

**SENIOR MANAGEMENT ARRANGEMENTS, SYSTEMS AND CONTROLS  
(REMUNERATION CODES AND CONSEQUENTIAL AMENDMENTS)  
INSTRUMENT 202X**

**Powers exercised**

- A. The Financial Conduct Authority (“FCA”) makes this instrument in the exercise of the following powers and related provisions in the Financial Services and Markets Act 2000 (“the Act”):
- (1) section 137A (The FCA’s general rules);
  - (2) section 137H (General rules about remuneration);
  - (3) section 137T (General supplementary powers);
  - (4) section 138C (Evidential provisions);
  - (5) section 138D (Actions for damages); and
  - (6) section 139A (Power of the FCA to give guidance).
- B. The rule-making powers listed above are specified for the purpose of section 138G(2) (Rule-making instruments) of the Act.

**Commencement**

- C. This instrument comes into force on *[date]*.

**Amendments to the FCA Handbook**

- D. The modules of the FCA’s Handbook of rules and guidance listed in column (1) below are amended in accordance with the Annexes to this instrument listed in column (2).

(1)	(2)
Glossary of definitions	Annex A
Senior Management Arrangements, Systems and Controls (SYSC)	Annex B
Supervision manual (SUP)	Annex C

**Notes**

- E. In the Annexes to this instrument, the “notes” (indicated by “**Note:**” and “*Editor’s note:*”) are included for the convenience of readers but do not form part of the legislative text.

**Citation**

- F. This instrument may be cited as the Senior Management Arrangements, Systems and Controls (Remuneration Codes and Consequential Amendments) Instrument 202X.

By order of the Board  
[*date*]

## Annex A

## Amendments to the Glossary of definitions

In this Annex, underlining indicates new text and striking through indicates deleted text, unless otherwise stated.

Insert the following definition at the appropriate place in the Glossary. This text is not underlined.

*PRA Remuneration Rules* means the Remuneration Part of the *PRA Rulebook* (as amended from time to time).

Amend the following definitions as shown.

*discretionary pension benefit* ...  
(2) (in ~~SYSC 19D (Dual-regulated firms Remuneration Code)~~ and SYSC 19G (MIFIDPRU Remuneration Code)) has the meaning in article 4(1)(73) of the *UK CRR*.

*dual-regulated firms Remuneration Code* SYSC 19D (Dual-regulated firms Remuneration Code) ~~for~~, which applies the *PRA Remuneration Rules*.  
(1) ~~*dual-regulated firms*; and~~  
(2) ~~*overseas firms* in SYSC 19D.1.1R(1)(d) that would have been a *UK bank*, *building society* or *UK designated investment firm* if it had been a *UK domestic firm*.~~

*gender-neutral remuneration policy* means a *remuneration* policy based on equal pay for male and female workers for equal work or work of equal value. ~~[Note: article 3(1)(65) of *CRD IV*]~~

*material risk taker* (1) (in SYSC 19G) has the meaning in SYSC 19G.5.1R and (where SYSC 19G applies on a consolidated basis) SYSC 19G.5.7R(2);  
(2) (in SYSC 19D and SYSC 27) has the meaning in rule 3.1 of the *PRA Remuneration Rules*.

*UK designated investment firm* (in ~~SYSC 19D~~ and the definitions of *CRR firm*, *dual-regulated firm* and *institution*) a *designated investment firm* which is a *body corporate* or *partnership* formed under the law of any part of the *UK*.

Delete the following definitions. This text is not shown as struck through.

*average total assets* means the recent average of the *firm's* total assets calculated as follows:

- (1) for a *firm* within the scope of SYSC 19D.1.1R(1)(a), (1)(b) or (1)(c):
  - (a) by identifying the occasions (due dates) in the preceding 36 *months* by which the *firm* was required to report its total assets; and
  - (b) by calculating the arithmetic mean of the total assets that the *firm* was required to report on those occasions; or
- (2) for a *firm* within the scope of SYSC 19D.1.1R(1)(d), by calculating the arithmetic mean of the *firm's* total assets on each of the last 3 *accounting reference dates*.

*dual-regulated firms Remuneration Code staff* means a ‘material risk taker’ as defined in Chapter 3 of the Remuneration Part of the *PRA Rulebook* (as amended from time to time).

*dual-regulated firms remuneration principles proportionality rule* SYSC 19D.3.3R which, in summary, requires a *dual-regulated firm* to apply the remuneration principles for *dual-regulated firms* in SYSC 19D proportionate to its size, internal organisation and the nature, the scope and the complexity of its activities.

*higher paid material risk taker* means a *dual-regulated firms Remuneration Code staff* member whose total *remuneration* exceeds £500,000 or whose annual *variable remuneration* exceeds 33% of that total *remuneration*.

*significant firm* means a *firm* that is significant in terms of its size, internal organisation and the nature, scope and complexity of its activities.

## Annex B

### Amendments to the Senior Management Arrangements, Systems and Controls sourcebook (SYSC)

In this Annex, underlining indicates new text and striking through indicates deleted text, unless otherwise stated.

SYSC 19D.1 (Application and purpose) is deleted in its entirety. The deleted text is not shown but the section is marked [deleted] as shown below.

#### **19D.1 ~~Application and purpose~~ [deleted]**

Insert the following new section, SYSC 19D.1A (Application and purpose), after the deleted section, SYSC 19D.1. All the text is new and is not underlined.

#### **19D.1A Application and purpose**

- 19D.1A R (1) A *firm* to which this chapter applies must comply with the *PRA Remuneration Rules*, as applied and modified by the *rules* in this section.
- .1
- (2) Any reference to the *PRA Remuneration Rules* in this section is to the *PRA Remuneration Rules* as applied and modified by the *rules* in this section.
- (3) The *PRA Remuneration Rules* are modified by the following *rules*:
- (a) SYSC 19D.2A.4R (Gender-neutral policies and practices);
- (b) SYSC 19D.2A.6R (Record keeping);
- (c) SYSC 19D.2A.10R (Deferral);
- (d) SYSC 19D.2A.12R (Performance adjustment); and
- (e) SYSC 19D.2A.13R (Breaches of the dual-regulated firms Remuneration Code).

[**Note:** The *PRA Remuneration Rules* are available on the *PRA*'s website at [www.prarulebook.co.uk/prarules/remuneration](http://www.prarulebook.co.uk/prarules/remuneration). In addition, the *PRA* has issued a Supervisory Statement (SS2/17) on Remuneration which sets out the *PRA*'s expectations on how *firms* should comply with the *PRA Remuneration Rules*. SS2/17 is available on the *PRA*'s website at <https://www.bankofengland.co.uk/prudential-regulation/publication/2017/remuneration-ss>].

- 19D.1A G (1) For *firms* subject to the *dual-regulated firms Remuneration Code*, the *PRA* is responsible for *remuneration* requirements from a
- .2

prudential perspective. The *FCA* is responsible for *remuneration* requirements from a conduct perspective.

- (2) The aim of the *dual-regulated firms Remuneration Code* is to ensure that *firms* have risk-focused *remuneration* policies, which are consistent with and promote effective risk management, and do not expose them to excessive risk. It expands upon the general organisational requirements in SYSC 4.
- (3) Historically, the *FCA* and the *PRA* had 2 parallel sourcebooks containing *rules* on *remuneration*. *Firms* subject to the *dual-regulated firms Remuneration Code* were required to comply with both sets of *rules*. The *FCA* has now simplified its *rules* for *firms* subject to the *dual-regulated firms Remuneration Code* by cross-referring to the *PRA Remuneration Rules*. The cross-reference to the *PRA Remuneration Rules* is to those *rules* ‘as amended from time to time’. This means that where the *PRA’s rules* change, so do the *FCA’s*.
- (4) Where the *FCA’s rules* modify the *PRA Remuneration Rules*, or where the *FCA* wishes to explain how the *dual-regulated firms Remuneration Code* is to be applied, those *rules* and *guidance* remain in SYSC 19D.

- 19D.1A G (1) The effect of SYSC 19D.1A.1R is that the requirements of the *PRA Remuneration Rules* apply to a *firm* subject to the *dual-regulated firms Remuneration Code* as if they were *FCA rules*. The *FCA* will supervise and enforce these *rules*, as if they were *FCA rules*.
- .3
- (2) *Firms* subject to the *dual-regulated firms Remuneration Code* must still apply to both the *FCA* and the *PRA* to waive or modify a *rule*. However, they will now (save in relation to the *rules* and *guidance* in SYSC 19D.2A) be able to propose a waiver of or modifications to the same *rule*, instead of proposing changes to two different *PRA* and *FCA* versions of the *rules*.

SYSC 19D.2 (General requirement) is deleted in its entirety. The deleted text is not shown but the section is marked [deleted] as shown below.

## **19D.2 ~~General requirement [deleted]~~**

Insert the following new section, SYSC 19D.2A (Remuneration requirements and expectations specific to the FCA) after the deleted section, SYSC 19D.2. All the text is new and is not underlined.

## **19D.2A Remuneration requirements and expectations specific to the FCA**

- 19D.2A G (1) This section contains *rules* which are specific to the *FCA*.  
 .1
- (2) This section also provides *guidance* on how the *FCA* expects *firms* to comply with the *dual-regulated firms Remuneration Code*.

#### Notifications

- 19D.2A G (1) In addition to the notification requirements in the *dual-regulated firms Remuneration Code*, SUP 15.3 (General notification requirements) explains the general circumstances in which the *FCA* expects to be notified by *firms* of matters relating to their compliance with requirements under the *regulatory system*.  
 .2
- (2) For *remuneration* matters, those circumstances include both *regulated activities* and *unregulated activities*, as well as the activities of other members of a *group*, and would include each of the following:
- (a) significant breaches of the *dual-regulated firms Remuneration Code*. The *FCA* considers any breach of a *rule* to which SYSC 19D Annex 1 applies to be a significant breach which should be notified to the *FCA*. In such a situation, the notification should include information on the steps which a *firm* or other *person* has taken or intends to take to recover payments or property in accordance with SYSC 19D Annex 1.7R;
  - (b) any proposed *remuneration* policies, procedures or practices which could:
    - (i) have a significant adverse impact on the *firm's* reputation;
    - (ii) affect the *firm's* ability to continue to provide adequate services to its *customers* and could result in serious detriment to a *customer* of the *firm*; or
    - (iii) result in serious financial consequences for the *UK financial system* or for other *firms*;
  - (c) any proposed changes to *remuneration* policies, practices or procedures which could have a significant impact on the *firm's* risk profile or resources; and
  - (d) fraud, errors and other irregularities described in SUP 15.3.17R (Fraud, errors and other irregularities) which may suggest weaknesses in, or be motivated by, the *firm's* *remuneration* policies, procedures or practices.
- (3) Notifications should be made as soon as the *firm* becomes aware or has information which reasonably suggests that those circumstances

have occurred, may have occurred or may occur in the foreseeable future.

#### Individual guidance

- 19D.2A .3 G The *FCA's* policy on individual *guidance* is set out in *SUP 9*. *Firms* should note, in particular, the policy on what the *FCA* considers to be a reasonable request for guidance (see *SUP 9.2.5G*). For example, where a *firm* is seeking *guidance* on a proposed *remuneration* structure, the *FCA* will expect the *firm* to provide a detailed analysis of how the structure complies with the *dual-regulated firms Remuneration Code*.

#### Gender-neutral policies and practices

- 19D.2A .4 R A *firm* must ensure that its *remuneration* policy is a *gender-neutral remuneration policy* and that the practices referred to in *rule 6.1* of the *PRA Remuneration Rules* are gender-neutral.

- 19D.2A .5 G (1) *Firms* are reminded that the Equality Act 2010 prohibits discrimination on the basis of an individual's protected characteristics both before and after employment is offered. The Act applies to pay and all other contractual terms, including variable *remuneration*. A *firm* should ensure that its *remuneration* policy complies with the Equality Act 2010.

- (2) *Firms* should ensure that, when they assess individual performance, the assessment process and any variable *remuneration* awarded in accordance with *rule 15.9* of the *PRA Remuneration Rules* does not discriminate on the basis of the protected characteristics of an individual.

#### Record keeping

- 19D.2A .6 R In *rule 3.4* of the *PRA Remuneration Rules*, reference to 'the Record Keeping Part' should be read as instead referring to 'the general record keeping requirements (*SYSC 9*)'.

#### Exceptional government intervention

- 19D.2A .7 G (1) The *guidance* provision at (2) is relevant to *rule 10.1* of the *PRA Remuneration Rules*.
- (2) The *FCA* considers that it would normally be appropriate for the ban on paying variable *remuneration* to members of the *management body* of a *firm* that benefits from exceptional government intervention to apply only to members of the *management body* who were in office at the time that the intervention was required.

#### Profit-based measurement and risk adjustment



- 19D.2A G (1) The *guidance* provisions in (2) are relevant to *rule* 11.1 of the *PRA Remuneration Rules*.  
.8
- (2) The *FCA* considers that:
- (a) a *firm* should apply qualitative judgements and common sense in the final decision about the performance-related components of variable *remuneration* pools. This reflects the importance of risk adjustment in measuring performance, and the importance within that process of applying judgement and common sense;
  - (b) good practice is demonstrated by those *firms* who provide a quantitative reference or starting point that explicitly includes risk-adjusted metrics, before the application of more discretionary factors. Common metrics include those based on economic profit or economic capital. Whichever technique is chosen, the full range of future risks should be covered, including non-financial risks such as reputation, conduct, *client* outcomes, values and strategy;
  - (c) a *firm* should be able to provide the *FCA* with details of all adjustments that the *firm* has made, whether through application of formulae or the exercise of discretion. This will enable the *FCA* to consider whether the *firm's* risk adjustment framework is sufficiently robust. Where discretion has been applied, the *firm* should be able to provide a clear explanation for, and quantification of, such adjustments; and
  - (d) a *firm* should ask the risk management function to validate and assess risk-adjustment techniques, and to attend a meeting of the *governing body* or *remuneration* committee for this purpose.

#### Assessment of performance

- 19D.2A G (1) The *guidance* provisions at (2) are relevant to *rule* 15.4 of the *PRA Remuneration Rules*.  
.9
- (2) The *FCA* considers:
- (a) that the non-financial criteria referred to in *rule* 15.4(2) of the *PRA Remuneration Rules* should include:
    - (i) the extent to which the *employee* has adhered to effective risk management practices, and complied with the *regulatory system* and relevant overseas regulatory requirements; and
    - (ii) metrics relating to conduct, which should comprise a substantial portion of the non-financial criteria;

- (b) that aligning variable awards to sustainable financial performance requires *firms* to make appropriate ex-ante adjustments to take account of the potential for future unexpected losses. Performance measures commonly used (such as earnings per *share* (EPS), total shareholder return (TSR) and return on equity (RoE)) are not suitably adjusted for longer-term risk factors and may incentivise highly leveraged activities;
- (c) that non-financial metrics should override metrics of financial performance where appropriate, as poor performance (such as poor risk management or other behaviours contrary to *firm* values) can pose significant risks for a *firm*; and
- (d) that a *firm* should keep in mind that *rule* 15.4(2) of the *PRA Remuneration Rules* applies wherever *remuneration* is performance-related, including when a *firm* is assessing and setting future *remuneration*.

#### Deferral

- 19D.2A R In *rule* 15.17(2) of the *PRA Remuneration Rules*, references to ‘a *PRA*  
.10 *senior management function*’ should be read as if they instead referred to ‘an *FCA-designated senior management function*’.
- 19D.2A G (1) The *guidance* provisions in (2) are relevant to *rule* 15.17 of the *PRA*  
.11 *Remuneration Rules*.
- (2) The *FCA*:
- (a) considers that deferred *remuneration* paid in:
    - (i) *shares* or *share*-linked instruments should be made under a scheme which meets appropriate criteria, including risk adjustment of the performance measure used to determine the initial allocation of *shares*; and
    - (ii) cash should also be subject to performance criteria; and
  - (b) would generally expect a *firm* to have a *firm*-wide policy (and *group*-wide policy, where appropriate) on deferral. The proportion deferred should generally rise with the ratio of variable *remuneration* to fixed *remuneration* and with the amount of variable *remuneration*.

#### Performance adjustment

- 19D.2A R In *rule* 15.20A(2) of the *PRA Remuneration Rules*, references to ‘a  
.12 *material risk taker* who performs a *PRA senior management function*’

should be read as if they instead referred to ‘a *material risk taker* who performs an *FCA-designated senior management function*’.

Breaches of the dual-regulated firms Remuneration Code

- 19D.2A R (1) SYSC 19D Annex 1 makes provision about voiding and recovery.  
.13
- (2) The voiding provisions in SYSC 19D Annex 1 apply to the *rules* listed in *rule 16.1* of the *PRA Remuneration Rules*, save in the circumstances set out in (3).
- (3) The circumstances referred to in (2) are those specified in *rules 16.2* to *16.8* of the *PRA Remuneration Rules*.
- 19D.2A G (1) Section 137H of the *Act* enables the *FCA* to make *rules* that render  
.14 void any provision of an agreement that contravenes specified prohibitions, and that provide for the recovery of any payment made, or other property transferred, in pursuance of such a provision.
- (2) SYSC 19D.2A.13R explains the prohibitions that are subject to these voiding arrangements, and SYSC 19D Annex 1 explains how those voiding arrangements work.

SYSC 19D.3 (Remuneration principles) is deleted in its entirety. The deleted text is not shown but the section is marked [deleted] as shown below.

**19D.3 Remuneration principles [deleted]**

Amend the following as shown.

**19D Detailed provisions on voiding and recovery (SYSC 19D.3.66R and SYSC Annex 1 19D.3.67R SYSC 19D.2A.13R)**

Rendering contravening provisions of agreements void		
...		
2	R	A contravening provision does not cease to be void because:
	(1)	the <i>firm</i> concerned ceases to satisfy any of the conditions set out in <del>SYSC 19D.3.67R(3) to (4)</del> <i>rules 16.3 and 16.4</i> of the <i>PRA Remuneration Rules</i> ; or
	(2)	the <del>member of dual-regulated firms Remuneration Code staff</del> <i>material risk taker</i> concerned starts to satisfy both of the conditions set out in <del>SYSC 19D.3.67R(7)(a) and (b)</del> <i>rule 16.7(1) and (2)</i> of the <i>PRA Remuneration Rules</i> .

3	R	<p><del>A contravening provision that, at the time a <i>rule</i> to which this <i>rule</i> applies was first made (including any previous <i>rules</i> in the <i>FCA Handbook</i>), is contained in an agreement made before that time is not rendered void by SYSC 19D Annex 1.1R, unless it is subsequently amended so as to contravene such a <i>rule</i>. <u>A contravening provision will not be void where:</u></del></p>	
		(1)	<u>it is contained in an agreement that was in force at the time when the <i>rule</i> the provision contravenes was first made; and</u>
		(2)	<u>it has not subsequently been amended so as to contravene that <i>rule</i>.</u>
4	G	(1)	<p>The effect of SYSC 19D Annex 1.3R, <del>in accordance with sections 137H and 137I of the <i>Act</i></del>, is to prevent contravening provisions being rendered void retrospectively. However, contravening provisions may be rendered void if they are contained in an agreement made after the <i>rule</i> containing the prohibition is made by the <i>FCA</i> but before the <i>rule</i> comes into effect.</p>
		(2)	<p><u>For example, the <i>FCA</i> makes a <i>rule</i> containing a prohibition on 1 March 2025 but the <i>rule</i> does not come into effect until 1 September 2025. A <i>dual-regulated firm</i> takes actions in June 2025 that contravene the provision. Given that the <i>rule</i> has been made, but has not yet come into force, the contravening provision may be rendered void.</u></p>
5	R	...	
		(2)	<p>In this Annex, a pre-existing provision is any provision of an agreement that would (but for this <i>rule</i>) be rendered void by SYSC 19D Annex 1.1R that was agreed at a time when either:</p>
		(a)	<p>the <i>firm</i> concerned did not satisfy any of the conditions set out in SYSC 19D.3.67R(3) to (4) <u>rules 16.3 and 16.4 of the <i>PRA Remuneration Rules</i></u>; or</p>
		(b)	<p>the <del>member of <i>dual-regulated firms Remuneration Code-staff material risk taker</i></del> concerned satisfied both of the conditions set out in SYSC 19D.3.67R(7)(a) and (b) <u>rule 16.7(1) and (2) of the <i>PRA Remuneration Rules</i></u>.</p>
		(3)	<p>But an amendment to, or in relation to, a pre-existing provision is not to be treated as a pre-existing provision where the amendment is agreed at a time when both:</p>

			(a)	the <i>firm</i> concerned satisfies at least one of the conditions set out in <i>SYSC 19D.3.67R(3) to (4) rules 16.3 and 16.4 of the PRA Remuneration Rules</i> ; and
			(b)	the <del>member of dual-regulated firms Remuneration Code staff</del> <i>material risk taker</i> concerned does not satisfy both of the conditions set out in <i>SYSC 19D.3.67R(7)(a) and (b) rule 16.7(1) and (2) of the PRA Remuneration Rules</i> .
...				
<b>Recovery of payments made or property transferred pursuant to a void contravening provision</b>				
...				
8	R			<i>SYSC 19D Annex 1.7R</i> continues to apply in one or both of the following cases:
			(1)	the <i>firm</i> concerned ceases to satisfy any of the conditions set out in <i>SYSC 19D.3.67R(3) to (4) rules 16.3 to 16.4 of the PRA Remuneration Rules</i> ;
			(2)	the <del>member of dual-regulated firms Remuneration Code staff</del> <i>material risk taker</i> concerned starts to satisfy both of the conditions set out in <i>SYSC 19D.3.67R(7)(a) and (b) rule 16.7(1) and (2) of the PRA Remuneration Rules</i> .
...				
<b>Replacing payments recovered or property transferred</b>				
10	R	...		
			(4)	Paragraph (1) continues to apply in one or both of the following cases:
			(a)	the <i>firm</i> concerned ceases to satisfy any of the conditions set out in <i>SYSC 19D.3.67R(3) to (4) rules 16.3 and 16.4 of the PRA Remuneration Rules</i> ;
			(b)	the <del>member of dual-regulated firms Remuneration Code staff</del> <i>material risk taker</i> concerned starts to satisfy both of the conditions set out in <i>SYSC 19D.3.67R(7)(a) and (b) rule 16.7(1) and (2) of the PRA Remuneration Rules</i> .
<b>Notification to the FCA</b>				

11	G	The <i>FCA</i> considers any breach of a <i>rule</i> to which this annex applies to be a significant breach which should be notified to the <i>FCA</i> in accordance with <i>SUP 15.3.11R</i> (Breaches of rules and other requirements in or under the Act). Such a notification should include information on the steps which a <i>firm</i> or other <i>person</i> has taken or intends to take to recover payments or property in accordance with <i>SYSC 19D Annex 1.7R</i> . <del>[deleted]</del>
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...

## 21 Risk control: additional guidance

### 21.1 Risk control: guidance on governance arrangements

...

Chief Risk Officer

#### 21.1.2 G (1) A Chief Risk Officer should:

...

- (j) provide risk-focused advice and information into the setting and individual application of the *firm's remuneration* policy (Where the *MIFIDPRU Remuneration Code* applies, see in particular *SYSC 19G.3.2G(2)*. Where the *dual-regulated firms Remuneration Code* applies, ~~see in particular *SYSC 19D.3.16E*~~. Where the *Remuneration part of the PRA Rulebook* applies, see the *PRA's Supervisory Statement on Remuneration*).

...

...

...

## 27 Senior managers and certification regime: Certification regime

...

### 27.8 Definitions of the FCA certification functions

...

Material risk takers

...

#### 27.8.15 R Table: Definition of material risk taker

Type of SMCR firm	Employees included
(1) An <i>SMCR banking firm</i> , including an <i>EEA SMCR banking firm</i>	Each <del>member of the dual-regulated firms Remuneration Code staff</del> <i>material risk taker</i> of the <i>firm</i> in column (1) of this row (1).
...	
<p><b>Note:</b> The definition of the <i>persons</i> included in column (2) applies in relation to an <i>EEA SMCR firm</i> in one of the rows of column (1) in the same way as it does to other <i>overseas SMCR firms</i> in that row. The definitions of <del><i>dual-regulated firms Remuneration Code staff</i></del>, <i>material risk taker</i> and <i>AIFM Remuneration Code staff</i> apply accordingly.</p> <p>...</p>	

...

#### TP 12 Updates to the dual-regulated firms Remuneration Code transitional provision

	Material to which the transitional provision applies	R/G	Transitional provision	Transitional provision: dates in force	Handbook provision: coming into force
1	...	...	...	...	...
2	<u>The changes made to SYSC 19D by the Senior Management Arrangements, Systems and Controls (Remuneration Codes and Consequential Amendments) Instrument [202X].</u>	R	<u>A firm must apply SYSC 19D in the form in which it applied on [Editor's note: insert 1 day before the commencement date of this instrument] to remuneration awarded in respect of a performance year starting before [Editor's note: insert the commencement</u>	<u>[Editor's note: insert the commencement date of this instrument]</u>	<u>[Editor's note: insert the commencement date of this instrument]</u>

			date of this instrument].		
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...

## Sch 2 Notification requirements

- Sch 2.1 G (1) The aim of the *guidance* in the following table is to give the reader a quick overall view of the relevant notification requirements. There are no notification requirements in SYSC.
- (2) It is not a complete statement of those requirements and should not be relied on as if it were.
- (3) Table

Handbook reference	Matter to be notified	Contents of the notification	Trigger event
[deleted]			
[deleted]			
SYSC 19D.3.51R	The decision by the shareholders, members or owners of the <i>firm</i> to approve a higher maximum ratio between the fixed and variable components of total <i>remuneration</i>	Matter as described in SYSC 19D.3.51R	Matter as described in SYSC 19D.3.51R



## Annex C

## Amendments to the Supervision manual (SUP)

In this Annex, underlining indicates new text and striking through indicates deleted text.

**10C FCA senior managers regime for approved persons in SMCR firms**

...

**10C.5A FCA governing functions: Oversight**

...

Chair of the remuneration committee function (SMF12)

10C.5A. R The *chair of the remuneration committee function* is the function of having  
10 responsibility for chairing, and overseeing the performance of, any committee responsible for the oversight of the design and the implementation of the *remuneration* policies of a *firm*, including, where applicable to the *firm*, a committee established in accordance with:

...

- (4) ~~SYSC 19D.3.12R (Remuneration Principle 4: Governance)~~  
rule 7.4 of the PRA Remuneration Rules, as applied by SYSC 19D.1A.1R(1);

...

...