

Finalised Guidance

FG23/6: General guidance on the application of ex-post risk adjustment to variable remuneration

15 October 2025

1 Introduction

- 1.1 This statement is general guidance under section 139A(1) of the Financial Services and Markets Act 2000 (FSMA). It applies to FCA investment firms in scope of the MIFIDPRU Remuneration Code in SYSC 19G.
- 1.2 The main purpose of this guidance is to set out the FCA's expectations of the way in which firms comply with the requirements on ex-post risk adjustment (also referred to as performance adjustment). Where firms consider an alternative approach to be justified in meeting the requirements on ex-post risk adjustment in the MIFIDPRU Remuneration Code, this should be consistent with the general requirement to promote sound and effective risk management set out in SYSC 19G.2.8R.
- 1.3 The primary purpose of the MIFIDPRU Remuneration Code is to ensure greater alignment between risk and individual reward, to discourage excessive risk taking and short-termism, and encourage more effective risk management, and in turn to support positive behaviours and a strong and appropriate conduct culture within firms. This advances our objectives of securing an appropriate degree of protection for consumers and protecting and enhancing the integrity of the UK financial system.
- 1.4 The effective, meaningful and timely use of ex-post risk adjustment is essential to these aims. Ex-post risk adjustment refers to the adjustment of variable remuneration to take account of a specific crystallised risk or adverse performance outcome including those relating to misconduct (a 'relevant event'). Ex-post risk

adjustments include reducing current year awards, the application of malus (reducing or cancelling deferred incentive awards that have not yet vested), and clawback (recouping already vested awards).

- 1.5 The FCA expects firms to consider the application of ex-post risk adjustment for relevant events where there has been a materially adverse impact on any of the relevant criteria set out in paragraph 3.8. Ex-post risk adjustment should be applied as SYSC 19G.6.30R – SYSC 19G.6.34G including for material cases of misconduct.
- 1.6 Firms should comply with the MIFIDPRU Remuneration Code's provisions on risk and performance adjustment in their spirit as well as to the letter.
- 1.7 Where a firm has a Remuneration Committee, the FCA expects the Chair to ensure that the decisions taken by this committee on ex-post risk adjustment support the purpose and objectives of the MIFIDPRU Remuneration Code to promote positive behaviours and culture within the firm.

2 Scope

- 2.1 All unvested variable remuneration should, in principle, be capable of forfeiture or recovery through ex-post risk adjustment. Deferred remuneration for the purposes of adjustment includes Long-Term Incentive Plans (LTIPs).
- 2.2 The use of ex-post risk adjustment should not be limited to employees who engaged directly in misconduct. In all cases, the FCA expects firms to consider applying ex-post risk adjustment to those employees whose roles and responsibilities include areas where failures or poor performance contributed to, or failed to prevent, the crystallisation of risk including cases of misconduct. Ex-post risk adjustment should be applied, including for individuals who:
 - could have been reasonably expected to be aware of the failure, misconduct or weakness in approach that contributed to, or failed to prevent, the crystallisation of risk at the time but failed to take adequate steps to promptly identify, assess, report, escalate or address it; or
 - by virtue of their role or seniority are indirectly responsible or accountable for the relevant event, including senior staff who drive the firm's culture and set its strategy.
- 2.3 Section 2.2 above includes individuals within control functions (eg compliance, risk, internal audit) for the weaknesses and failings identified within these functions. The FCA expects firms to place primary responsibility on the business for meeting standards expected of them and expects the amount and nature of adjustments made to control functions to reflect that allocation of responsibility.
- 2.4 The FCA expects all firms subject to ex-post risk adjustment to have a firm-wide policy on the application of ex-post risk adjustment (and group-wide policy, where

appropriate) for staff subject to the relevant provisions of the MIFIDPRU Remuneration Code.

3 Expectations in relation to the application of ex-post risk adjustment

- 3.1 Firms' remuneration policies and employment contracts should make it clear that variable remuneration awards are conditional, discretionary and contingent upon a sustainable and risk-adjusted performance. They are therefore capable of forfeiture or reduction at the employer's discretion.
- 3.2 Ex-post risk adjustment can be applied collectively at bonus pool level, to groups of employees and to individuals. Firms should apply an appropriate balance of ex-post risk adjustments across these levels.
- 3.3 The primary focus in applying ex-post risk adjustments should be on individuals. Collective ex-post risk adjustments are likely to be appropriate where there are widespread failings or to meet all or a significant part of the cost of regulatory action and fines, redress and other associated costs from bonus pools. Where a relevant event has a material impact on any of the relevant criteria in paragraph 3.8, the FCA expects to see a similarly material adjustment as a proportion of a firm's bonus pool.
- 3.4 Where the misconduct, failings or poor performance which led to a relevant event occurred primarily in particular business units or divisions, collective adjustments should be weighted towards those areas.
- 3.5 Firms should ensure that individuals do not profit from a relevant event. Firms should consider the extent to which past bonuses were earned as a result of identified failings and also give appropriate consideration to the cost of consequent redress and other financial impacts. Firms should apply further ex-post risk adjustment to reflect this and should do so robustly and fairly.
- 3.6 In considering how much further ex-post risk adjustment to apply to individuals, the FCA expects firms to consider the degree of culpability, involvement or responsibility of an individual and the relevant criteria listed in paragraph 3.8.
- 3.7 For cases with a high degree of personal responsibility and a high impact in relation to any of the relevant criteria in paragraph 3.8, up to 100% ex-post risk adjustment should be the starting point. For lower degrees of responsibility and impact, proportionately less ex-post risk adjustment may be applied. In all cases, firms should ensure that the size of ex-post reductions reflect the severity of the relevant event, are material in size and are sufficient to drive positive individual behaviours and culture within the firm.

- 3.8 When deciding the amounts to be adjusted, the FCA expects firms to take into account all relevant criteria, including:
- a. the impact on the firm's customers, counterparties and the wider market
 - b. the impact of the failure on the firm's relationships with its other stakeholders including shareholders, employees, creditors, the taxpayer and regulators
 - c. the cost of fines and other regulatory actions (eg Section 166 of FSMA reviews)
 - d. direct and indirect financial losses attributable to the relevant failure
 - e. reputational damage

4 Timing in the consideration of ex-post risk adjustment

- 4.1 Firms should start to consider ex-post risk adjustment once relevant events have been identified and impose reductions as soon as reasonably possible.
- 4.2 Where ex-post risk adjustments are made to current or prior year awards before the full impact of the relevant event is known, subsequent consideration and, where appropriate, subsequent adjustments should be made to ensure the final value of the adjustment fully reflects the impact of the incident.
- 4.3 Firms should update the FCA on any relevant pending investigations and ahead of any payment of outstanding awards to individuals under investigation for misconduct.
- 4.4 Risk management failures and misconduct can take years to come to light. This should not prevent firms from applying ex-post risk adjustment to the extent that the relevant individuals have variable remuneration capable of reduction, even where this does not relate to performance in the year in which the relevant event occurred or came to light.
- 4.5 Firms should freeze the vesting of all variable remuneration potentially due to individuals undergoing internal or external investigation that could result in material ex-post risk adjustment until such an investigation has concluded and the firm has made a decision and communicated it to the relevant employee(s). This does not preclude the vesting of some or all variable remuneration in relation to particular individuals once the firm has established with certainty that ex-post risk adjustment of these amounts is not required.

5 Procedure for considering ex-post risk adjustment

- 5.1 The FCA expects firms to develop and maintain an adequate procedure for deciding cases that could result in the use of ex-post risk adjustment as part of or alongside regular internal performance management and disciplinary proceedings. This procedure should:
- a. Identify which roles, departments, functions and committees are responsible for identifying, escalating and deciding cases that may trigger the use of ex-post risk adjustment.
 - b. Ensure that control functions including Internal Audit, Compliance, Finance, Human Resources, Legal, Reward and Risk provide relevant information and contribute to discussions as required.
 - c. Set out clear criteria on the kind of cases that may trigger the use of ex-post risk adjustment. These criteria should be indicative and non-exhaustive. Remuneration Committees should retain full discretion to introduce additional criteria where appropriate.
 - d. Set out a clear process for determining the degree of culpability, responsibility or accountability, including allowing individuals under investigation to make representations.
 - e. Promote consistency, fairness and robustness in the application of ex-post risk adjustment.
 - f. Firms should ensure that the initial process for determining bonus pools is sufficiently transparent to enable them to quantify and articulate clearly the impact of any ex-post risk adjustments they might make prior to them being approved.
 - g. Clearly record the value of awards and the rationale for why they are that size prior to and following ex-post risk adjustments being applied.
 - h. Clearly record the value of the adjustments made at individual, business unit and firm levels so that it is possible to determine the value of each adjustment per incident and at the individual employee level. Firms should make consistent judgments and be able to explain how adjustments have been made and why any differences exist between incidents, or the individuals concerned.
 - i. Ex-post risk adjustments should be applied separately after all other factors relevant to setting awards have been considered to ensure that subsequent adjustments are not made that would reduce or undermine the effect of ex-post risk adjustment at bonus pool or individual level.
 - j. Firms should ensure that the value of ex-post risk adjustments made to an individual's variable remuneration and the reasons for the adjustments are clearly communicated to the affected individuals in writing and that the value and reasons for collective adjustments are clearly communicated to staff as a group.

- 5.2 The operation of an effective procedure for considering ex-post risk adjustment is not a substitute for taking account of known increases in risk as they arise, including those relating to conduct. The FCA would expect firms to take these risks into account. For example, where weaknesses in systems and controls have been identified or where there is an increased level of customer complaints.

6 Co-operation with the FCA

- 6.1 Firms are expected to provide the FCA with information on their application of ex-post risk adjustment as requested. This information should be sufficient for the FCA to assess the firm's ex-post risk adjustment decisions.
- 6.2 Where a firm's policies and practices on variable remuneration are under review by the FCA, these firms should comply with any timetable set by the regulators, providing sufficient time for the FCA to form a view before the date by which they intend to communicate and distribute their awards.
- 6.3 Where a firm does not meet a timetable set by the regulators, there is likely to be a commensurate impact in the provision of the FCA's view to the firm which may delay the firm's own timetable for communicating and distributing awards.