



# Global Order Execution Policy

March 2022

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# Introduction

This Policy sets the standards that the business must adhere to in relation to order execution and the placement of orders ("Policy") including abrdn's responsibilities to deliver Best Execution for its Clients. The Policy has been written in accordance with the requirements of the European Union's second Markets in Financial Instruments Directive ("MiFID II").

# Application

This Policy applies where abrdn executes or places orders in Financial Instruments on behalf of Retail and Professional Clients through an approved execution venue or counterparty by its Investment Execution team. This Policy does not specifically address the allocation of orders or the aggregation of orders between Clients. The **Global Order Aggregation and Allocation Governance Policy** separately sets out a consistent set of high level principles to ensure that any allocation of orders and aggregations of orders between Clients, across all abrdn's global regions, are in compliance with regional laws and regulations, as well as demonstrative that abrdn has complied with its obligation to treat customers fairly.

This Policy is applicable throughout abrdn's defined Investment Vector unless distinct arrangements have been agreed for specific entities.

For the avoidance of doubt, abrdn may have specific arrangements whereby the responsibilities for trade execution under MiFID II rests with a company outwith abrdn (e.g. model delivery services). In such circumstances, neither this Policy nor any other policy referred to herein shall apply. Any queries about the scope of this Policy can be raised with the Global Head of Execution in the first instance.

# Risk Appetite

The risk appetite is set and reviewed centrally by the abrdn Board and this Policy should be applied in line with that defined appetite.

# Definitions

For the purposes of this Policy, the following definitions should apply:

## **Best Execution**

means the regulatory obligation to take all sufficient steps to obtain the best possible result for our Clients when executing or placing orders.

## **Clients**

means clients or funds for which abrdn is providing investment management services.

## **Counterparties**

means any entity which effects a transaction, executes orders or passes or places orders for execution and includes, but is not limited to, brokers, dealers, market makers, executing brokers and clearing brokers (whether acting as principal or agent).

## **Financial Instruments**

As defined under MiFID II, or the relevant laws, regulations and rules in the U.S. or other relevant trading venue. These include, but are not limited to:

- Equities
- Fixed income instruments, including government and corporate bonds, shares or units in collective investment schemes and convertible bond instruments

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- Units in Exchange Traded Funds (“ETFs”)
- Derivatives, whether exchange-traded or OTC, including forwards, futures, options, swaps and CFDs
- Money market and cash instruments

The Financial Instruments authorised for investment by abrdn are set out in the Permissible Investment Universe document.

### **Retail/Professional Clients**

means as defined under MiFID II.

### **Multilateral Trading Facility (“MTF”)**

means a multilateral system, operated by an investment firm or a market operator, which brings together multiple third-party buying and selling interests in financial instruments, in the system and in accordance with non-discretionary rules in a way that results in a contract.

### **Swap Execution Facility (“SEF”)**

means a Commodity Futures Trading Commission regulated facility, trading system or platform in which multiple participants have the ability to execute or trade swaps by accepting bids and offers made by multiple participants in the facility.

### **Systematic Internaliser (“SI”)**

means a firm that executes orders from its Clients against its own book or against orders from other Clients. MiFID II will treat Systematic Internalisers as mini-exchanges; hence, for example, they will be subject to pre-trade and post-trade transparency requirements.

### **Organised Trading Facility (“OTF”)**

means a multilateral system, which is not a Regulated Market or MTF and in which multiple third parties buying and selling interests in bonds, structured finance products, emissions allowances or derivatives are able to interact in the system in a way which results in a contract.

Where capitalised words and phrases are used and are not specifically defined in the Policy, these words and phrases shall have the definitions ascribed to them in the Financial Conduct Authority (“FCA”)’s Handbook of rules and guidance.

### **Trade Execution Venues**

means for the purpose of this Policy, a regulated market, an MTF, an OTF, a systematic internaliser, or a market maker or other liquidity provider or an entity that performs a similar function in a third country to the functions performed by any of the foregoing:

- Regulated Markets, e.g. London Stock Exchange
- Market Maker or Agency Broker, e.g. broker or other liquidity provider
- Multilateral Trading Facility (“MTF”), e.g. electronic trading platform such as Liquidnet, Tradeweb, or FXALL. Outside Europe, such venues may be defined/approved differently e.g. In the US, Liquidnet is defined/approved as an Alternative Trading System (“ATS”)
- Systematic Internaliser (“SI”), e.g. investment bank
- Swap Execution Facility (“SEF”), e.g. Tradeweb SEF, Bloomberg SEF, FXALL SEF
- Organised Trading Facility (“OTF”)

NOTE; A non-exhaustive list of key execution venues utilised by abrdn are set out in Appendix 1.

## Regulatory Context

Where any local business practice policies exist within functional areas, regions or legal entities across abrdn, these local business practice policies must operate within the broader framework of standards set out within this Policy. Appendix A and B refer to certain applicable key Regulations in the APAC and the USA regions (although this is a non-exhaustive list and subject to change).

## General Dealing Policy

abrdn is committed to implementing industry best practice of segregated responsibilities in respect of fund management and dealing. Any exceptions to the segregated dealing model require to be approved at the Global Execution Oversight Committee ("GEOC").

For each instruction to trade, the portfolio manager or authorised individual will send orders electronically via abrdn's order management system ("OMS") to the Investment Execution function. Once orders have passed pre-trade compliance checks and been acknowledged by the relevant execution desk, the dealer will use an agreed medium to place the order with an authorised Counterparty or deal directly on any of the trade execution venues listed in this Policy. The selection of execution venue(s) will be based upon both qualitative and quantitative factors, including the individual Counterparty expertise, quality of information (including market information), willingness to provide capital, and available liquidity. In all cases, the dealer will seek to execute with the execution venue(s) that provide the greatest overall benefit to the Client under the circumstances. Typically, orders are placed using one of the following agreed mediums:

- FIX: The electronic messaging protocol is the most robust and transparent means of transmitting orders to the trade venue(s).
- Voice: Orders are placed verbally on a recorded phone line.<sup>1</sup>
- Email/Instant Bloomberg: Orders are sent from a controlled account, which has a full electronic audit trail.

## Order Handling

abrdn operates procedures to ensure the prompt, fair and expeditious execution and allocation of Client orders relative to other Client orders. The firm does not trade for its own account; although, it is acknowledged that in certain circumstances abrdn monies may be wholly or partly utilised as seed investment for new investment products.

abrdn maintains and reviews periodically its Global Order Aggregation and Allocation Governance Policy and its Cross-Trading Governance Policy, which govern the firm's order handling procedures. Clients may request copies of such policies upon request. It is acknowledged that Cross Trading (as defined in the said Cross Trading Governance Policy ("CTGP")) forms an important part of abrdn's execution arrangements, and accordingly abrdn will look to cross trade if this is considered to be in the best interests of the client(s) concerned and is in accordance with consent provisions as referenced in the said CTGP.

## Securities Financing

The use of securities financing transactions ("SFTs") such as securities lending, repurchase agreement and reverse repurchase agreement do not prevent the investment manager from acting in the best interests of the Fund, the investors and the integrity of the market, ensuring that these transactions comply with the arm's length principle. In any event, abrdn will aim to achieve the best outcome for its clients when trading in SFTs.

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<sup>1</sup> Subject to local jurisdictional requirements

# Order Execution

MiFID II requires abrdn to take all sufficient steps to obtain the best possible result for its Clients. This overarching obligation is referred to, in this Policy, as our duty to deliver “Best Execution”. Under MiFID II, this obligation states that “Investment firms shall take all sufficient steps to obtain the best possible result for their clients taking into account the execution factors of price, cost, speed, likelihood of execution or any other consideration including qualitative factors when assessing the quality of execution”.

When executing, or arranging execution of orders, abrdn will take all sufficient steps to obtain the best possible result, taking into account the characteristics of the Client, the Execution Factors (as defined below), and other relevant criteria (also as defined below).

## a) Retail Clients

When executing, or arranging execution on behalf of a retail Client, the application of Best Execution will be determined primarily in terms of “Total Consideration”.

Total Consideration is defined as the price of the relevant financial instrument, plus the costs related to execution. These costs will include all expenses incurred which are directly related to the execution of the order (such as execution venue fees, clearing and settlement fees and any other fees paid to third parties involved in the execution of the order).

Under the rules, Total Consideration is the defining execution factor for retail Clients. For retail Client orders, the Execution Factors (as defined below) including liquidity will also be considered, but will be given precedence over the immediate price and cost consideration only insofar as they are instrumental in delivering the best possible result in terms of the Total Consideration to the Client.

## b) Professional Clients

In order to achieve Best Execution on behalf of professional Clients, abrdn will execute an order having assessed the following factors (the “**Execution Factors**”):

- Price
- Cost
- Speed
- Likelihood of execution and settlement
- Size
- Liquidity

In determining the relative importance of the above factors, abrdn will apply the execution criteria below in a manner that takes into account these differing circumstances in the execution of Client orders:

- The nature of the Client mandate
- The nature of the order
- The characteristics of the Financial Instruments to which the order relates
- The trade execution venues to which the order may be directed

Generally, abrdn will regard price, size and liquidity as the most significant factors in the execution of a Client’s order. However, there may be circumstances where other Execution Factors will be prioritised over price, size and liquidity. In taking all sufficient steps, our dealers will use their commercial judgement and experience in light of

available market information to achieve the best balance across a range of, sometimes conflicting, factors. This does not mean achieving the best price for every Client order, but achieving the best possible result that can reasonably be expected given the resources available to abrdn. The relative importance of the Execution Factors will therefore vary considerably between different orders and Financial Instruments. abrdn will also consider an executing Counterparty's proven ability to execute a desired trading strategy competently and to manage risk appropriately, adhering to regulatory requirements when selecting an execution Counterparty.

Notwithstanding the above, the following Execution Factors will apply specifically to Equities or Equity-Like Products:

- Liquid Equities – Price and Cost will normally be the defining factors but other reasons may mean, for example, that certainty of completion takes priority.
- Illiquid Equities – Price, size of order and cost will normally be the determining factors but other reasons may mean, for example, that certainty of completion takes priority.

### **c) Trade Execution Venues**

In cases where there are potentially multiple Trade Execution Venues, regardless of Financial Instrument, several factors will be weighed before selecting the venue(s) to which the Client's order will be routed. Dealers will reference pre-trade analytics, which may incorporate price discovery systems, discussions with Trade Execution Venues, and an assessment of prevailing market conditions before choosing the most appropriate Trade Execution Venue(s).

If not already provided pursuant to an investment management agreement or similar authority, written Client consent to the execution of orders outside a Regulated Market, or other Trade Execution Venues listed elsewhere in this Policy, will be obtained prior to executing orders.

Where we execute outside a trading venue, or more specifically the settlement system of a trading venue, where that settlement process is not delivery versus payment, a client may be subject to additional counterparty risk.

#### **i. Equity and Equity-Like Products**

The Dealing Desks may route the order through any of the Trade Execution Venues listed in this Policy.

abrdn will arrange access to all regulated Trade Execution Venues it assesses as appropriate for a global fund manager. Given the number of available venues, the selection of Execution Venue for parts of a working algorithmic order will be made electronically.

abrdn use electronic crossing networks and algorithmic trading tools, as appropriate, in order to minimise impact by maintaining anonymity and to access "hidden" liquidity.

When appropriate, abrdn will trade baskets of stocks as a program trade, with a Counterparty and investment bank intermediaries, on both a principal and agency basis. Program trades can allow immediacy across a large number of stocks in principal trades or a reduced commission rate for agency trades.

#### **ii. Fixed Income**

The use of RFQ and Bloomberg IB to request competitive quotes is the standard approach in more liquid sectors of the market. However, under certain circumstances, for example where the size of the order or the liquidity profile of the issue is such that placing an order in competition may result in information leakage, the dealer may choose to place an order with a single Counterparty for execution.

The Investment Execution function will route orders for execution to MTFs, OTFs, SIs and agency brokers.

#### **iii. Derivatives (Exchange Traded, Exchange Cleared and Over the Counter)**

For an over-the-counter instrument, the obligation of best execution may be limited in practice as a result of the complex, customised or structured nature of the transaction.

Orders may be routed through Regulated Markets, MTFs, OTFs, SEFs, SIs and other liquidity providers. However, under certain circumstances, for example where the size of the order or the liquidity profile of the issue is such that placing an order in competition may result in information leakage, the dealer may choose to place an order with a single Counterparty for execution.

In selecting the Execution Venue(s), in addition to the factors and criteria set out elsewhere in this Policy, the executing desk will have regard to the relevant terms of any International Swaps and Derivatives Association Master Agreement (“ISDA”), Credit Support Annex (“CSA”) and Cleared Derivatives Execution Agreements (“CDEA”) and Global Master Repurchase Agreement (“GMRA”) in place for each Client.

#### **iv. Money Markets**

Execution will only take place after a full analysis of liquidity requirements, operational risk, credit risk, return objectives and overall effective portfolio management is completed in order to secure the best possible return for the Client. The factors of yield / size / liquidity / credit risk / risk appetite / rating and maturity are important and the relative importance of each may differ depending on each individual order.

In selecting the Execution Venue for repurchase and reverse repurchase transactions, in addition to the factors and criteria set out elsewhere in this Policy, the executing desk will have regard to the terms of any agency GMRA or Master Repurchase Agreement (“MRA”) in place for each Client.

#### **v. Foreign Exchange**

abrdn has dedicated Investment Execution teams in the UK, Asia Pacific and the US which execute trade related and investment policy FX transactions.

FX transactions are traded either;

- with a panel of approved Counterparties (acting as SIs) who meet internal rating criteria (unless Client restrictions apply) or
- through multibank electronic platforms (MTFs, OTFs) such as FXALL.

In addition to the in-house model, abrdn has custodial FX trading (mandated rules-based or by specific instruction) where it is operationally / economically more efficient than active trading by the FX dealing desks. This includes certain spot trading, share class or other FX hedging and standing instructions for restricted currency markets.

#### **vi. Collective Investment Schemes**

In general, secondary markets for units or shares in Collective Investment Schemes (“CIS”) do not exist and therefore abrdn places its order or instructs a third party on its behalf to deal directly with the primary market dealing team of the fund provider concerned (generally known as the “Transfer Agent”). Transactions in units or shares in CIS are generally transacted at the prevailing net asset value (“NAV”) of the CIS.

#### **d) Monitoring and Review**

Although abrdn’s approach to seeking Best Execution is applicable to all types of transactions, evaluating the quality of executions is more easily achieved for securities with reliable and readily available comparative data and/or where a third party can provide a specialised Transaction Cost Analysis (“TCA”) service.

The oversight of Best Execution is an evolving process of continuous improvement and as part of the firm’s commitment to achieving Best Execution, abrdn is constantly reviewing and seeking out new TCA offerings, new counterparties and new venues in the market. Where there is no TCA service available, abrdn will aim to conduct internal modelling of trades utilising tools, venue reports and Counterparty reports to carry out execution analysis.



### **e) Counterparty Reviews**

abrdrn will conduct reviews of its leading Counterparties to assist in meeting its obligations to seek Best Execution.

Dealers assess significant execution Counterparties based on their experience in obtaining quality execution. Factors considered include, but are not limited to, speed and efficiency of execution, anonymity, market intelligence, liquidity, explicit cost, and market impact from trading. Aggregated results are used as the basis for feedback to each Counterparty reviewed. Reviews will be conducted at least once a year by abrdrn's Credit Committee in accordance with the Global Counterparty Credit Risk Policy.

### **f) New Counterparty Approval**

abrdrn constantly evaluates the market landscape and reviews its panel of Trade Execution Venues and Counterparties. The firm has processes in place both to review the financial soundness of Counterparties and to ensure that adequate documentation is in place to manage the relationship.

All requests for new Counterparties are initially approved by the relevant Head of Desk. For Counterparties where bilateral trading will result in credit risk to that Counterparty, these are subject to a full credit review and approval at the Credit Committee. OTC Derivative Counterparties are subject to appropriate trading agreements including agency ISDAs, CSAs, or CDEAs being put in place. Similarly, repurchase and reverse repurchase transaction counterparties are subject to appropriate agency GMRA or MRA legal agreements being put in place. All 'delivery versus payment' ("DvP") brokers are considered at the Credit Committee. Approved Counterparty lists will be maintained by the Counterparty and Derivatives Management Team, which will include updates to corporate additions, mergers, and deletions.

Where a Client instructs abrdrn to operate under their own negotiated ISDA or CDEA agreement, this will constitute a specific instruction from the Client to transact solely with the named Counterparty (see also Client Specific Instructions paragraph below).

## **Client Specific Instructions**

Where a Client gives a specific instruction or restriction as to the execution of an order, the relevant part of that order will be executed in line with those instructions. In acting on a specific instruction, the ability to take the steps abrdrn have designed to ensure the firm obtains the best possible result and a fair and equitable allocation, as described above, may be impaired.

## **Oversight and Control**

It is the responsibility of all dealers and fund managers involved in raising and executing orders to understand the firm's obligations as they relate to Best Execution under the relevant legislation.

abrdrn's Investment Execution function, Investment Control, Investment Management, Operations, and Risk and Compliance teams all have a role to play in overseeing the Policy.

The Global Head of Investment Execution has primary responsibility for the oversight of trade execution; and the GEOC will note any material updates following review by the relevant Working Group which will be headed by the Global Head of Investment Execution. Any material investment strategic or operational issues which are not able to be resolved at GEOC will be escalated as considered necessary by the owner of this Policy to senior management forums.

## Roles and Responsibilities

The Global Head of Investment Execution is responsible for implementing the arrangements described in this Policy.

Material changes to this Policy are reviewed by the owner and at the GEOC as required. Any material change that affects abrdn's ability to obtain the best possible result for the execution of Client orders will be communicated to Clients.

The Policy is reviewed at the GEOC at least annually. Exceptions to this Policy are also reviewed and approved at the GEOC.

## Applicable Laws and Regulations

Whilst the Policy has been drafted to meet the requirements of MiFID II, as abrdn is a global organisation, and reflects the approach taken across the jurisdictions in which it operates. abrdn will ensure that it complies with all applicable laws and regulations in relevant jurisdictions and, to the extent that local requirements are not covered in this Policy, they will be implemented separately. Appendix A and B outline the key regulations for relevant abrdn jurisdictions in the APAC and US region respectively; although this is not an exhaustive list and is subject to ongoing review.

## Appendix 1

Please see below for the non-exhaustive list of Trade Execution Venues and counterparties on which abrdn places significant reliance in meeting its obligation to achieve Best Execution for its Clients:

ANZ	MarketAxess Limited
Banco Santander SA	Merrill Lynch International
Bank of America Corp	Mizuho Financial Group Inc.
Banque Federative du Credit Mutuel	Morgan Stanley
Barclays PLC	National Australia Bank
Bloomberg	Nomura Holdings Inc.
BNP Paribas	Nordea Bank AB
Canaccord Genuity Ltd	Nplus1 Singer Capital Markets Ltd
Cantor Fitzgerald Europe	Numis Securities Ltd
Cenkos Securities PLC	Panmure Gordon & Co PLC
CBOE Global Markets, Inc	Peel Hunt LLP
CLSA Ltd.	Rabobank Nederland NV
Citibank	Raymond James
Commerzbank AG	RBC Dominion Securities Inc
Credit Agricole SA	Renaissance Securities Cyprus Ltd
Credit Suisse	Rw Baird
Daiwa Capital Markets Europe Ltd	Royal Bank of Canada
DekaBank Deutsche Girozentrale	Royal Bank of Scotland Group PLC
Deutsche Bank	Scotia Capital Inc
DZ Bank AG	Societe Generale SA
FX-All	Standard Chartered PLC
Goldman Sachs Group Inc	Stifel Nicolaus Europe Ltd
Group BPCE	The Toronto-Dominion Bank
HSBC Holdings Limited	Tradeweb Limited
ICAP	Tullett Prebon (Securities) Limited
ING Bank N.V.	UBS AG
Instinet Europe Ltd	UniCredit SpA
Investec Bank PLC	Virtu
Jane Street	Wells Fargo
Jefferies International Limited	Winterflood Sec
JP Morgan Chase and Co Inc.	
KBC Groep N.V.	
Kepler Cheuvreux SA	
Key Banc	
Liquidnet Limited	
Lloyds Banking Group PLC	
Macquarie Group Ltd.	

## Appendix A

The following is a non-exhaustive list (as at 2022) of the relevant best execution Regulations applicable in the APAC regions in which abrdn operates regulated entities.

No	Markets	Regulation
1	Japan	Financial Services Agency (Japan) - Financial Instruments and Exchange Act - Article 42 (Duty of Rights Holders)
2	Thailand	Securities and Exchange Commission (Thailand) – Notifications of Securities and Exchange Commission OrKhor/Nor. 5/2549 Clause 3.2.2 and Nor Por. 1/2562 Division 4 and Clause 5.4 under Appendix
3	Singapore	Monetary Authority of Singapore- Notice SFA 04- N16 on Execution of Customers' Orders and the Guidelines to the Notice
4	Malaysia	Securities Commission of Malaysia – Guidelines on Compliance Function for Fund Management Companies (11.24 - Best Execution)
5	Hong Kong	Securities & Futures Commission (Hong Kong) – Fund Manager Code of Conduct: II.3.2 Best Execution
6	Australia	Australian Securities & Investments Commission – ASIC Market Integrity Rules (Securities Market) Rule 3.8.1 – Best execution obligations, Regulatory Guide 265

## Appendix B

Below is a non-exhaustive list of key regulations in the United States Region related to abrdn's key trading practices as referenced in this Policy:

- Section 206; Rule 206 of the Investment Advisers Act of 1940. Investment Adviser Act Release No. 2204 (Dec. 17, 2003) (Compliance Programs of Investment Companies and Investment Advisers), publicly available at [Final Rule: Compliance Programs of Investment Companies and Investment Advisers; Rel. Nos. IA-2204; IC-26299; File No. S7-03-03 \(sec.gov\)](#).
- Section 28(e) of the Securities Exchange Act of 1934. Securities and Exchange Act Release No. 23170 (April 23, 1986) (Interpretive Release Concerning the Scope of Section 28(e) of the Securities Exchange Act of 1934 and Related Matters), publicly available at [Interpretive Release Concerning the Scope of Section 28\(e\) of the Securities Exchange Act of 1934 and Related Matters](#).