

THOMA BRAVO UK ADVISERS LLP  
MIFIDPRU REMUNERATION DISCLOSURES

Thoma Bravo UK Advisers LLP (the “Firm”) is authorised by the FCA (FRN: 1016286) as a MiFID investment firm and is subject to the requirements of the Investment Firms Prudential Regime (IFPR).

These disclosures are made for the purposes of meeting the Firm’s public disclosure requirements set out in MIFIDPRU 8.6 of the FCA’s Handbook. The Firm is classified as a ‘small non-interconnected firm’ (SNI) for the purposes of MIFIDPRU. They have been prepared as of 30 June 2025, being the accounting reference date of the Firm’s latest published annual financial statements.

The Firm acts as investment adviser on behalf of alternative investment funds managed by Thoma Bravo, L.P. or its affiliates (the “Group”) and conducts investor relations activities. The Firm’s activities may also extend to advising on, or arranging, certain financing arrangements in respect of portfolio companies of funds managed by Thoma Bravo, L.P. (“Thoma Bravo Funds”).

### **Qualitative Remuneration Disclosures**

#### Objectives of the Firm’s Financial Incentives

The Firm’s approach to remuneration is to promote sound and effective risk management and has been developed in line with the business strategy, objectives and long-term interests of the Firm. This includes the considerations of the Firm’s risk appetite and strategy, culture and values and long-term effects of investment decisions.

The Firm’s remuneration structure is evaluated regularly to ensure its continued competitiveness and alignment with best practices and regulatory requirements. The objective of the remuneration structure is to align individual and team contributions with performance objectives. Remuneration decisions for Staff (as defined below) are made annually.

#### Components of the Remuneration

Remuneration consists of a fixed remuneration and an annual variable remuneration.

**Fixed remuneration:** (i) primarily reflects the Staff member’s professional experience and organizational responsibility as set out in their job description and terms of employment; and (ii) is fixed, pre-determined, non-discretionary, non-revocable and not dependent on performance.

**Variable remuneration:** (i) is based on performance; (ii) where based on performance, reflects long term performance of the Staff member as well as performance in excess of the Staff member's job description and terms of employment; and (iii) includes discretionary pension benefits.

The assessment of performance to determine variable remuneration for an individual member of Staff takes into account financial and non-financial criteria. The non-financial criteria: (i) form a significant part of the performance assessment process; (ii) override financial criteria where appropriate; (iii) include metrics on conduct, which make up a substantial portion of the non-financial criteria; and (iv) include how far the individual adheres to effective risk management and complies with regulatory requirements.

As owners of the Firm (the "Members"), the Members receive drawings from the Firm which comprise elements of fixed remuneration, variable remuneration and profit share:

- Residual profits distributed in accordance with ownership and not linked to work or performance are not remuneration;
- Drawings on fixed profit shares are fixed remuneration; and
- Discretionary profit share (often dependent on the performance of the individual or their business unit) are variable remuneration.

In line with FCA guidance, the Firm expects a reasonable portion of the Members' profit share to be categorized as remuneration.

Based on the foregoing approach, the Firm divides remuneration paid to Staff as follows:

- Fixed remuneration: fixed salary / drawings; fixed pension contributions; and health / life related benefits and insurance.
- Variable remuneration: annual variable discretionary bonus / drawings (which for Members includes annual additional drawing dependent on the profits of the Firm, which is allocated amongst Members based on the number of profit points which they hold); and carried interest.

#### Categories of Staff Eligible to Variable Remuneration

The entire Firm's Staff is eligible to receive variable remuneration, noting that the Firm's remuneration policies leave open the possibility of paying no variable remuneration. "Staff" includes the Members and employees.

### Remuneration Governance and Oversight

The Firm has set up governance processes to ensure the oversight of rewards, management of any potential conflicts of interests, and the review of the alignment between reward and performance.

The Firm's remuneration policy and its oversight rests with the TB UK Management Board.

The Firm's remuneration policy and practices are reviewed annually and updated with input from specialist external advisers as necessary, which the Firm considers to be appropriate taking into account relevant factors.

Given the size, scale and nature of activities conducted by the Firm, the Firm does not have a remuneration committee.

### **Quantitative Remuneration Disclosures**

The Firm paid £2,222,771 total remuneration to its Staff for the financial year ended 30 June 2025, comprising £2,138,941 and £83,830 in fixed and variable remuneration respectively.