WARNING NOTICE STATEMENT

1.1 The Financial Conduct Authority ("the FCA") gave a warning notice on 29 April 2026 to an individual (Individual A) proposing to take action in respect of the conduct summarised in this statement. At the relevant time, Individual A was approved to perform senior management functions at a small, authorised firm (Firm A), including acting as its Chief Executive and holding responsibility for compliance oversight and financial promotions.

IMPORTANT: A warning notice is not the final decision of the FCA. The individual has the right to make representations to the Regulatory Decisions Committee (RDC) which, in the light of those representations, will decide on the appropriate action and whether to issue a decision notice. The RDC is a Committee of the FCA board which decides whether the FCA should give certain statutory notices described as within its scope by the FCA's Handbook.

If a decision notice is issued, the individual has the right to refer the matter to the Upper Tribunal which would reach an independent decision on the appropriate action for the FCA to take, if any.

If either the RDC or the Upper Tribunal decides that no further action should be taken, the FCA will publish a notice of discontinuance provided it has the individual's consent.

1.2 The following is a summary of the reasons why the FCA gave Individual A a warning notice:

- The FCA considers that Individual A acted with a lack of integrity during the period 21 October 2019 to 28 January 2025 ("the Relevant Period"). The FCA considers that Individual A knowingly presented a façade of regulatory legitimacy for the benefit of Individual B, who as a disqualified director (by reason of fraudulent activity), would not have been approved by the FCA to hold a senior management function and misled the FCA regarding the true ownership and control of Firm A. In doing so they breached Statement of Principle 1 and Individual Conduct Rule 1 for approved persons.

1.3 In particular, the FCA considers that, during the Relevant Period, Individual A:

- sold effective control of Firm A to Individual B through a transaction structured to conceal the true beneficial ownership and seek to avoid the FCA's statutory change-in-control regime;
- held his approved functions in name only and allowed Individual B and others to run the business;
- allowed the authorised status of Firm A to be used as a "halo" which led to investors having a false confidence in the high-risk unlisted bonds which it marketed and issued. Investors suffered significant financial loss, totalling nearly £4.4 million, as a result;
- repeatedly provided false and/or misleading information to the FCA concerning who owned and controlled Firm A, and the extent of his own involvement in managing it after the sale.