R.J. O’Brien France

Investment Firm Regulatory Disclosure

31 July 2025

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1. Introduction

This disclosure is in relation to R.J. O'Brien France SAS ("RJOF", "the Firm"). RJOF is a privately owned, French-incorporated company, authorised and regulated by the Autorité de Contrôle Prudentiel et de Résolution ("ACPR") and the French Financial Markets Authority ("AMF").

This document sets out the Investment Firm Regulation and Investment Firm Directive ("IFR and IFD") public disclosure for RJOF as at 31 December 2024, which represents the end of RJOF's financial accounting period. The financial figures disclosed within this document are derived from the 2024 audited financial statement.

Under the prudential firm categorisation, as set out in Article 12 of the IFR and the ACPR rulebook, RJOF is categorised as a non-Small Non-Interconnected investment firm ("non-SNI") and a class 2 investment firm, respectively.

The disclosure for RJOF is prepared annually, on a solo entity (i.e. individual) basis. RJOF is not part of an investment firm group for the purposes of IFR/IFD disclosures. The disclosed information is proportionate to the nature, scope and complexity of the firm's activities.

In line with the regulatory requirements, outlined in Part Six of IFR, the scope of the disclosure requirements relates principally to RJOF's risk management objectives and policies, governance arrangements, own funds, own funds requirements and remuneration arrangements in place.

2. Business Strategy

RJOF is an investment firm authorised and supervised since October 2019 by the French regulators, the ACPR and the AMF. The Firm is authorised to provide the following investment services:

- Reception and transmission of orders on behalf of third parties; and
- Execution of orders for third parties

RJOF's strategy is to focus on its regulated brokerage business and to continue growing its client base.

The Firm's business incorporates dealing for end user clients as well as being an inter-dealer broker, with a focus on transactions executed for or arranged on behalf of financial institutions. The majority of the Firm's transactions involve companies based in the European Union. Due to the well-established international presence of the RJO Group, the Firm also has a significant network that allows it to further diversify its ability to raise business globally. The strategy of the Firm is in line with the broader strategy of the group.

2.1. Business Developments

On the 31st of July 2025, StoneX Group Inc. ("StoneX") acquired the RJO Group. All of RJO Group's global operations, which includes RJOF, will be integrated into StoneX. It should be noted that the implications of this acquisition have not been accounted for in any part of this document, as the acquisition took place following the reference date of this document.

3. Risk Management Objectives and Policies

RJOF has robust processes and procedures in place to identify and monitor risks and potential harms. Material harms are those that could have a financial or non-financial impact on the firm, its clients or the market.

The Firm seeks to minimize material harm by applying industry-standard risk management systems and controls. As such, the Firm has in place robust risk management framework that aims to identify, assess, control and mitigate harms. The risk management framework is managed by the Risk Department and is reviewed and approved by the Board of Directors'.

RJOF's risk management framework comprises the following components:

- Risk governance;
- Risk strategy;
- Risk appetite;
- Risk register with control assessment
- Own funds and liquidity adequacy monitoring.

3.1. Risk Management Process

RJOF's risk management processes are governed by the Group-wide risk management policies and procedures. In line with the Group's risk management framework, RJOF conducts a continuous process of reviewing its risk environments.

3.2. Risk Strategy

The Firm understands that it cannot eliminate all potential risks and therefore has set its risk appetite for the risks that are inherent in doing business. This is, therefore, designed to address risks that the Firm has determined to be material, or where the long-term cost of controlling the risk does not exceed the benefits provided by the control, and to:

- Actively mitigate or avoid risks that could:
    - Negatively affect the firm's clients
    - Lead to the breach of laws or regulations
    - Negatively impact the Firm's profitability
    - Negatively affect the Firm's reputation; and/or
    - Endanger the future existence of the Firm.
- Comply with applicable regulations.
- Control risks
- Communicate and escalate risks & enhance risk awareness.
- Ensure adequate planning for risk related events.

3.3. Risk Management Structure and Governance

RJOF has a risk governance structure in place to ensure effective management of key risks the Firm faces. The overall responsibility for the risk management of RJOF rests with the Board.

3.4. Key Risks and Risk Appetite

The Firm faces risks daily as it serves clients and operates within the financial markets. The risks that the Firm takes align with its strategic vision and willingness to accept a degree of volatility in earnings and occasional losses.

The Firm manages risks in line with its strategic vision and risk appetite, focusing primarily on operational risks due to the nature of its services. It maintains high ethical standards and limits credit and market risk exposure, although it acknowledges potential credit risk from unpaid brokerage and limited market risk on its balance sheet.

3.4.1. Credit Risk

Credit risk is the risk of a client or other counterparty defaulting on a payment or settlement obligation to the Firm. The Firm is exposed to credit risk in the following ways:

- Cash held at banking institutions: Banks hold the Firm's working capital. At any point in time, banks hold substantial funds, and a default of a bank might cause the Firm irreparable harm. This could include credit losses (if monies are never returned), as well as a loss of liquidity. The Firm mitigates these risks by:
    - Credit review. The risk management function undertakes detailed credit analysis on all banking institutions with whom the Firm holds working capital.
    - Counterparty Selection. The Firm holds working capital exclusively with tier 1 banking institutions.
- Brokerage Receivables: The Firm's core business activity is the receipt and execution of third-party client orders. The commissions charged for providing this service are invoiced to the respective counterparty each month. If the respective counterparty went into default, the Firm would be exposed to credit risk on the unpaid receivables. The Firm mitigates these risks by:
    - Credit review. The risk management function undertakes credit analysis on all institutions to whom the Firm offers execution services.
    - Robust collections. The Firm has outsourced the management of its receivables to a dedicated brokerage team of an affiliate entity within the group

3.4.2. Market Risk

Market risk is defined as the risk of loss arising from changes in the prices of financial assets or liabilities. Since the Firm does not maintain a proprietary trading book, market risk can only arise in the following ways:

- Market risk can materialize from operational risk scenarios, such as execution errors, resulting from: placing client orders incorrectly, miscommunication with clients, and trading platform. Such execution errors can result in short term open positions. Any open position resulting from an execution error should be liquidated immediately by an offsetting trade to avoid market risk exposure for the firm.

- The Firm is exposed to market risk in the form of foreign currency (FX) risk. Exposure arises as the Firm earns revenue and pays for expenses in currencies other than its functional currency and these flows are not completely correlated.
    - Monitoring of FX Positions. The FX positions taken by the Firm are monitored through review of nostro account balances and reports from carrying brokers.
    - Sweeps to Home Currency. Positions in currencies other than the Euro, exceeding tolerance, are reduced at least once a month.

3.4.3. Operational Risk

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people, and systems, or from external events or third parties.

The Firm mitigates these risks by:

- Risk register and risk and control assessments: Operational risks are inventoried in a risk register and risk self-assessments conducted as appropriate.
- Regulatory compliance policies and procedures: The Firm has implemented policies and guidance for employees to ensure full compliance with current laws, regulations, and other legal requirements.
- Reporting and escalation: The Audit & Risk Committee meets bi-annually and reviews comprehensive reporting from the Firm's executive management team, including reports from the Client Committee and Liquidity & Capital Committee.
- Business continuity / disaster recovery. The Firm has implemented business continuity and disaster recovery programs to ensure operations can continue in the event of disruption. The IT network and critical software applications are constantly monitored. Critical activities, including all business support functions and technologies that have a material impact on our financial resources are independently reviewed, approved, and monitored regularly.
- Internal and External Audit: The Firm engages specialists to carry out audits to provide industry perspective on best practices and potential control improvements.
- Insurance: The Firm maintains comprehensive insurance coverage including employers' liability, professional indemnity, public liability, travel and personal accident, business interruption, and property.
- Regulatory compliance policies and procedures. We have implemented policies and guidance for employees to ensure full compliance with current laws, regulations, and other legal requirements.

3.4.4. Liquidity Risk

Liquidity risk is the risk that a company, although a going concern, either does not have sufficient financial resources available to enable it to either meet its obligations as they fall due or comply with the regulatory obligations set out in the IFR/IFD.

The Firm mitigates these risks by:

- Liquid reserves. Liquid resources are held in cash and kept in immediately available deposit accounts.
- Daily monitoring. The Firm maintains detailed daily liquidity forecasts which allow it to anticipate cash flow shortages over the planning horizon.
- Internal thresholds. The Firm has set internal thresholds above and beyond its regulatory requirements. These act as an early warning indicator, which ensures appropriate escalation to management for remedial action in the event of a deterioration in liquidity.

4. Governance

4.1. Board of Directors

The Directors are ultimately responsible for the oversight of the Firm and for setting its strategy and monitoring its governance structure. The Firm's Board of Directors is ultimately responsible for ensuring adequate risk management arrangements and the provision of sufficient capital and liquidity.

RJOF holds bi-annual board meetings where the Directors consider performance of the Firm, including strategic developments, market conditions and key management issues. The Board receives formal reports from senior management and the chairpersons of its sub-committees, including the Audit & Risk Committee ("ARC"). The Board will consider and review these reports to ensure that the Firm remains within its appetite for operational and other risks.

The Board consists of 3 non-executives, 1 independent non-executive and the Managing Director. The Chair is the Global Chief Financial Officer of the R.J. O'Brien Group, the other non-executive directors are the Group's Chief Sales Office and the Managing Director, EMEA.

As at 31 December 2024, the number of directorships held by members of the Board outside of the RJO Group were as follows:

Name	Position	Directorships Held
James Gabriele	Chairman: Non-Executive Director	-
Simon Prangnell	Executive Director	-
Mark Phelps	Non-Executive Director	-
Adam Solomons	Non-Executive Director	-

Peter Green	Independent Non-Executive Director	4

4.2. Board Diversity

The Firm is committed to encouraging equality, diversity and inclusion among its workforce and eliminating unlawful discrimination. We believe diversity of backgrounds, experiences and thoughts increases innovation, fosters faster problem solving and results in better decision making.

4.3. Board Committees

The Board is the governing body of the Firm. The Board delegates responsibility to the various sub-committees that report to the Board on a periodic basis.

The Board delegates day-to-day management to the Executive Committee and a number of sub-committees. All committees have Terms of Reference clearly setting out their membership and responsibilities. The diagram below describes the Firm's governance structure.

4.3.1. Audit and Risk Committee ("ARC")

The ARC is authorised by the Board and assigned responsibility to monitor and assess:

- The integrity and effectiveness of the control and risk management framework
- The integrity of the financial statements
- The role and effectiveness of, and relationship with, the Firm's external auditors and outsourced internal auditors, and the services they provide.

4.3.2. Liquidity and Capital Committee ("LACC")

The LACC is authorised by the ARC and assigned responsibility for the day-to-day management and oversight of the Company's capital and liquidity.

4.3.3. Client Committee ("CC")

The CC is authorised by the Board and assigned responsibility for the review of all RJOF's existing or potential clients which have been submitted to the Committee during their onboarding or regular review/updating processes of the client.

4.3.4. Transaction Reporting Steering Committee (TR STC)

The TR STC is established under the authority of the ARC of RJOF's parent entity, R.J. O'Brien Limited's ("RJOL"), which has delegated to the TR STC the responsibility to oversee Transaction Reporting risks, quality, timeliness and change management related to RJO EMEA transaction reporting obligations.

4.3.5. Remuneration Committee ("RemCo")

Pursuant to Article 32 and 33 of the IFR Directive (EU 2019/2034), RJOF is not required to have a RemCo.

5. Own Funds

5.1. Composition of Regulatory Own Funds

RJOF's Own Funds (i.e. capital resources) comprise exclusively Common Equity Tier 1 ("CET 1") capital resources, consisting of Share Capital and Retained Earnings, satisfying all eligibility criteria for CET 1 instruments in accordance with the IFR. For the audited financial year ended 31 December 2024, RJOF had total own funds resources of €2.35 million.

Table 1: EU IF CC1.01 - Composition of Regulatory Own Funds

Ref	Item	Amounts in EUR	Source based on reference numbers/letters of the balance sheet in the audited financial statements
1	**Common Equity Tier 1 (CET1) capital: instruments and reserves**		
2	**OWN FUNDS**	2,351,720	
3	**TIER 1 CAPITAL**	2,351,720	
4	**COMMON EQUITY TIER 1 CAPITAL**	2,351,720	
5	Paid up capital instruments	2,304,145	Statement of Financial Position
6	Share premium		
7	Retained earnings	47,575	Statement of Financial Position
8	**(-) TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1**	0	

9	(-) Losses for the current financial year	0	
10	(-) Goodwill	0	
11	(-) Other intangible assets	0	
12	(-) Deferred tax assets that rely on future profitability and do not arise from temporary differences net of associated tax liabilities	0	
13	(-) Other deductions	0	

5.2. Reconciliation of Regulatory Own Funds

The table below describes the reconciliation with Own Funds in the balance sheet as at 31 December 2024, where assets and liabilities have been identified by their respective classes. The information in the table below reflects the balance sheet in the audited financial statements.

Table 2: EU IF CC2 - Reconciliation of Regulatory Own Funds to Balance Sheet in the Audited Financial Statements

		a	b	c
		Balance sheet as in published/audited financial statements	**Under regulatory scope of consolidation**	**Cross reference to EU IFCC 1**
		31 December 2023	**31 December 2023**	
Assets - *Breakdown by asset classes according to the balance sheet in the audited financial statements*				
1	Fixed Assets	220,588	N/A	
2	Regularisation Account	84,651	N/A	
3	Other Assets	362,682	N/A	
4	Cash at Bank	2,050,496	N/A	
5	Receivables	224,957	N/A	
	Total Assets	**2,943,373**		
Liabilities - *Breakdown by liability classes according to the balance sheet in the audited financial statements*				
1	Regularisation Account	2,423	N/A	
2	Other Liabilities	589,230	N/A	
	Total Liabilities	**591,653**		
Shareholders' Equity				
1	Share Capital	2,304,145	N/A	Item 5
2	Retained Earnings	47,575	N/A	Item 7

	Total Shareholders' equity	**2,351,720**		

6. Own Funds Requirements

6.1. Assessment of the K-Factor and Fixed Overheads Requirements

RJOF is required to disclose the total of the K-factor requirement ("KFR") and the Fixed Overheads Requirement ("FOR") amounts in relation to its compliance with the Own Funds Requirements ("OFR") set out in Article 50 of the IFR. For the audited financial year ended 31 December 2024, the Firm's base own funds requirement was driven by its FOR of €0.89 million.

Item	Amounts in EUR
	31 December 2024
Permanent Minimum Capital Requirement ("PMR")	75,000
Fixed Overheads Requirement ("FOR")	888,067
K-Factor Requirement ("KFR")	378,818
Total Own Funds Requirement	**888,067**

6.2. Approach to Assessing the Adequacy of Own Funds

As a class 2 firm, RJOF is required to conduct an Internal Capital Adequacy and Risk Assessment Process ("ICARAP") annually, allowing the Firm to evaluate the adequacy of its Own Funds resources.

Pursuant to Article L533-2-2 of the Monetary and Financial Code, and the guidance set forth by the ACPR and European Banking Authority ("EBA"), the Firm has undertaken a comprehensive Pillar 2 assessment as part of its ICARAP. The Firm has reviewed and evaluated the adequacy of its own funds resources to support its business activities throughout the economic cycle, as well as the own funds resources necessary for the Firm to be wound down in an orderly manner. The results of these assessments enable the Firm to determine its Pillar 2 own funds requirement, and overall financial adequacy.

7. Remuneration Policy and Practices

7.1. Qualitative Disclosure

7.1.1. Remuneration Governance

The Board oversees the remuneration framework of the Firm and its effective application. The Board provides independent oversight of RJOF's remuneration policies for all employees, ensuring appropriate remuneration policies and practices.

The role of the Board in relation to remuneration framework is to consider any factors which it deems necessary to promote the long-term success of the Company, including:

- Relevant legal and regulatory requirements;
- The desire to attract, retain and motivate management and key staff by linking rewards to corporate and individual performance without paying more than is necessary; and
- Adherence to the Company's appetite for risk.

The Board pays close attention to the design and the operation of remuneration practices for all RJOF's staff, not just for the most senior executives. The Board undertakes the following roles and responsibilities in relation to the remuneration framework of RJOF:

- Ensuring that the remuneration policy is consistent with and promotes sound and effective risk management;
- Ensuring that the remuneration policy is compliant with relevant regulations and supports and aligns with the long-term objectives of the firm;
- Ensuring that the remuneration policy is reviewed annually, and its implementation is subject to central and independent internal review;
- Reviewing the remuneration of material risk takers including the senior officers in the risk management and compliance functions.

Whilst adhering to these responsibilities, the Board takes into consideration the input and assistance provided by the Firm's control functions, primarily Compliance, Risk Management, Capital adequacy, Legal and Human Resources. Where necessary, the Firm will seek external advice.

Senior management is responsible for the day-to-day implementation of the remuneration policy and the monitoring of compliance risks related to this Policy.

7.1.2. Identification of Material Risk Takers ("MRT")

The firm has applied the following criteria in identifying its Material Risk Takers ("MRT") – i.e. those who could have a material impact upon the risk profile of RJOF.

An MRT is an individual who is any of the following:

- a member of the management body in its management function.
- a member of the management body in its supervisory function.
- a member of senior management.
- responsible for business units carrying on at least one of the following regulated activities:
    - arranging deals in investments.
    - dealing in investments as agent.
- responsible for the prevention of money laundering and terrorist financing.
- responsible for managing risk.
- responsible for information technology, security or outsourcing
- a senior advisor who can exert key strategic influence.
- a head of desk.

7.1.3. Remuneration Objectives and Principals

The objective of RJOF's Remuneration Policy is to ensure that remuneration is fair, competitive and recognises performance. This ensures the Firm promotes the right culture and behaviours, with a strong focus on its clients and risk management.

This Policy ensures that variable remuneration is based on multiple factors. RJOF is committed to aligning variable remuneration with performance. To do so, the performance of the Group, Firm, relevant business units and individuals over the past year, as well as over prior years, are considered.

7.1.4. Fixed and Variable Remuneration

The remuneration includes, for all employees regardless of their role or the hierarchical level:

- Fixed remuneration: the fixed compensation reflects an employee's qualification, experience, level of proficiency, organisational responsibilities and involvement in the assigned tasks as set out in their job description and terms of employment. It is predetermined and non-discretionary.
- Variable remuneration: the variable compensation is determined so as to avoid the creation of incentives that could lead to inappropriate or excessive risks, situations of conflicts of interests between employees and the Firm's clients, or the non-respect of Code of Conduct, Rules and Regulation and Risk Management. Variable compensation awards made by the Firm may include discretionary bonuses and commission payments based on a formulaic schedule as part of an individual's employment agreement.

Ancillary benefits, social benefits and the Firm's contribution to corporate social security measures are granted to RJOF employees in accordance with applicable laws including the French Labor Code and the National collective bargaining agreement of financial markets.

RJOF's remuneration policy has set a ratio between fixed and variable remuneration in accordance with Article 30(2) of Directive (EU) 2019/2034 which allows for flexibility, whilst recognising the need to ensure that compensation is appropriately balanced between the fixed and variable.

7.1.5. Ex-post adjustments

By way of derogation from Article L. 1331-2 of the Labor Code, the total amount of variable remuneration may be reduced or subject to clawback.

As well as encouraging and rewarding those who contribute to its continued success, the Firm believes that no-one should benefit from their wrongdoing.

Ex-post risk adjustment is the reduction, following the crystallisation of a specific risk or poor performance/misconduct outcome, in the amount of variable remuneration to which an individual would otherwise have been entitled. It includes:

- reducing current year awards.
- the application of "malus" – i.e., reducing or cancelling a future or deferred award; and
- claw back – the recouping of already vested awards.

In the event that any action or inaction by anyone working for RJOF has a material impact on the categories listed below, the Company will consider adjusting a person's variable remuneration, whether past, present or future.

The Firm will look at all of the circumstances surrounding any in/action that has a materially negative effect in the following areas:

- the impact on its customers, counterparties and the wider market,
- the impact of the failure on its relationships with its other stakeholders including, shareholders, employees, creditors, the taxpayer and regulators,
- the cost of fines and other regulatory actions,
- direct and indirect financial losses attributable to the relevant failure; and
- reputational damage.

The type of cases where an ex-post risk adjustment might have to be made would be, for example, if anyone working for RJOF:

- has participated in or was responsible for conduct which resulted in significant losses to the Firm or relevant business unit.
- has acted in any manner which has brought, or is likely to bring, the Firm or any Group company into material disrepute.
- acted in a fraudulent or dishonest manner.
- has failed to meet appropriate standards of fitness and propriety; or
- acts in any materially wrong way, even if those matters only come to light after the bonus has been paid.

7.2. Quantitative Disclosure

The following table sets out aggregate quantitative information on compensation of material risk takers and other employees of RJOF in the financial year ended 31 December 2024.

Table 3: EU REM1 - Remuneration awarded for the financial year.

All values in EUR

Ref	Item		MB Supervisory function Management Function Other Senior Management	Other identified staff
1	Fixed remuneration	Number of identified staff	2	15
2		**Total fixed remuneration**	**374,242**	**865,029**
3		Of which: cash-based	374,242	865,029
4	Variable remuneration	Number of identified staff	2	15
5		**Total variable remuneration**	**35,293**	**110,061**
6		Of which: cash-based	35,293	110,061
7	**Total remuneration (2 + 5)**		**409,535**	**975,090**

7.2.1. Shares or equivalent ownership interests

The Firm does not currently offer share ownership.

7.2.2. Guaranteed Remuneration

The Firm does not currently offer guaranteed variable remuneration.

7.2.3. Deferred Remuneration

The Firm does not currently offer deferred remuneration.