MAXIS INVESMENTS LTD

IFPR
DISCLOSURE

For The Year Ending 31st December 2024

1. OVERVIEW

1.1 Introduction

This document constitutes the Investment Firms Prudential Regime ("IFPR") disclosure of Maxis Investments Ltd ("the Firm"), prepared in accordance with the requirements set out in the FCA's MIFIDPRU Sourcebook. The purpose of this disclosure is to provide stakeholders, including clients, counterparties, and other market participants, with relevant information regarding the Firm's capital adequacy, governance arrangements, and risk management practices.

The IFPR came into effect on 1 January 2022, replacing the previous prudential regime applicable to MiFID investment firms. The Firm is required to publish this disclosure at least annually, and more frequently where there is a material change to its business, capital position, or risk profile. This version of the disclosure reflects the Firm's position as at its accounting reference date of 31 December 2024.

This document has been reviewed and approved by the Board of Directors of Maxis Investments Ltd and is made publicly available on the Firm's website at: www.maxisinvestments.co.uk.

1.2 Background

Maxis Investments Ltd is a UK-incorporated investment firm, established on 8 August 2005 under company registration number 05529888. The Firm was originally registered as Maxis Securities Limited, and its name was changed to Maxis Investments Ltd on 16 December 2013, in accordance with Section 77(1) of the Companies Act 2006.

The Firm was authorised by the Financial Services Authority (now the Financial Conduct Authority, FCA) in June 2006 under Part IV of the Financial Services and Markets Act 2000 ("FSMA") as a Limited Licence IFPRU €125k investment firm. Its FCA reference number is 441316. The Firm commenced its regulated activities in April 2007 and began onboarding clients in September 2007.

As of 31 December 2024, Maxis Investments Ltd had 198 active clients, with client money and custody assets under protection totalling approximately £1.798 billion.

The Firm operates as a wholly owned subsidiary of Is Yatirim Menkul Degerler A.S. ("Is Investment"), a leading securities and investment firm based in Turkey. Is Investment is itself majority owned by Turkiye Is Bankasi A.S. ("Isbank").

1.3 Structure

Maxis Investments Ltd is 100% owned by Is Yatirim Menkul Degerler A.S., a publicly listed investment firm traded on the Istanbul Stock Exchange, with a market capitalisation of approximately £1.363 billion as of 31 December 2024. The shareholder structure of Is

Investment comprises 71% ownership by Turkiye Is Bankasi A.S. and affiliated group entities, and a 29% free float. Further details can be found at www.isinvestment.com.

The Firm's ultimate parent is Turkiye Is Bankasi A.S., which is the largest privately owned bank in Turkey, with a market capitalisation of approximately £7 billion as of 31 December 2024. Isbank operates an extensive domestic and international network, with 1,022 branches in Turkey and 22 branches overseas. Further information is available at www.isbank.com.tr/en.

In accordance with MIFIDPRU 2.4.2R(1), the definition of an investment firm group requires the existence of a parent undertaking that is either incorporated in the UK or has its principal place of business in the UK and includes one or more subsidiaries that are MIFIDPRU investment firms. However, under MIFIDPRU 2.4.2R(3), where the subsidiaries of such a group include a UK-authorised credit institution, the group does not meet the criteria to be classified as an investment firm group for the purposes of the IFPR.

As Türkiye İş Bankası A.Ş. London Branch is a UK-authorised credit institution and forms part of Maxis Investments Ltd's wider corporate structure, the Firm is not considered part of an investment firm group. Consequently, Maxis Investments Ltd prepares its ICARA (Internal Capital and Risk Assessment) on a solo basis, as required by MIFIDPRU 7.4.7R.

1.4 Business Description

Maxis Investments Ltd is classified as a Non-Small and Non-Interconnected (Non-SNI) investment firm under the UK Investment Firms Prudential Regime (IFPR). The Firm is authorised by the Financial Conduct Authority (FCA) to undertake the following regulated activities:

- Advising on investments (excluding Pension Transfers and Pension Opt-Outs)
- Advising on Peer-to-Peer (P2P) agreements
- Arranging (bringing about) deals in investments
- Arranging safeguarding and administration of assets
- Dealing in investments as agent
- Dealing in investments as principal (Matched Principal Broker)
- Making arrangements with a view to transactions in investments
- Safeguarding and administration of assets (without arranging)
- Holding Client Money

Maxis Investments Ltd is not part of an investment firm group as defined under MIFIDPRU 2, due to the presence of a UK-authorised credit institution (Türkiye İş Bankası A.Ş. London Branch) within its wider corporate structure.

The Firm does not engage in proprietary trading. All client transactions are executed strictly on a matched principal basis. Nonetheless, the Firm holds a portfolio of non-trading book debt instruments—primarily UK Gilts and Eurobonds—for the investment of its free capital, which is managed on a hold-to-maturity and amortised cost basis.

The Firm’s business strategy is centred on serving international high-net-worth individuals, affluent private clients, and institutional investors, offering them competitive pricing, secure custody, and access to investment markets via its base in the City of London. The Firm aims to maximise shareholder returns over the medium to long term while maintaining a conservative risk appetite and safeguarding the reputation of its parent group.

1.5 Frequency of Disclosure

The Firm publishes its IFPR disclosures on an annual basis, aligned with its Accounting Reference Date (“ARD”) of 31 December. These disclosures are prepared in accordance with the MIFIDPRU requirements and are intended to provide transparency on the Firm’s capital adequacy, risk management, and governance arrangements.

The Pillar 3 disclosures are subject to review and approval by the Firm’s Board of Directors to ensure their accuracy, completeness, and consistency with internal assessments and regulatory requirements.

While the standard frequency of publication is annual, the Firm recognises that more frequent disclosure may be appropriate in the event of a material change in the Firm’s business model, risk profile, or regulatory status. In such cases, the Firm will make additional disclosures as necessary to ensure stakeholders have access to up-to-date and relevant information.

1.6 Media and Location

In accordance with MIFIDPRU disclosure requirements, this document is published on the Firm’s website at www.maxisinvestments.co.uk under the Regulatory Disclosures section, ensuring it is freely and publicly accessible to all stakeholders.

1.7 Internal Approval

The Firm confirms that the information contained herein is accurate and reflective of the Firm’s internal assessments and regulatory obligations as of the relevant reporting date. This disclosure has been reviewed and approved by the Firm’s Board of Directors as part of its oversight responsibilities.

2. RISK MANAGEMENT AND GOVERNANCE

2.1 Risk Management Objective and Policies

Maxis Investments Ltd recognises that risk is an inherent element of its business activities. The Firm’s approach to risk management is focused on achieving an optimal balance between risk and reward, acknowledging that the goal is not the complete elimination of risk, but rather its prudent and proactive management within defined tolerance levels.

Effective risk management is essential to the Firm's ability to meet its strategic objectives and is integral to its capital and financial planning processes. By maintaining a robust risk management framework, Maxis is better positioned to identify and capitalise on opportunities while mitigating potential adverse effects, thereby ensuring long-term sustainability and value creation for stakeholders.

The Firm recognises that the pursuit of profitability and sustainable growth necessitates the acceptance of calculated risks, provided they are within a framework that ensures appropriate oversight and control.

2.2 Risk Governance

Maxis has established clear risk management objectives, policies, and procedures that govern the identification, assessment, monitoring, and control of risks. Ultimate responsibility for risk management lies with the Board of Directors, although practical implementation is delegated to Senior Management in accordance with Board-defined policies.

The Firm maintains a low-risk appetite, consistent with its business model, regulatory obligations, and reputation considerations.

Risk management at Maxis is structured across two primary levels:

At the strategic level, risk oversight is exercised by the Board of Directors and Senior Management. This includes:

- Defining the Firm's risk appetite and tolerances,
- Approving risk management strategies,
- Overseeing enterprise-level risk exposures, and
- Evaluating the adequacy of the risk control framework.

Maxis adopts a top-down risk management approach, with direction set at the Board level. The CEO plays a central role in embedding risk awareness across the organisation by actively communicating the Firm's risk strategy, both through firm-wide communication and direct engagement with individual employees.

The Risk Management Function is directly overseen by the CEO, ensuring that risk considerations receive priority attention. Furthermore, the Firm benefits from the risk governance and control practices of its parent company, Türkiye İş Bankası A.Ş., and group-level policies are adhered to where applicable, enhancing Maxis' overall risk governance capabilities.

The Risk Management Committee comprises:

- The Chief Executive Officer (CEO),
- The Managing Director – Trading and Sales,
- The Associate Director – Compliance.

This composition ensures representation of key control and business functions, enabling a comprehensive assessment of risk exposures and internal control mechanisms.

At the operational or "micro" level, risk is managed through department-level controls. Each business area is responsible for managing risks within its domain. This includes front office functions, finance, IT, operations, and compliance. These teams play a critical role in:

- Identifying and assessing day-to-day risks,
- Implementing controls,
- Reporting risk events and control deficiencies.

This “on-the-line” risk ownership fosters accountability across all levels of the Firm and ensures that risk management is not siloed but integrated within daily business processes.

The Firm’s risk management is subject to additional oversight through:

Parent Group Risk Reporting: Maxis is required to report regularly to its direct and ultimate parent companies, ensuring alignment with group-level expectations and control standards.

External Audit: Independent auditors review the effectiveness of the Firm’s financial controls and risk governance processes, providing a further layer of assurance.

2.3 Directorship

The total number of executive and non-executive directorships held by members of the Board as are as below.

Board Member	Role	Number of Directorships
Kenan Ayvaci	SMF9 Chair	3*
Murat Kural	Non-Executive Director	1
Mehmet Yigit Arikok	SMF1 Chief Executive & SMF3 Executive Director	1

** All in the same group: Directorships held within the same group including the Firm are counted as a single directorship.*

3 OWN FUNDS

3.1 Own Funds

COMPOSITION OF REGULATORY OWN FUNDS			
	Item	Amount (£ thousands)	Source based on reference numbers/letters of the balance sheet in the audited financial statements
1	OWN FUNDS	12,850	
2	TIER 1 CAPITAL	12,850	
3	COMMON EQUITY TIER 1 CAPITAL	12,850	
4	Fully paid-up capital instruments	6,500	20
6	Retained earnings	6,506	20
11	(-) TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	-156	11

OWN FUNDS: RECONCILIATION OF REGULATORY OWN FUNDS TOSTATEMENT OF FINANCIAL POSITION IN AUDITED FINANCIAL STATEMENTS				
		a	b	c
		Balance sheet as in published/audited financial statements	Under regulatory scope of consolidation	Cross- reference to template OF1
		31.12.2024	31.12.2024	
Assets				
1	Intangible Assets	69	-	*11*
2	Property, plant, and equipment	116	-	*12*
3	Trade and other receivables	135,736	-	*13*
4	Derivative financial assets	4,656	-	*14*
5	Non-trading book debt instrument	12,709	-	*16*
6	Cash and cash equivalents	1,916	-	*15*
7	Total Assets	155,202	-	
Liabilities				
1	Trade and other payables	136,765	-	*17*
2	Derivative financial liabilities	4,656	-	*14*
3	Borrowings	0	-	*18*
4	Shareholders' Equity	13,006		
4	Total Liabilities	155,201	-	
Shareholders' Equity				
1	Share capital	6,500	-	*19*
2	Retained profit	6,506	-	*20*
3	Total Shareholders' equity	13,006	-	
Own Funds: Main features of own instruments issued by the Firm				
The Firm's own funds consist of its issued share capital and retained earnings, net of any deductions for intangible assets, in accordance with MIFIDPRU 3.1 requirements. (*20*)				

3.2 Own Funds Requirements

The Firm's Own Funds Requirement is determined as the highest of the following three components: the K-Factor Requirement (KFR) including Additional Own Funds required by ICARA, the Fixed Overhead Requirement (FOR), and the Permanent Minimum Requirement (PMR), in line with MIFIDPRU 4.3.2R. As of 31 December 2024, Maxis Investments Ltd has calculated its Own Funds Requirement based on these criteria, with the detailed breakdown set out below.

OWN FUNDS REQUIREMENT (OFR) CALCULATION	
Own Funds Requirement (OFR)	Amount (£ thousands)
Total K-Factor Requirement	1,828
Risk to Client (K-AUM + K-CMH + K-ASA)	883
Risk to Firm (K-DTF + K-COH)	14
Risk to Market (K-NPR + K-CMG + K-TCD + K-CON)	433
Additional Own Funds Req. ICARA	498
Fixed Overhead Requirement (FOR)	643
Permanent Minimum Requirement (PMR)	750
Own Funds Requirement (OFR)	**1,828**

4 REMUNERATION

In accordance with the proportionality principle under MIFIDPRU 7.1.4R, the Firm's Board of Directors assumes the role of the Remuneration Committee. No additional sub-committees exist to oversee remuneration. The Compliance Department advises the Board on compliance with the Code and flags any concerns around excessive risk-taking or conduct issues.

The Board reviews and approves the Firm's Remuneration Policy that covers all staff, and the list of Material Risk Takers (MRTs) annually.

Maxis is fully committed to equal opportunities and has adopted a formal Equal Opportunities Policy. The Firm provides a workplace free from discrimination based on age, disability, gender reassignment, marital or civil partnership status, pregnancy or maternity, race, religion or belief, sex, or sexual orientation (the "protected characteristics").

The Firm's risk appetite is low, and risk management is embedded in its governance and remuneration practices. Maxis recognises that prudent risk-taking is essential to long-term value creation, and the purpose of its remuneration framework is to support sustainable business performance aligned with its regulatory obligations and stakeholder interests.

MRTs are individuals whose professional activities have a material impact on the risk profile of the Firm. For the 2024 performance year, the Board identified the following roles as MRTs:

- Chief Executive Officer (CEO)
- Managing Director, Trading and Sales
- Associate Director, Compliance

These staff, along with any others designated by the Board, are eligible for variable remuneration subject to appropriate risk-adjusted performance metrics and regulatory compliance.

Fixed Remuneration reflects the staff member's role, responsibilities, and experience. It is pre-determined, non-discretionary, and not linked to performance.

Variable Remuneration consists solely of discretionary bonus payments. These are awarded to recognise individual contributions that exceed expectations and to align staff incentives with the long-term financial and strategic performance of the Firm. Key characteristics include:

- Paid only where the Firm has generated a net profit and where awards do not compromise its long-term sustainability
- Balanced assessment criteria, including quantitative performance, adherence to internal policies, error history, and conduct
- Subject to malus and clawback provisions, enabling reduction or recovery in the case of misconduct or material error
- There are no commission-based or sales-linked incentive schemes in place, ensuring that remuneration does not drive excessive risk-taking or mis-selling practices.

A variable remuneration cap applies to the CEO, based on the Firm's net profit and return on equity. All bonus awards are subject to approval by the Board and payable post year-end, subject to performance review.

Non-MRT staff may also be eligible for discretionary bonuses based on outstanding performance and contribution. These awards follow the same prudential principles and are designed to attract, motivate, and retain talent in a sustainable manner.

In addition to salary, the Firm offers fixed benefits including:

- Private health insurance
- Employer pension contributions
- Daily lunch allowance

These benefits are provided on a non-performance linked basis and form part of the Firm's overall commitment to fair and equitable compensation.

4.1. Quantitative Remuneration Disclosure

As of 31 December 2024, the Firm employed 11 staff members, of whom 3 individuals were designated as Material Risk Takers ("MRTs") by the Board of Directors in line with MIFIDPRU 7 requirements.

The table below sets out the aggregate remuneration awarded for the financial year ended 31 December 2024:

Maxis Investments Ltd (£)	Total amount of remuneration	The fixed remuneration	The variable remuneration
All staff	1,584,694	1,015,106	569,588

Fixed remuneration includes salaries, lunch allowance and employer pension contributions. These elements are guaranteed and not subject to performance conditions. Variable remuneration is awarded at the discretion of the Board, based on both firm-wide profitability and individual performance, and is subject to ex-post risk adjustments, including malus and clawback provisions. The Firm applies a deferral mechanism on the variable remuneration of MRTs in accordance with the proportionality principle and internal Remuneration Policy.

The Firm has not awarded any guaranteed variable remuneration or severance payments during the reporting period.

To protect the privacy of individuals and prevent identification of specific MRTs and senior management, Maxis has exercised the exemption under MIFIDPRU 8.6.8R(7)(b). As such, the disclosure of the fixed and variable components for MRTs, senior managers, and other staff has not been broken down further in accordance with MIFIDPRU 8.6.8R(4).