



digital securities marketplace

BPX Markets Limited MIFIDPRU 8 Disclosure

April 2026

BPX Markets Limited

Annual MIFIDPRU 8 Disclosure for the year ended 31 December 2025

This annual disclosure statement has been prepared by BPX Markets Limited (BPX) to meet its regulatory disclosure requirements set out in the Prudential Sourcebook for MiFID Investment Firms (MIFIDPRU). The principle of proportionality per MIFIDPRU 8 has been applied where appropriate. Disclosures cover the following areas:

- Risk Management objectives and policies;
- Governance arrangements;
- Own fund requirements;
- Own funds; and
- Remuneration policy and practices.

The purpose of these MIFIDPRU 8 disclosures is to provide transparency over the above arrangements to enable stakeholders to assess BPX's prudential soundness, risk profile, and potential impact on clients and the wider market.

All information included in this document is as of 31 December 2025, unless otherwise stated.

1. Introduction

BPX Markets Limited is a Financial Conduct Authority (FCA) authorised investment firm with permissions to, inter alia, operate a multilateral trading facility (MTF) and to act as a small authorised alternative investment fund manager (AIFM).

The disclosure period runs from 1 January 2025 through to 31 December 2025. BPX obtained authorisation on 27 March 2025 and is due to launch in 2026. Annual financial statements for the period will be published by 30 September 2026.

BPX Markets Limited forms part of the BPX Global group, which is not subject to prudential consolidation under MIFIDPRU. These disclosures are therefore made in respect of BPX Markets Limited only.

BPX is a non-SNI MiFIDPRU investment firm (not a "small and non-interconnected") because it holds client money and safeguards client assets. BPX is classified as a standard non-SNI firm, as it does not meet the thresholds that would trigger the extended requirements.

Board approval

This annual MIFIDPRU 8 disclosure has been reviewed and approved by the Board, reflecting its accountability for the accuracy, completeness, and integrity of the information disclosed and for the firm's compliance with the relevant prudential and disclosure requirements.

Overview of BPX

BPX aims to bring access and liquidity to alternative and digital assets for issuers, investors and lenders. Customers will be able to tailor BPX Marketplace services to their specific needs, selecting from fund management, primary, secondary, and collateralised lending (repo) market offerings in any combination. BPX also plans to support DvP settlement and custody activities for digital securities bridging legacy systems for seamless processing.

2. Risk management objectives and policies

BPX applies an agile risk management framework to identify, assess, monitor and manage material risks in line with its strategy and risk appetite. The framework supports effective governance and decision-making and is reviewed regularly.

BPX's Risk Management Policy sets out the processes for identifying, measuring, monitoring and reporting risks to which the firm is, or may be, exposed, including those relevant to its:

- Own funds requirements under MIFIDPRU 4
- Concentration risk under MIFIDPRU 5
- Liquidity risk under MIFIDPRU 6.

All staff are responsible for managing the risks associated with their respective roles and responsibilities and BPX's risk policies and procedures.

Risk appetite

The Board sets and approves BPX's risk appetite, which defines the level of risk the firm is willing to accept in pursuit of its business strategy, having regard to its resources, capacity and regulatory obligations.

BPX operates a conservative risk appetite, as set by and overseen by the Board, under which risks are accepted only where they are well understood, proportionate, and effectively controlled.

Revenue-generating activities and strategic initiatives are therefore assessed rigorously to ensure alignment with the firm's risk appetite and long-term sustainability, with growth pursued in a manner that prioritises sound risk management, regulatory adherence, and the protection of the firm and its stakeholders over short-term commercial gain.

The risk appetite is applied across the business to support consistent risk identification, assessment and mitigation.

The Risk Register and Risk Management Framework (RMF)

BPX maintains a comprehensive risk register detailing key risks and corresponding control measures. The Executive Committee has oversight over all risks and escalates any risk which it considers the Board should be made aware. This process ensures that all reasonable controls and mitigants have been identified, assessed, and embedded.

The risk register is maintained on an ongoing basis and is reviewed by the Board at least annually. The Board has ultimate responsibility for the effectiveness of BPX's internal control framework and for overseeing the management of actual and potential harms arising from identified risks.

The RMF supports controlled decision-making by setting minimum risk management standards across the business.

3. Governance Arrangements

Internal control framework

BPX operates a proportionate internal control framework based on a two-lines of defence model. Management is responsible for identifying, managing and controlling risks within their areas of responsibility, with independent oversight and challenge provided through the risk, compliance and governance functions, supported by Board and committee oversight.

The management body

The Board is responsible for the overall governance, strategic direction and oversight of BPX, including the firm's business model, internal control environment and prudential soundness. The Board sets the firm's risk appetite and ensures that appropriate systems and controls are in place to support regulatory compliance and effective decision-making.

The Executive Committee is responsible for the management of the firm, executing the strategy and overall direction of the business within the Board's framework, ensuring that the profile is aligned with the risk appetite.

During the period, overall executive responsibility rested with the Co-CEOs (Ali Celiker and Robert Barnes) who reported into and were accountable to, the Board. Robert Barnes left the firm in December 2025 but continues to act as an advisor. Ali Celiker assumed the role of sole CEO upon Dr. Barnes' departure.

Day-to-day operations are delegated to senior management.

Other committees

During the disclosure period, BPX operated a number of committees as part of its governance framework appropriate and proportionate to its pre-launch status.

The Risk Working Group

Pursuant to MIFIDPRU 7.3.2R, BPX was not required to establish a risk committee. Responsibility for oversight of principal risks therefore rested with the Executive Committee and the Board. To support the management body in discharging these responsibilities, a management-level working group operated during the period to facilitate discussion of key risk matters, including inputs to the risk register and the risk management framework.

The Product Committee

During the disclosure period, the firm operated a Product Committee to consider proposed products and business initiatives prior to launch.

This committee has since evolved into the New Business and Product Committee, providing greater structure and practical depth as BPX moves into an operational phase. The Committee reviews new products and material business initiatives within BPX's product governance and AIFM remit, ensuring appropriate regulatory, risk, operational and change-management oversight.

ICT (Information and Communications Technology) Committee

During the disclosure period, the firm operated an ICT Committee to consider technology-related risks and issues relevant to platform development and operational readiness. After the disclosure period, responsibility for these matters has been incorporated into other Committees.

The Regulatory Committee

During the disclosure period, the remit of the Risk Working Group included responsibility for regulatory matters. In 2026, BPX established a standalone Regulatory Committee with exclusive responsibility for oversight of the firm's legal and regulatory obligations.

Other directorships held

BPX's management body is the Board and Executive Committee. The below table provides the number of other directorships (executive and non-executive) held by each member of the management body.

Name	Number of directorships (including BPX Group)
S. Fink	28
J. Edwards	1
A. Celiker	22
A. Buberka	0
A. Patel	0
R. DeFriend	0
A. Latif	1
M. De Stefano	1
Darius Divwalla	2
Robert Barnes	2

In line with MIFIDPRU 8.3.2R, the totals exclude directorships in organisations which do not pursue predominantly commercial objectives. The totals also exclude directorships in BPX and its group.

Management of conflicts of interest and segregation of duties

In accordance with the FCA's Senior Management and Certification Regime (SMCR), certain prescribed responsibilities are assigned across members of the senior management team.

BPX has arrangements in place to identify and manage conflicts of interest, proportionate to the nature, scale and complexity of its activities, with oversight by senior management and the Board. The BPX Conflicts of Interest policy applies to all BPX staff and directors.

BPX has documented its processes and procedures for the identification, management, escalation and ongoing monitoring of all identified conflicts. The Chief Operating Officer is the senior manager responsible for its implementation and effectiveness.

Diversity

BPX has adopted a Diversity and Inclusion Policy which applies to the management body and promotes diversity of skills, experience and backgrounds, while ensuring all appointments are made on merit.

The objectives of the policy are to support a management body whose members bring a broad range of qualities, competencies and perspectives, and to embed diversity considerations into recruitment, appointment, succession planning and evaluation processes.

The policy is applied to current senior appointments and governance discussions, with diversity of skills and experience recognised as supporting effective oversight.

The policy does not currently set numerical or demographic targets, reflecting a principles-based and proportionate approach given the firm's size, governance structure and stage of development.

The Board reviews the policy's effectiveness at least annually and will consider introducing more formal qualitative or quantitative measures for monitoring management body diversity as the firm grows.

Material risks and potential harms

BPX has identified the following categories of risk as material, having regard to the nature, scale and complexity of its activities at the reporting date:

- Operational risk, including risks arising from systems, technology, processes and reliance on third party service providers;
- Strategic risk, including risks associated with BPX's stage of development and the execution of its strategy and business plan;
- Legal and compliance risk, arising from failure to comply with applicable legal and regulatory requirements;

- Conduct risk, including potential harm to clients, market participants or market integrity arising from BPX's activities;
- Capital and liquidity risk, relating to the firm's ability to maintain sufficient financial resources to meet its obligations as they fall due; and
- Concentration risk arising from exposures to a single or connected counterparties, funding source or asset class.

BPX does not undertake activities that give rise to market risk.

The potential harms associated with these risks include harm to clients or market participants, harm to market integrity, harm arising from a disorderly wind-down, and harm to the firm's financial resilience.

BPX manages and mitigates these risks, through its governance arrangements, risk management framework and ICARA process. This includes:

- Defined risk appetite statements approved by the Board,
- A firm-wide risk identification and assessment process supported by a maintained risk register,
- Escalation and oversight through the Executive Committee and Board; and,
- Capital and liquidity risk policies.

These arrangements are designed to identify, monitor and manage material risks on an ongoing basis and to reduce the potential for harm to clients, markets and the firm.

4. Own Funds Requirement

BPX is required to at all times maintain own funds that are at least equal to the Firm's own funds requirement. The minimum own funds requirement is the minimum requirement of capital the Firm is required to hold is the highest of the following:

1. Permanent Minimum Requirement (PMR) in accordance with MIFIDPRU 4.4 being £150,000;
2. Fixed Overhead Requirement (FOR) calculated in accordance with MIFIDPRU 4.5; and
3. K-factor requirement calculated in accordance with MIFIDPRU 4.6.

Permanent Minimum Requirement (PMR)

The level of own funds required to operate at all times.

Fixed Overhead Requirement (FOR)

Represents a baseline minimum level of capital intended to ensure that BPX is able to continue operating, or to wind down in an orderly manner, in the event that revenue is disrupted.

The Fixed Overhead Requirement is calculated in accordance with MIFIDPRU 4.5 and is equal to the higher of:

- One quarter of the Firm's relevant fixed expenditure for the preceding year; and
- The Permanent Minimum Requirement.

BPX assesses additional capital needs arising from operational, business, legal and compliance risks, as well as the costs of an orderly wind-down, through its ICARA process and overall assessment of financial adequacy.

K-factor requirement (KFR):

The KFR is intended to calculate a minimum amount of capital that BPX would need for the ongoing operation of its business. The only K-Factors that impact BPX's business activities and potential risks are:

- K-CMH: client money, and
- K-ASA: Assets safeguarded and administered.

Having regard to the outcomes of the ICARA process, including stressed scenarios and wind-down analysis, the Board considers that the residual potential for harm arising from BPX's business strategy is appropriately mitigated by the firm's financial resources and risk management arrangements.

Liquidity risk

Liquidity risk is the risk that BPX is unable to meet its financial obligations as they fall due without adversely affecting its financial position in the normal course of business.

BPX manages liquidity risk through its risk management framework and Capital Management and Liquidity Policy, which set out how liquidity needs and risks are identified, assessed and monitored, and how the firm maintains liquidity resources in excess of applicable regulatory requirements.

The framework is supported by stress testing and monitoring arrangements to assess BPX's liquidity position under a range of scenarios, including unlikely but plausible events.

Concentration risk

Concentration risk is the risk arising from exposures to a single counterparty, group of connected counterparties, funding source or asset class. Based on the nature, scale and complexity of BPX has not identified concentration risk as material.

Concentration risk is kept under ongoing review through the risk register and ICARA process to ensure that any emerging risks are identified and managed in a timely manner as the business grows.

5. Own Funds

Pursuant to MIFIDPRU 8.4.1R, BPX is required to disclose:

- a. A reconciliation of common equity tier 1 items, additional tier 1 items, tier 2 items, and the applicable filters and deductions applied in order to calculate the Own Funds of the firm (Table 1).
- b. A reconciliation of (a) with the capital in the balance sheet in the audited financial statements of the firm (Table 2).
- c. A description of the main features of the common equity tier 1 instruments, additional tier 1 instruments and tier 2 instruments issued by the firm (Table 3).

Table 1 as at 31 December 2025

Composition of regulatory Own Funds			
	Item	Amount GBP thousands	Source for reference
1	OWN FUNDS	1,111	
2	TIER 1 CAPITAL	1,111	
3	COMMON EQUITY TIER 1 CAPITAL	1,111	
4	Fully paid-up capital instruments	1	Ordinary share capital
5	Share premium	2,020	Share premium
6	Retained earnings	-910	Other reserves – accumulated losses

7	Accumulated other comprehensive income	0	
8	Other reserves	0	
9	Adjustments to CET1 due to prudential filters	0	
10	Other funds	0	
11	(-) TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	0	Intangible assets, deferred tax asset,
19	CET1: Other capital elements, deductions and adjustments	0	
20	ADDITIONAL TIER 1 CAPITAL	0	
21	Fully paid up, directly issued capital instruments	0	
22	Share premium	0	
23	(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1	0	
24	Additional Tier 1: Other capital elements, deductions and adjustments	0	
25	TIER 2 CAPITAL	0	
26	Fully paid up, directly issued capital instruments	0	
27	Share premium	0	
28	(-) TOTAL DEDUCTIONS FROM TIER 2	0	
29	Tier 2: Other capital elements, deductions and adjustments	0	

Table 2 as at 31 December 2025

Own Funds: reconciliation of regulatory own funds to balance sheet			
		a	b
		Balance sheet Amount GBP thousands	Cross-reference to Table 1
		As at period end	
1	Intangible assets	0	Row 11
2	Deferred tax assets	0	Row 11
	Total Assets	0	
	Total Liabilities	0	
1	Ordinary share capital	1	Row 4
2	Share premium	2,020	Row 5

3	Other reserves	0	Row 6
4	Accumulated losses	-910	Row 6
	Total Shareholders' equity	1,111	

Table 3

Own Funds: main features of own instruments issued by the firm
The issued share capital consists of one fully paid ordinary share of £1 nominal value, held by the holding company

Adequacy of own funds assessment

BPX monitors compliance with the overall financial adequacy rule (MIFIDPRU 7.4.7R) by assessing the adequacy of its own funds and liquid assets and has concluded that these are sufficient, in amount and quality, to support its ongoing activities and if required, an orderly wind-down, having regard to the nature, scale and complexity of its business.

This assessment is supported by the firm's ICARA process and is kept under ongoing review.

6. Remuneration Policy and Practices

As a non-SNI MiFIDPRU investment firm, BPX is subject to the standard remuneration requirements set out in the MIFIDPRU Remuneration Code (SYSC 19G).

The Board has overall responsibility for BPX's remuneration policies and practices and for ensuring compliance with applicable regulatory requirements. While BPX is not required under MIFIDPRU 7.3 to establish a Remuneration Committee, as a matter of good governance, the Board has chosen to establish a Remuneration Committee in 2026. The Remuneration Committee will support the Board by providing independent oversight and challenge in relation to remuneration arrangements and making recommendations where required.

Material risk takers

BPX has identified its Material Risk Takers (MRTs) in accordance with SYSC 19G, based on an assessment of individuals whose professional activities have a material impact on the firm's risk profile. This includes members of senior management, heads of key business areas, and individuals responsible for control functions and critical operational functions,

including information security and technology, whether employed directly by BPX or provided through group or shared service arrangements.

The remuneration arrangements for staff performing control functions are intended to support the independence and objectivity of those roles. Remuneration decisions were subject to approval by the Board.

Remuneration structure

Fixed remuneration comprises base salary and reflects an individual's role, responsibilities, experience and sustained performance.

The firm's remuneration arrangements during the period were structured around fixed remuneration consistent with BPX's risk profile and avoiding the creation of incentives for excessive risk taking or conflicts of interest.

Where variable remuneration arrangements are introduced in future periods, BPX will ensure that they are structured and operated in accordance with the MIFIDPRU Remuneration Code (SYSC 19G).

Non-executive directors

Non-Executive Directors do not receive variable remuneration.

Aggregate total remuneration for MRTs and other staff

BPX has aggregated the information for senior management and other MRTs, and is not required to provide separate remuneration for "other staff" to avoid disclosing individual remuneration.

	Fixed remuneration	Variable remuneration
Senior management and MRTs	£624,694.87	£13.02
TOTAL	£624,695.87	£13.02

Variable remuneration awarded during the period comprised of EMI share option awards granted in connection with pre-authorisation sign on arrangements, designed to compensate for below market fixed remuneration during the startup phase. The valuation of these options was agreed with HMRC at the date of grant. No cash variable remuneration was paid.

No guaranteed variable remuneration or severance payments were paid during the period.

Periodic review

This MIFIDPRU 8 disclosure document will be updated at least annually. It will be updated more frequently where circumstances demand it, for example, in the event of a major change to our business model.

This document is available to view at: www.bpx.exchange