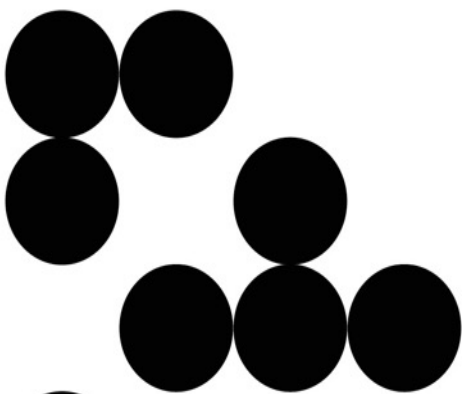


 abrdn



**IFPR Disclosures  
as at 31 December 2022**

**abrdn Capital Limited**



## Contents

1	Overview	3
	1.1 Background	3
	1.2 Frequency and location of disclosure	3
	1.3 Verification and sign-off	3
2	Governance arrangements	4
	2.1 Board and committees	4
	2.2 Directorships	5
	2.3 Diversity	5
3	Own funds	6
	3.1 Composition of regulatory own funds	6
	3.2 Own funds: reconciliation of regulatory own funds to balance sheet in the audited financial	7
4	Own funds requirements	8
	4.1 Own funds requirement	8
	4.2 Own funds threshold requirement	8
5	Remuneration policy and practices	9
	5.1 Quantitative disclosures	9

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 Limited (the Firm), a private limited company, incorporated in the United Kingdom, authorised and regulated by the FCA. Under the IFPR's firm categorisation, the firm is categorised as a non-small non-interconnected (non-SNI) MIFIDPRU investment firm. The Firm's reference number is 466684.

The Firm 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 Firm is part of the Personal 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 Board of Directors of the Firm (the Board) recognises that the long-term success of the business is dependent on the way it works with a large number of important stakeholders. The Directors have had regard to the interests of stakeholders (including clients and customers, employees, society and shareholders) while complying with their obligations to promote the success of the Firm in line with section 172 of the Companies Act. The Board has discussed these obligations throughout the year, including how stakeholder engagement is incorporated into long-term decision-making and how the Firm operates as a subsidiary within the wider abrdn group.

The Board has overall responsibility for the Firm's business including overseeing the implementation of the strategy. The Board oversees the operation of the Firm'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 to clients, and the maintenance of adequate accounting and other internal control systems to ensure compliance with regulatory obligations; and regulatory rules mandating the operation of specific policies and procedures (for example, regarding conflicts of interest, outsourcing, remuneration etc.).

The abrdn group Conflicts of Interest (COI) Policy sets the standards the Firm 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 Directors review and authorise Board members' actual and potential conflicts of interest on a regular and ad hoc basis in line with the authority granted to them in the Firm's Articles of Association. As part of the process to approve the appointment of a new Director, the Board considers and, where appropriate, authorises their potential or actual conflicts. The Board also considers whether any new outside appointment of any current Director creates a potential or actual conflict before, where appropriate, authorising it. At the start of every Board and Committee meeting, Directors are requested to declare any actual or potential conflicts of interests and in the event a declaration is made, conflicted Directors 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 Firm is a part, has an Enterprise Risk Management Framework (ERMF) 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 body of the Firm, the Board, and the Board committees which collectively manage and oversee the business. The Board governs the Firm in accordance with its Articles of Association, the Board Charter / Matters Reserved and the business plan, which considers the long term success of the Firm and ensures that the likely long term consequences of any decisions by the Firm 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 Board receives reports from the abrdn plc Board and its Committees where matters have been discussed or decisions made on abrdn group matters which have direct relevance to the Firm.

The Board provides clear leadership, line of sight and accountability throughout the business. The Board is responsible for the development and delivery of strategy and for leading the Firm through challenges and opportunities. The Firm ensures that the members of the Board meet the requirements of SYSC 4.3A.3R. The Firm is subject to the Senior Managers Regime (SMR) and all members of the Board and the management body are registered and listed on the FCA Register. The Firm has undertaken the necessary fitness and propriety tests associated with the SMR to ensure each Director:

- Is of sufficiently good repute;
- Possesses sufficient knowledge, skills, and experience to perform their duties;
- Possesses adequate collective knowledge, skills, and experience to understand the Firm's activities, including the main risks;
- Reflects an adequately broad range of experiences;
- Commits sufficient time to perform their functions in the Firm; and
- Acts with honesty, integrity, and independence of mind to effectively assess and challenge the decisions of senior management where necessary and to effectively oversee and monitor management decision-making.

The Board oversees and is accountable for the Firm's governance arrangements. MIFIDPRU requires the Board to establish its own risk, nomination and remuneration committees comprised of independent non-executive directors. These are established by the abrdn plc Board and apply to the Firm.

The Board reviews public disclosures specific to the Firm's business and has approved this Regulatory Disclosure.

The Board meets quarterly, with ad hoc meetings scheduled, as needed. As at 31 December 2022, the Board comprised of four directors.

All members of the abrdn Board Committees are independent non-executive directors (INEDs) and members of the Board. The purpose of the Firm's Committees with their respective scopes of duties and responsibilities are formalised in each Committee's Terms of Reference. A summary of the role of each of these committees in overseeing the business of the Firm is set out below. The activities and recommendations of these committees, in so far as they relate to the Firm, are reported to the Board for its review and approval, as needed.

<b>Nomination Committee (NomCo)</b>	<b>Remuneration Committee (RemCo)</b>	<b>Risk Committee (RC)</b>
<ul style="list-style-type: none"> <li>- Board and Committee composition and appointments</li> <li>- Succession planning</li> <li>- Oversee the appointment and removal of the relevant Material Risk Takers (MRT) population</li> </ul>	<ul style="list-style-type: none"> <li>- Development and implementation of the Group's remuneration policy as it applies to Executive Directors and MRT population</li> <li>- Evaluate the incentives created by the remuneration system</li> </ul>	<ul style="list-style-type: none"> <li>- Risk Management Framework</li> <li>- Compliance and Regulatory reporting</li> <li>- Risk appetites and tolerances</li> <li>- Capital adequacy</li> <li>- Anti-financial crime</li> </ul>

## 2.2 Directorships

The Board comprises executive and INEDs who are appointed by the Board on the recommendation of the Firm's Nomination Committee. The number of Executive and non-Executive directorships held by the Directors at the year ended 31 December 2022 were:

<b>Directorships</b>		
<b>Director</b>	<b>Number of Non-Executive directorships</b>	<b>Number of Executive directorships</b>
<b>Executive Directors</b>		
Graeme James McBirnie	0	0
Richard Simon Wilson	0	2
Caroline Rachel Tye	0	0
David John Graham Driver	0	0

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

The Firm has applied to the FCA for a modification or waiver for the application of SYSC 4.3A.6R(1)(a) or (b) in order to allow a member of the Board to hold additional directorships.

## 2.3 Diversity

The abrdn group's Diversity & Inclusion Policy applies to the abrdn plc board and the boards of the other regulated entities within the abrdn 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 abrdn group has a current focus on gender and ethnicity as priorities. Targets have been set to improve the underrepresentation of women in the abrdn group management body and the abrdn group Board, and to improve the underrepresentation of ethnic minority Board members. The abrdn group's 2022 Diversity, Equity and Inclusion report at [www.abrdn.com/corporate/aboutus/diversity-and-inclusion](http://www.abrdn.com/corporate/aboutus/diversity-and-inclusion) describes how the objectives of the abrdn group's Diversity & Inclusion policy are implemented and details the extent that objectives/targets have been met. Progress against the abrdn group's diversity, equity and inclusion framework is reviewed twice a year by the abrdn plc Nomination and Governance Committee.

For more information on the abrdn group's Diversity & Inclusion Policy see the Diversity, Equity and Inclusion section of the Directors' report from page 134 of the abrdn 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
<b>1</b>	<b>Own Funds</b>	45,469	
<b>2</b>	<b>Tier 1 Capital</b>	45,469	
<b>3</b>	<b>Common Equity Tier 1 Capital</b>	45,469	
4	Fully paid up share capital	123	Page 16 financial statements - share capital
5	Share premium	98,982	Page 16 financial statements - share premium
6	Retained Earnings	7,688	Page 16 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	(61,324)	Page 16 financial statements - intangible assets, investment in subsidiaries, and deferred tax liability
19	CET1: Other Capital elements, deductions and adjustments	n/a	
20	<b>ADDITIONAL TIER 1 CAPITAL</b>	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	<b>TIER 2 CAPITAL</b>	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
<b>Assets</b> – Breakdown by asset classes according to the balance sheet in the audited financial statements.			
1	Intangible assets	47,345	Item 11 – total deductions from CET 1
2	Deferred acquisition costs	-	
3	Investments in subsidiaries	17,768	Item 11 – total deductions from CET 1
4	Trade and other receivables	15,905	
5	Cash and cash equivalents	49,072	
	<b>Total Assets</b>	<b>130,090</b>	
<b>Liabilities</b> – Breakdown by liability classes according to the balance sheet in the audited financial statements			
1	Deferred tax liability	3,789	Item 11 – total deductions from CET 1
2	Trade and other payables	16,658	
3	Provisions	2,850	
	<b>Total Liabilities</b>	<b>23,297</b>	
Shareholders' Equity			
1	Share capital	123	Item 4 – fully paid-up capital
2	Share premium	98,982	
3	Retained earnings	7,688	Item 6 – retained earnings
	<b>Total Shareholders' Equity</b>	<b>106,793</b>	

#### Own Funds: main features of own instruments

The Firm's own funds is comprised of issued share capital and retained earnings and adjusted for intangible assets.

## 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 Requirements <sup>1</sup>	
	£'000
Permanent Minimum Requirement	75
Fixed Overhead Requirement	7,241
K-AUM	1,705
K-Factor Requirement	1,705
<b>Own Funds Requirement</b>	<b>11,157</b>

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

#### Aggregate total remuneration

	Senior Management <sup>1,2</sup>	Other MRTs <sup>2</sup>	Other Staff <sup>3</sup>
Total MRTs identified	28	3	n/a
Fixed remuneration	£9,223,058	£579,488	£15,969,948
Variable remuneration	£18,930,595	£192,171	£1,558,927
<b>Total</b>	<b>£28,153,653</b>	<b>£771,659</b>	<b>£17,528,875</b>

#### Severance payments<sup>4</sup>

	Senior Management <sup>1,2</sup>	Other MRTs <sup>2</sup>
Amount awarded	£828,690	-
Number of recipients	3	-
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.