers/ letters of the balance sheet in the audited financial statements
OWN FUNDS	476,638,319	
TIER 1 CAPITAL	476,638,319	
COMMON EQUITY TIER 1 CAPITAL	476,638,319	
Fully paid up capital instruments	189,181	A
Share premium		
Retained earnings	476,265,361	B
Accumulated other comprehensive income		
Other reserves	112,136,839	C
Minority interest given recognition in CET1 capital		
Adjustments to CET1 due to prudential filters		
Other funds		
(-) TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	(111,953,062)	
(-) Own CET1 instruments	(7,113,279)	
(-) Direct holdings of CET1 instruments	(7,113,279)	D
(-) Indirect holdings of CET1 instruments		
(-) Synthetic holdings of CET1 instruments		
(-) Losses for the current financial year		
(-) Goodwill		
(-) Other intangible assets	(104,839,783)	E
(-) Deferred tax assets that rely on future profitability and do not arise from temporary differences net of associated tax liabilities	-	
(-) Qualifying holding outside the financial sector which exceeds 15% of own funds	-	
(-) Total qualifying holdings in undertaking other than financial sector entities which exceeds 60% of its own funds	-	
(-) CET1 instruments of financial sector entities where the institution does not have a significant investment	-	
(-) CET1 instruments of financial sector entities where the institution has a significant investment	-	
(-) Defined benefit pension fund assets	-	
(-) Other deductions	-	
CET1: Other capital elements, deductions and adjustments	-	

Template EU IF CC1.01 (Continued)

Common Equity Tier 1 (CET1) capital: instruments and reserves	Amounts (SEK)	Source based on reference numbers/ letters of the balance sheet in the audited financial statements
ADDITIONAL TIER 1 CAPITAL	-	
Fully paid up, directly issued capital instruments	-	
Share premium	-	
(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1	-	
(-) Own AT1 instruments	-	
(-) Direct holdings of AT1 instruments	-	
(-) Indirect holdings of AT1 instruments	-	
(-) Synthetic holdings of AT1 instruments	-	
(-) AT1 instruments of financial sector entities where the institution does not have a significant investment	-	
(-) AT1 instruments of financial sector entities where the institution has a significant investment	-	
(-) Other deductions	-	
Additional Tier 1: Other capital elements, deductions and adjustments	-	
TIER 2 CAPITAL	-	
Fully paid up, directly issued capital instruments	-	
Share premium	-	
(-) TOTAL DEDUCTIONS FROM TIER 2	-	
(-) Own T2 instruments	-	
(-) Direct holdings of T2 instruments	-	
(-) Indirect holdings of T2 instruments	-	
(-) Synthetic holdings of T2 instruments	-	
(-) T2 instruments of financial sector entities where the institution does not have a significant investment	-	
(-) T2 instruments of financial sector entities where the institution has a significant investment	-	
Tier 2: Other capital elements, deductions and adjustments	-	

Template EU IFCC2: Own funds

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

	a	c
	Balance sheet as in published / audited financial statements €'000	Cross reference to EU IF CC1
	31-Dec-25	
Assets - Breakdown by asset classes according to the balance sheet in the published/audited financial statements		
Lending to credit institutions	37,241	
Shares & participations in subsidiaries	658	D
Intangible assets	9,698	E
Tangible assets	2,402	
Other assets	47,590	
Prepaid expenses and accrued income	34,707	
Total Assets	132,296	
Liabilities - Breakdown by liability classes according to the balance sheet in the published/audited financial statements		
Accrued expenses and deferred income	10,572	
Other current liabilities	16,490	
Other non-current liabilities	4,333	
Total Liabilities	31,395	
Shareholders' Equity		
Share capital	17	A
Development fund	8,563	C
Statutory reserve	1,810	C
Profit brought forward	44,056	B
Profit for the period	46,455	
Total Shareholders' equity	100,901	

Template EU IF CCA

Own funds: main features of own instruments issued by the firm

Description	Common Equity Tier 1 (a) 31-Dec-25
Issuer	TriOptima AB
Unique identifier (e.g. CUSIP, ISIN or Bloomberg identifier for private placement)	LEI 213800YD7WP4IMB52K89
Public or private placement	Private
Governing law(s) of the instrument	Laws of Sweden & IFR
Instrument type (types to be specified by each jurisdiction)	CET1 as published in the EBA list (art. 26(3))
Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	SEK 476.64M
Nominal amount of instrument	EUR 0.11
Issue price	EUR 0.11
Redemption price	N/A
Accounting classification	Shareholders' equity
Original date of issuance	24 March 2010
Perpetual or dated	Perpetual
Original maturity date	No maturity date
Issuer call subject to prior supervisory approval	No
Optional call date, contingent call dates and redemption amount	N/A
Subsequent call dates, if applicable	N/A
<i>Coupons / dividends</i>	
Fixed or floating dividend/coupon	Floating
Coupon rate and any related index	N/A
Existence of a dividend stopper	No
Fully discretionary, partially discretionary or mandatory (in terms of timing)	Fully discretionary
Fully discretionary, partially discretionary or mandatory (in terms of amount)	Fully discretionary
Existence of step up or other incentive to redeem	No
Non-cumulative or cumulative	Non-cumulative
Convertible or non-convertible	Non-convertible
If convertible, conversion trigger(s)	N/A
If convertible, fully or partially	N/A
If convertible, conversion rate	N/A
If convertible, mandatory or optional conversion	N/A
If convertible, specify instrument type convertible into	N/A
If convertible, specify issuer of instrument it converts into	N/A

Template EU IF CCA (Continued)

Description	Common Equity Tier 1 (a)
	31-Dec-25
Write-down features	No
If write-down, write-down trigger(s)	N/A
If write-down, full or partial	N/A
If write-down, permanent or temporary	N/A
If temporary write-down, description of write-up mechanism	N/A
Non-compliant transitioned features	No
If yes, specify non-compliant features	N/A
Link to the full term and conditions of the instrument (signposting)	N/A