

Compliance with FCA Organisational and Remuneration Code Requirements

ED&F Man Capital Markets Limited (“MCM”) is required by FCA rules to explain on its website how it complies with certain Organisational Requirements and the Remuneration Code.

Certain Organisational Requirements

- The Board of MCM defines, oversees and is accountable for the implementation of governance arrangements for the effective and prudent management of MCM, including segregation of duties and conflicts of interest. The Board of MCM:
 - Has overall responsibility for MCM;
 - Approves and oversees implementation of MCM’s strategic objectives, risk strategy and internal governance;
 - Ensures the integrity of MCM’s accounting and financial reporting systems, including financial and operational controls and compliance with the regulatory system
 - Oversees the process of disclosure and communications;
 - Has responsibility for providing effective oversight of senior management; and
 - Monitors and periodically assesses the effectiveness of MCM’s governance arrangements and takes appropriate steps to address any deficiencies.
- The roles of Chairman and Chief Executive at MCM are held by different individuals.
- MCM takes appropriate steps to seek to ensure that its Directors:
 - Are of sufficiently good repute;
 - Possess sufficient knowledge, skills and experience to perform their duties;
 - Possess adequate collective knowledge, skills and experience to understand MCM’s activities, including the main risks;
 - Reflect an adequately broad range of experiences;
 - Commit sufficient time to perform their functions at MCM; and
 - Act with honesty, integrity and independence of mind to effectively assess and challenge the decisions of senior management and to effectively oversee and monitor management decision-making.
- MCM devotes adequate human and financial resources to the induction and training of Directors and monitors that its Directors do not hold more directorships than appropriate taking into account individual circumstances and the nature, scale and complexity of MCM and FCA rules.
- MCM does not have a nominations committee but ensures the composition of its Board reflects a broad set of qualities and competences and promotes diversity.

Remuneration Code

MCM complies with the FCA Remuneration Code by seeking to ensure its remuneration policies promote sound and effective risk management and do not encourage risk taking that exceeds MCM’s approved risk levels. MCM identifies its Remuneration Code Staff using a broad definition and prepares an annual Remuneration Policy Statement detailing compliance with the Remuneration Code which is reviewed and approved by the MCM Board. MCM operates a deferred incentive scheme under which staff are rewarded with a portion of their bonus in shares which vest after a period of time as long as the individual is still employed by the ED&F Man Group.