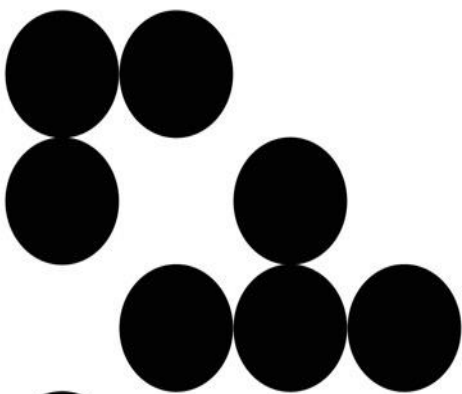


 abrdn



**IFPR Disclosures
as at 31 December 2022**

abrdn Capital Partners LLP



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The IFPR Disclosures are available on our website <https://www.abrdn.com/corporate/investors/investor-information>

1. Overview

1.1 Background

From 1 January 2022, the UK financial services regulator, the Financial Conduct Authority (FCA) introduced the Investment Firms Prudential Regime (IFPR), which is the regulatory framework for governing the amount and nature of capital that investment firms must hold. The new prudential requirements for investment firms are now set out in the FCA Prudential sourcebook for MIFID investment firms (MIFIDPRU). Under MIFIDPRU, a new framework for regulatory disclosures was introduced. These disclosures cover:

- Risk management objectives and policies (MIFIDPRU 8.2);
- Governance arrangements (MIFIDPRU 8.3);
- Own funds (MIFIDPRU 8.4);
- Own funds requirements (MIFIDPRU 8.5); and
- Remuneration policy and practices (MIFIDPRU 8.6).

This disclosure is in relation to abrdn Capital Partners LLP (the LLP), a private limited company, incorporated in the United Kingdom, authorised and regulated by the FCA. Under the IFPR's firm categorisation, the LLP is categorised as a non-small non-interconnected (non-SNI) MIFIDPRU investment firm. The LLP's reference number is 469934.

The LLP is a wholly owned subsidiary of abrdn plc. abrdn plc and its subsidiaries are defined as the abrdn group. The abrdn group operates across three vectors to reflect how abrdn interacts with its clients: Investments – a global asset management business serving institutional, wholesale and insurance clients; Adviser – providing platform technology and tools to UK wealth managers and financial advisers; and Personal – a personal wealth business offering tailored services to individuals in the UK. The LLP is part of the Investments vector.

1.2 Frequency and location of disclosure

The Firm's disclosure under MIFIDPRU is made annually at the same time as the publication of its financial statements. Additional disclosure may be made where appropriate, for example, in the event of a major change in business model.

All areas of disclosure are covered in this document with the exception of MIFIDPRU 8.2 Risk management objectives and policies and the qualitative disclosures relating to MIFIDPRU 8.6 Remuneration policy and practices. These are covered in separate documents titled Risk Management Disclosures for MIFIDPRU Investment Firms and 2022 Group Remuneration Disclosure, respectively.

These disclosures can be found on the abrdn plc website: <https://www.abrdn.com/corporate/investors/investor-information>

1.3 Verification and sign-off

The Firm's regulatory disclosure has been subject to external verification to the extent that financial information is equivalent to content taken from the audited annual financial statements and the remaining content has been subject to an additional internal verification exercise.

2. Governance arrangements

2.1 Board and committees

The LLP is a limited liability partnership and is governed by a Members' Agreement.

The LLP has a Management Board with a minimum of 2 Board Members. Each of the Members of the LLP appoints a corporate representative to act as a Board Member. The Member appointing the Board Member may remove or replace that Board Member by written notice to the LLP and the Management Board at any time.

The Management Board has overall responsibility for the LLP's business including overseeing the implementation of the strategy. The Management Board oversees the operation of the LLP's business by senior management, as well as its adherence to risk appetite, compliance with abrdn group policies, including those relating to the provision of services, and the maintenance of adequate accounting and other internal control systems.

The abrdn group Conflicts of Interest ("COI") Policy sets the standards the LLP must adhere to and is attested to through the broader policy attestation framework in order to prevent and manage any potential and actual COI. The Board Members review and authorise Board Members' actual and potential conflicts of interest on a regular and ad hoc basis. As part of the process to approve the appointment of a new Board Member, the Management Board considers and, where appropriate, authorises their potential or actual conflicts. The Management Board also considers whether any new outside appointment of any current Board Member creates a potential or actual conflict before, where appropriate, authorising it. At the start of every Management Board meeting, Board Members are requested to declare any actual or potential conflicts of interests and in the event a declaration is made, conflicted Board Members can be excluded from receiving information, taking part in discussions and making decisions that relate to the potential or actual conflict.

The abrdn group, of which the LLP is a part, has an Enterprise Risk Management Framework ("ERM") framework comprising three lines of defence; the first being day-to-day risk management, including identification and mitigation of risks and maintaining appropriate controls; the second being oversight from the abrdn group Risk and Compliance function, which reports to the Chief Risk Officer; and the third being the Internal Audit function, reporting to the Chief Internal Auditor, which independently verifies systems of control.

The governance framework comprises the Management Board of the LLP which collectively manage and oversee the business. The Management Board governs the LLP in accordance with the Members' Agreement and the Business Plan, which considers the long term success of the LLP, and ensures the likely long term consequences of any decisions by the LLP are taken into account. Matters which are material to the abrdn group must be referred by the Firm to the abrdn plc Board for non-objection. The Management Board regularly reviews reports from the Chief Executive Officer on progress against approved strategies and the business plan, as well as updates on financial market and global economic conditions. Specific Management Board awareness sessions take place during the year.

The Management Board provides clear leadership, line of sight and accountability throughout the business. The LLP is subject to the Senior Managers Regime ("SMR") and all members of the Management Board and the management body hold SMF status and are registered and listed on the FCA Register. The Management Board is responsible for the business of the LLP. The Board Members' duties include:

- acting at all times in the best interests of the LLP for the benefit of the Members as a whole in all matters relating to the Business,
- complying with all legislation, regulations, professional standards and other provisions as may govern the conduct of the business, or be determined by the Members as standards to be voluntarily applied by the LLP to the business;
- showing the utmost good faith to the LLP and the other Members in all transactions relating to the business and affairs of the LLP and give the LLP a true account of all such dealings;

The Management Board oversees and is accountable for the LLP's governance arrangements.

The Management Board reviews public disclosures specific to the LLP's business and has approved this Regulatory Disclosure. The Management Board meets quarterly, with ad hoc meetings scheduled, as needed. As at 31 December 2022, the Management Board comprised two Board Members.

MIFIDPRU 7.3 does not apply to the LLP and it is not required to establish a risk committee, nomination committee or remuneration committee. The Management Board fulfils the risk, nomination and remuneration oversight responsibilities for the LLP.

2.2 Management Board Members

The number of Executive and non-Executive directorships held by the Management Board members (not including abr dn Group Directorships) at the year ended 31 December 2022 were:

Directorship		
Director	Number of Executive Directorships	Number of Non-Executive Directorships
Executive Board Members		
Merrick McKay	2	0
James Bryden	1	0
Adam Shanks	1	0

Executive and non-executive directorships held in organisations which do not pursue predominantly commercial objectives and executive and non-executive directorships held within the abr dn group are not in scope for the number of directorships to be included hence an adjusted number of directorships has been provided.

2.3 Diversity

The abr dn group's Diversity & Inclusion Policy applies to the abr dn plc board and the boards of the other regulated entities within the abr dn group, including the Firm. Its key objective is to provide an inclusive workplace where all forms of difference are valued and which is free from any form of unfair or unlawful treatment. As part of its commitment to diversity and inclusion the abr dn group has a current focus on gender and ethnicity as priorities. Targets have been set to improve the underrepresentation of women in the management body and the abr dn plc board, and to improve the underrepresentation of ethnic minority abr dn plc board members. The abr dn group's 2022 Diversity, Equity and Inclusion report at www.abr dn.com/corporate/aboutus/diversity-and-inclusion describes how the objectives of the abr dn group's Diversity & Inclusion policy are implemented and details the extent that objectives/targets have been met. Progress against the abr dn group's diversity, equity and inclusion framework is reviewed twice a year by the abr dn plc Nomination and Governance Committee.

For more information on the abr dn group's Diversity & Inclusion Policy see the Diversity, Equity and Inclusion section of the Directors' report from page 134 of the abr dn plc Annual Report and Accounts 2022.

3. Own funds

3.1 Composition of regulatory own funds

The table below summarises the composition of regulatory own funds for the Firm as at 31 December 2022, including the audited profit for the year to 31 December 2022. Under the IFPR, own funds are made up of a firm's common equity tier 1 capital (CET1), additional tier 1 capital and tier 2 capital. The Firm's regulatory capital fully consists of CET1.

Composition of Regulatory Own Funds (OF1)			
	Item	Amount (GBP thousands)	Balance Sheet reference
1	Own Funds	25,847	
2	Tier 1 Capital	25,847	
3	Common Equity Tier 1 Capital	25,847	
4	Fully paid up share capital	2,460	Page 14 financial statements – Members' Capital
5	Share premium	n/a	
6	Retained Earnings	23,387	Page 14 financial statements – retained earnings
7	Accumulated other comprehensive income	n/a	
8	Other reserves	n/a	
9	Adjustments to CET1 due to prudential filters	n/a	
10	Other funds	n/a	
11	(-) TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	n/a	
19	CET1: Other Capital elements, deductions and adjustments	n/a	
20	ADDITIONAL TIER 1 CAPITAL	n/a	
21	Fully paid up, directly issued capital instruments	n/a	
22	Share premium	n/a	
23	(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1	n/a	
24	Additional Tier 1: Other capital elements, deductions and adjustments	n/a	
25	TIER 2 CAPITAL	n/a	
26	Fully paid up, directly issued capital instruments	n/a	
27	Share premium	n/a	
28	(-) TOTAL DEDUCTINS FROM TIER 2	n/a	
29	Tier 2: Other capital elements	n/a	

3.2 Own funds: reconciliation of regulatory own funds to balance sheet in the audited financial statements

The table below shows the breakdown of the total available regulatory capital reconciled to the capital shown on the balance sheet in the Firm's audited financial statements:

Own Funds: reconciliation of regulatory own funds to balance sheet in the audited financial statements (OF2)			
		Balance Sheet as in published/audited financial statements (£000s)	Cross reference to template OF1
Assets – Breakdown by asset classes according to the balance sheet in the audited financial statements.			
1	Trade and other receivables	3,601	
2	Cash and cash equivalents	33,082	
	Total Assets	36,683	
Liabilities – Breakdown by liability classes according to the balance sheet in the audited financial statements			
1	Trade and other payables	10,836	
	Total Liabilities	10,836	
Shareholders' Equity			
1	Members' Capital	2,460	Item 4 – fully paid-up capital
2	Retained earnings	23,387	Item 6 – retained earnings
	Total Shareholders' Equity	25,847	

Own Funds: main features of own instruments	
The Firm's own funds is comprised of members capital and retained earnings.	

4. Own funds requirements

The Firm is required to hold capital resources to cover the higher of the own funds requirement and the Own Funds Threshold Requirement (OFTR) in complying with the Overall Financial Adequacy Rule (OFAR). The OFAR states that a firm must, at all times, hold own funds and liquid assets which are adequate, both as to their amount and quality, to ensure that:

- the firm is able to remain financially viable throughout the economic cycle, with the ability to address any material potential harm that may result from its ongoing activities; and
- the firm's business can be wound down in an orderly manner, minimising harm to consumers or to other market participants.

4.1 Own funds requirement

The own funds requirement is based on the higher of the permanent minimum requirement, the fixed overheads requirement and the K- Factor requirement as shown in the table below:

Own Fund Requirements¹		
	£'000	£'000
Permanent Minimum Requirement		75
Fixed Overhead Requirement		15,401
K-AUM	900	
K-CMH	0	
K-ASA	0	
K-AUM, K-CMH + K-ASA		900
K-COH		0
K-Factor Requirement		900
Own Funds Requirement		5,401

¹ As per latest MIFIDPRU Reporting as at 31 December 2022.

The K-Factor definitions are as follows:

- K-AUM: K-factor requirement based on assets under management.

4.2 Own Funds Threshold Requirement

The OFTR supplements the own funds requirement via the Internal Capital Adequacy and Risk Assessment (ICARA), which is the means by which the Group assesses the level of capital that adequately supports all of the relevant current and future risks in its business, taking into account potential periods of financial stress during the economic cycle as well as a potential wind-down scenario. The OFTR is the higher of the two, as per the OFAR. The ICARA is performed at a Group level with the resulting own funds and liquid asset requirements allocated to subsidiaries as appropriate. The results of the Group's ICARA process will be subject to periodic review by the FCA under the Supervisory Review and Evaluation Process (SREP).

5. Remuneration policy and practices

5.1 Quantitative remuneration disclosure

The tables below provide an overview of the following:

- Aggregate total remuneration paid by abrdrn Capital Partners LLP to staff identified as Material Risk Takers (MRTs);
- Aggregate total remuneration paid by abrdrn Capital Partners LLP to its entire staff; and
- Severance payments to individuals identified as MRTs.

Aggregate total remuneration

	Senior Management ^{1,2}	Other MRTs ²	Other Staff ³
Total MRTs identified	34	4	n/a
Fixed remuneration	£11,371,439	£789,404	£10,018,251
Variable remuneration	£28,066,785	£232,171	£977,944
Total	£39,438,224	£1,021,575	£10,996,195

Severance payments⁴

	Senior Management ^{1,2}	Other MRTs ²
Amount awarded	£1,120,179	-
Number of recipients	5	-
Highest award	£415,889	-

- 1 Senior Management are defined in this table as members of the abrdrn plc Board, together with its Executive Committee and those holding Senior Management Functions for the entity.
- 2 The Identified Staff disclosure relates to individuals identified as MRTs and represents total compensation of those staff of the entity who are fully or partly involved in the activities of the entity.
- 3 As there are a number of individuals indirectly and directly employed by the entity, these figures represent an apportioned amount of abrdrn's total remuneration fixed and variable pay, apportioned to the entity on a revenue basis, plus any carried interest paid.
- 4 Severance payments include Payment In Lieu Of Notice, statutory redundancy pay, company redundancy pay policy and settlement payments (where relevant).

The exemption set out in MIFIDPRU 8.6.8R(7)(b) was relied upon for obligation 8.6.8R(5)(a) (the disclosure of the total amount of guaranteed variable remuneration awards made during the financial year and the number of MRTs receiving those awards) to prevent individual identification of a MRT.