



MARTIN CURRIE

A Legg Mason Company

MARTIN CURRIE INVESTMENT MANAGEMENT LTD PUBLIC DISCLOSURE

For the financial period ended 30 September 2022





1. BACKGROUND

Martin Currie is a global active equity manager and a Specialist Investment Manager of Franklin Resources Inc., one of the world's largest asset management firms, referred to as Franklin Templeton Investments. Headquartered in Scotland, Martin Currie has been investing since the 19th century. Today, it is a modern, vibrant investment firm with a truly global presence and driven by its purpose of Investing to Improve Lives. This underpins everything that it does – as investors in equity markets, through partnerships with clients, its business practices, as an employer and as members of the community. Martin Currie provides the environment and infrastructure for talented investors to succeed – eliminating distractions and empowering its teams to focus on generating investment returns for clients. Importantly, Martin Currie's corporate independence has been preserved. An autonomous business model means it operates with freedom of thought and action, ensuring its interests remain closely aligned with those of its clients.

Martin Currie Investment Management Limited ('MCIM') is a wholly owned subsidiary of Martin Currie Limited ('MCL', 'Martin Currie'), which is an indirect wholly owned subsidiary of Franklin Resources Inc. MCIM is regulated by the Financial Conduct Authority ("FCA") and subject to MIFIDPRU rules.

MIFIDPRU 8.1.1 requires non-SNI MIFIDPRU investment firms to disclose the below information annually.

1. Risk management objectives and policies – MIFIDPRU 8.2
2. Own funds – MIFIDPRU 8.4
3. Own funds requirement – MIFIDPRU 8.5
4. Remuneration policies – MIFIDPRU 8.6

1.1 Verification, media and location of disclosure

These disclosures have been produced to describe the adopted approach for the management of risk and disclose certain capital requirements. They are not subject to audit except where information is equivalent to that prepared under accounting requirements for inclusion in group financial statements.

These disclosures are published on the Martin Currie website: www.martincurrie.com

1.2 Firm Overview

Martin Currie is a global active equity firm. Headquartered in Scotland, it has been investing since the 19th century. Today, it is a modern, vibrant investment firm with a truly global presence and driven by its purpose of [Investing to Improve Lives](#).

With offices in Edinburgh, Leeds, London, Melbourne, New York and Singapore, its autonomous and empowered investment teams are solely focused on providing clients with differentiated, high conviction equity portfolios based on proprietary, fundamental research. Martin Currie provides the environment and infrastructure for talented investors and teams to succeed, removing them from all distractions and to focus on generating investment returns.



since
1881

Over **140 years**
of investment experience



**FRANKLIN
TEMPLETON**

Specialist investment manager
of **Franklin Resources Inc.**



Market leading
ESG credentials



Team of 50 investors managing
high-conviction portfolios



Offices located in **Melbourne,
Edinburgh, Leeds, London,
New York & Singapore**



Total AUM
US\$20.8 billion

Source: Martin Currie; as of 31 December 2022.

INVESTING TO IMPROVE LIVES™

At Martin Currie, our purpose, [Investing to Improve Lives](#), is more than just providing world class investment solutions and better financial outcomes for our clients. It is about us [going beyond high-conviction equities](#). It guides us through our partnerships with clients, as investors in equity markets, our business practices, as an employer, and as members of the community. As investors, we believe long term value-creation must take account of broader impacts. To us, going beyond high-conviction equities means that we must consider the sustainability costs and the impact our investments have on other companies, governments and society, and these can ultimately affect our clients and their beneficiaries.

By understanding our symbiotic place in the value chain, together we can make a greater impact. We not only help fulfil the real-life ambitions of our clients, but align with companies that, over the long term, will contribute to a more sustainable economy, society and environment.

MARTIN CURRIE'S RELATIONSHIP WITH FRANKLIN RESOURCES

As a Specialist Investment Manager (SIM), Martin Currie operates with investment autonomy, pursuing its own investment philosophy and process and maintaining its investment culture, in order to create value for its clients. Franklin Templeton provides global distribution and invests in growth through core strategic services including capital allocation for product development, investing in existing SIMs and making new acquisitions.

The partnership provides opportunities for Martin Currie to access clients in global markets through Franklin Templeton's global wealth-management distribution proposition. To ensure resilience and scale to allow for future growth, Martin Currie leverages some of the shared services of its parent company. Risk, Compliance, Legal and Commercial Finance operate as part of the broader Franklin Templeton functions, allowing Martin Currie to access deeper and wider pools of expertise.

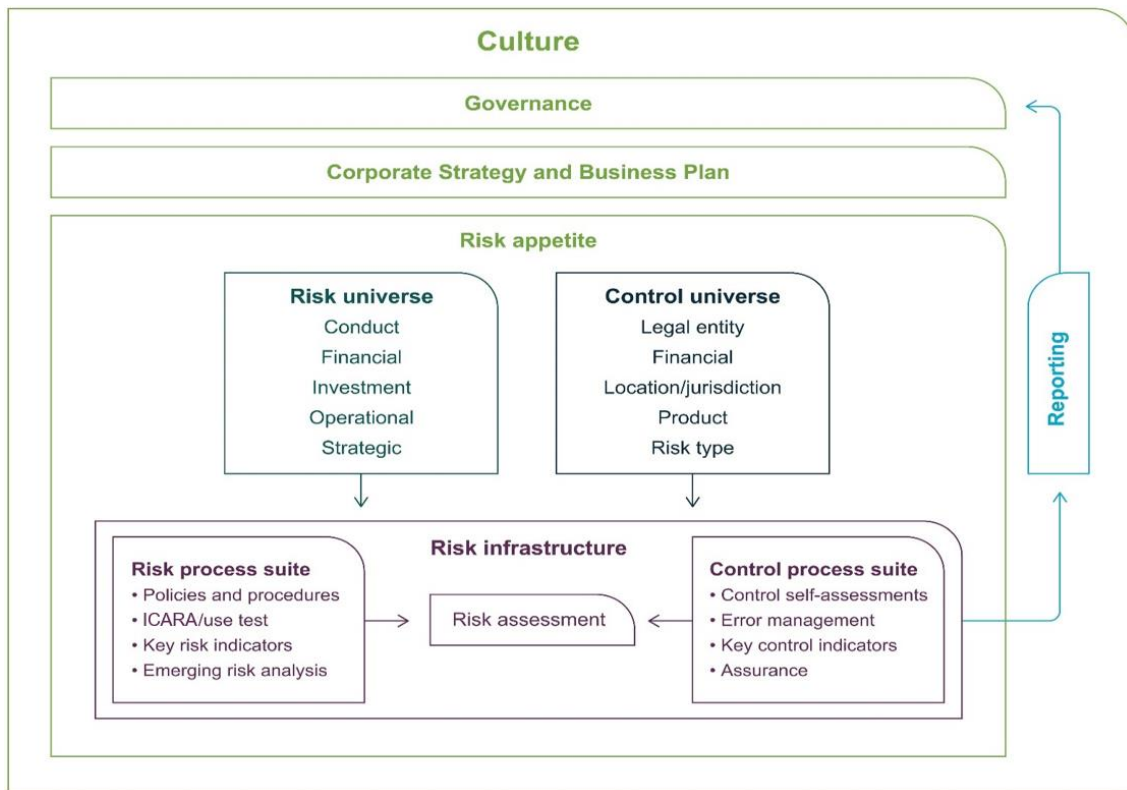
2. RISK MANAGEMENT FRAMEWORK AND KEY POLICIES

2.1 Risk management policy

Risk is an inherent part of Martin Currie's business and the extent to which risks are properly identified, assessed, managed and monitored is critical to Martin Currie's reputation and commercial success, ensuring good outcomes for Martin Currie's clients and mitigating the risk of potential harm to its clients and markets it operates in.

To achieve this, a robust risk management framework is in place that includes the design, by

management, of suitable systems and controls that facilitates informed risk-based decision making, as depicted in the following diagram:



At Martin Currie, the objective of effective risk management is not to eliminate risk altogether but to ensure that risk is taken or accepted knowingly and within the limits of the group’s tolerance or appetite for risk. Further, the decision to accept / tolerate risk should be informed by an understanding of how those risks align with Martin Currie’s business strategy and the associated rewards, so that risks are appropriately ‘priced’.

The Board has ultimate responsibility for the governance of risk in Martin Currie, including the design of the group’s risk management framework.

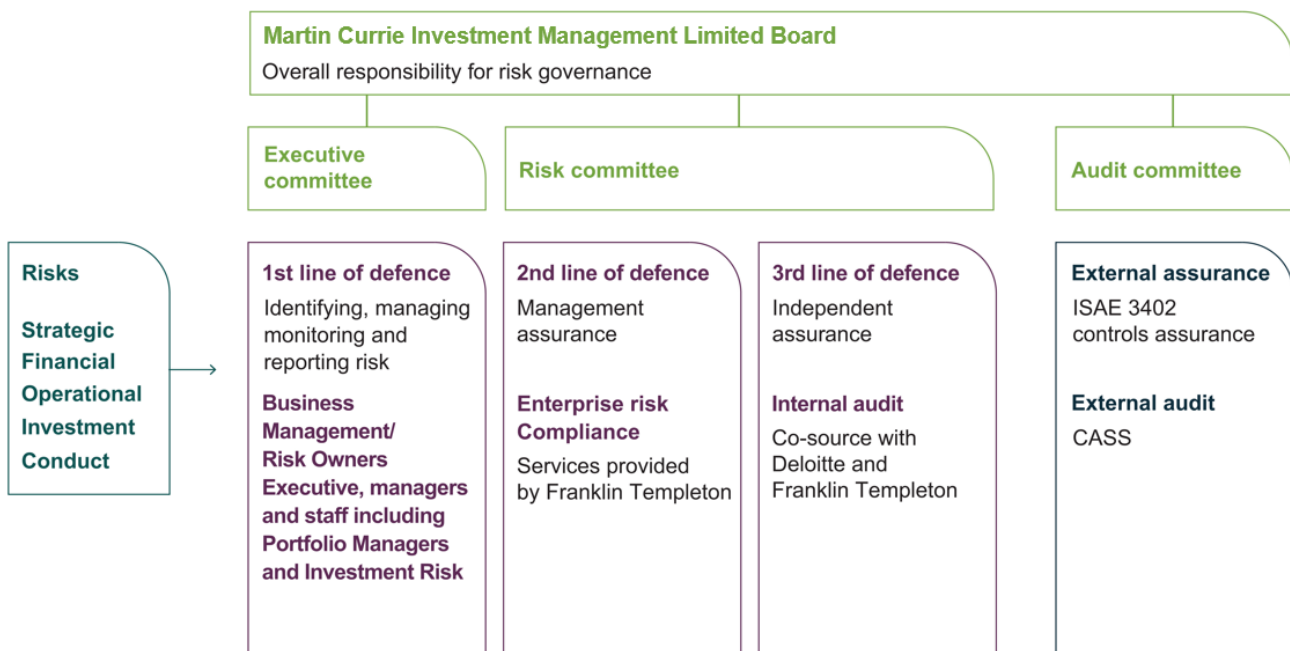
The firm’s risk appetite statements, which have been approved by the Board, cover a number of broad risk types inherent in the firm’s business strategy. Risk appetite statements define the types and aggregate level of risk the firm is willing to assume to achieve its strategic objectives and business plan.

The Board receives reporting regarding key measures of the firm’s risk profile including revenue, profitability, and capital. The Risk Committee also receives reporting from the investment risk framework which includes measures of tracking error, volatility, VaR and liquidity limits. The Enterprise Risk team provide information covering top risks, risk assessments, risk culture and framework effectiveness on a quarterly basis so that the Board is apprised of the main issues facing the firm. In summary, MCIM has a low tolerance of risk which may result in harm to clients. However, risk is accepted when necessary to deliver the long-term strategic objectives within the business plan.

Overall, the Board is satisfied that the risk management framework employed adequately manages the risk profile of the firm.

2.2 Risk governance model

In support of the risk management framework, the Board has established a ‘three lines of defence’ risk governance model providing clear assignment of responsibilities with respect to risk, as described below:



The firm's risk management policy outlines responsibilities with respect to the identification and management of risks associated with business activities. The Executive Committee is responsible for developing a risk management infrastructure alongside the business strategy, including mitigating strategies for all risks. Managers and senior professionals within each business area are charged with the operation of business processes, the identification of the risks inherent in each and to implement internal controls designed to mitigate risks. The internal control framework is overseen by the second line of defence, which includes a programme of assurance activity and a six-monthly review of key controls by business owners to confirm the continued and effective operation to manage risk and negate harms.

FIRST LINE OF DEFENCE

The oversight of the activities of Martin Currie Limited and associated subsidiaries is enacted by the Board of Martin Currie (Holdings) Limited and relevant sub-committees. The Executive Committee is responsible for the day-to-day management of the control environment. Clearly defined reporting lines ensure the appropriate segregation of responsibilities between investment management, trading, and operations.

SECOND LINE OF DEFENCE

Oversight of the adequacy and effectiveness of the risk management arrangements put in place by the business is the responsibility of the various 'second line of defence' functions. The second line of defence comprises Enterprise Risk and Compliance functions that are outsourced to our parent, Franklin Templeton. These functions provide advice and support to the 'first line' business areas in the execution of their risk management responsibilities, but also to provide, on behalf of the Board, oversight of the adequacy and effectiveness of the arrangements in place to manage risk.

THIRD LINE OF DEFENCE

As a specialist investment manager of Franklin Resources Inc. (that operates globally as Franklin Templeton), Martin Currie falls within the remit of the Franklin Resources Inc. group internal audit process. This function has a co-source agreement with Deloitte LLP who undertake the audit reviews for all Specialist Investment Managers. It is independent of Martin Currie operations and reporting lines.

INVESTMENT RISK

Portfolio Managers have responsibility for managing portfolios in a risk-aware manner. The Investment Risk function operates independently from the investment teams, performing the first line of defence. It is separated from the investment decision making process. Remuneration is unrelated to the specific performance of strategies and there is a direct reporting line to the Chief Finance Officer.



Investment Risk ensures that client assets are managed with an appropriate level of risk, in line with regulatory, client, and internal expectations. It also ensures that appropriate investment risk frameworks are in place, that products are run in line with objectives, risk appetite, and in accordance with the stated investment process and that comprehensive reporting and analytics are available to help understand all relevant aspects of risk within our portfolios, and that effective risk conversations are taking place.

Adherence to thresholds on exposures, risk metrics, and liquidity (including prescribed client or regulatory limits) is monitored on an ongoing basis. The Head of Investment Risk reports on a quarterly basis to relevant governance committees, where any issues or concerns are escalated.

2.3 Assessment of appropriateness of risk management process.

The ICARA document has been prepared in accordance with MIFIDPRU 7.8 and appropriately covers all risks relevant to the business.

The ICARA content and processes are aligned with risk management documentation, and harms (risk to firm, risk to client, risk to market) considered when performing risk assessments and management thereof. Maintaining sufficient regulatory capital reserves is actively monitored and managed by the Board with any major deviation from budget or capital forecasts investigated and considered when making material decisions. On a day-to-day basis, the Finance team are responsible for ensuring that business change is reflected in the capital maintained and that the company continues to have sufficient reserves to satisfy the regulatory requirements. In addition, all business functions are responsible for appropriately managing their risks and considering the impact on capital as part of decision-making.

Other key prompts for use of the ICARA include:

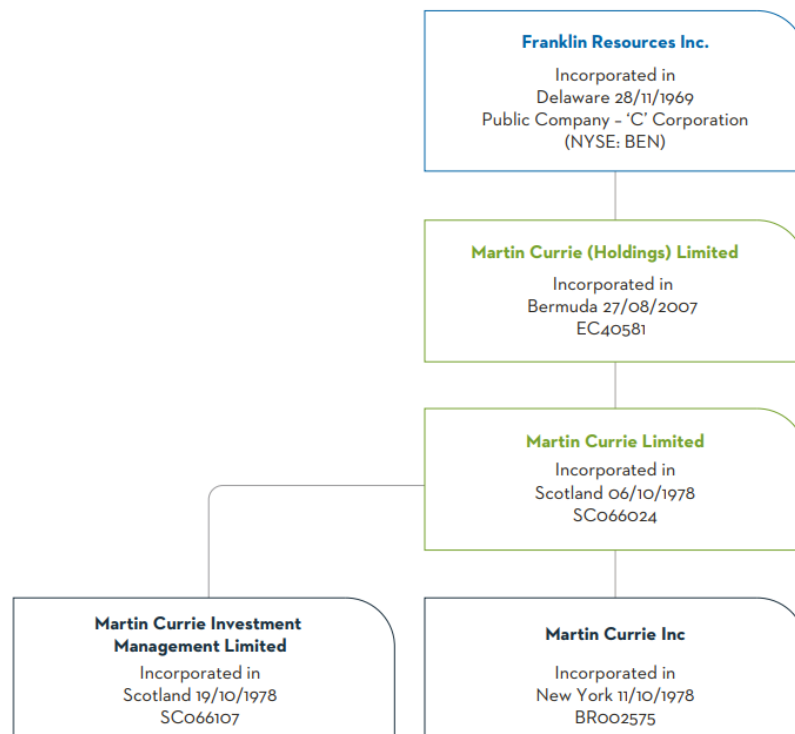
- Capital and cash flow analysis
- capital projections based on business events (a material client leaving was modelled for capital purposes)
- new product considerations
- changes in personnel
- business disruption events
- significant business change

The content of the ICARA document is reviewed and approved annually by the Board, which includes review and approval of the key assumptions underlying the ICARA document.

3. GOVERNANCE STRUCTURE

3.1 Corporate governance

The following chart illustrates Martin Currie's corporate structure. The immediate parent company of the 'U.K. consolidation group' company of Martin Currie Limited is the offshore 'holding company', Martin Currie (Holdings) Limited, whose board of directors are charged with the responsibility for providing oversight of the activities and internal controls within the company. Martin Currie (Holdings) Limited is a wholly owned, Specialist Investment Manager of Franklin Resources Inc., which operates globally under the brand of Franklin Templeton. Franklin Resources, Inc., is listed on the New York Stock Exchange (NYSE: BEN).



Martin Currie (Holdings) Limited (MCHL) is the parent company of Martin Currie Limited (MCL), the UK holding company of two wholly owned subsidiaries. MCL has no other trading purpose.

1. Martin Currie Investment Management Limited (“MCIM”) is the main operating company of the group. MCIM performs investment management, trading, investment support, sales and marketing and platform functions for the Martin Currie group. MCIM is a limited company regulated by the FCA.
2. Martin Currie Inc. (“MC Inc.”) provides the main sales and marketing services to US and Canadian clients, together with discretionary investment management services to US investors. MC Inc. is regulated by the FCA and SEC. Martin Currie Inc. is a corporation.

Martin Currie embraces good practice in corporate governance and, as such, its immediate parent company, Martin Currie (Holdings) Limited, has appointed a board of directors charged with the responsibility for providing oversight of the activities and internal controls within the company (‘the Board’). The Board meets at least quarterly to review financial performance and strategy, and has a formal schedule of matters reserved for its decision, which includes the setting of company goals, objectives, budgets and other plans.

The Board comprises the Chairman, and a combination of non-executive and executive directors. The non-executive directors hold the majority of the voting rights on board resolutions. All directors are subject to annual re-appointment by the sole shareholder. Each contributes to the Company’s strategy and enhances the Board’s capabilities and expertise.

The number of directorships held by members of the management body are disclosed in the financial statements of Martin Currie (Holdings) Limited each year.

Non-executive directors chair the Audit, Risk and Nominations and Remuneration committees of the Board. The Executive committee meets monthly, the Audit committee meets annually and the Risk committee meets on a quarterly basis. The Remuneration Committee meets annually.

The key responsibilities for each committee are as follows:

AUDIT COMMITTEE

- Oversight and challenge of financial reporting



- Oversight of external auditors

RISK COMMITTEE

- Maintaining the effectiveness of the firm's risk management and risk culture
- Overseeing the procedures in place to identify and control risks
- Advising the Board on the firm's risk profile and risk appetite
- Oversight of internal audit function (provided by a professional services firm)

REMUNERATION COMMITTEE

- Advising the Board on appointment of new board directors
- Succession planning at board level
- Determining executive directors' pay and bonuses
- Reviewing the ongoing appropriateness of the firm's remuneration policy

3.2 Management information

The management body and committees described above receive on a regular basis a suite of management information so that they can discharge their responsibilities as set out in their terms of reference. Management information is provided in line with their schedule of meetings and on an ad hoc basis should the need materialise. Actions arising from these meetings are minuted and followed up to conclusion.

3.3 Board composition and diversity

BOARD COMPOSITION

The Chief Executive has responsibility for considering the overall make-up of the Board, complimenting current skill sets and, in conjunction with the Executive Committee, for ensuring that appropriate individuals are put forward to the Nominations Committee for appointment. Executive Board membership and succession planning draws upon a range of criteria including relevant collective knowledge, skills and expertise, to understand the company's activities and risks, and is mindful of the business benefits of diversity to maintain a balanced board capable of discharging its responsibilities effectively. All new members of the Executive Board undergo induction training on appointment.

DIVERSITY

At Martin Currie we are committed to providing equal opportunities in all aspects of employment and in the management and governance of our business.

We are committed to fostering a clear and inspiring culture and we recognise that diversity of thought is hugely beneficial to everything we do. It's a characteristic often associated with highly innovative organisations - the ability to challenge assumptions and conventional thinking, through actively promoting differing ideas and experiences. Consequently, without having set targets in place, those responsible for appointments to our boards and business assess the qualities, attributes, knowledge, qualifications, experience and understanding of our business held by candidates in the context of the specification of the role and business with a view to ensuring the right recruitment decision is reached.



4. OWN FUNDS

Composition of regulatory own funds		
	Item	Value '£000
1	Own Funds	25,661
2	TIER 1 Capital	25,661
3	Common Equity TIER 1 Capital	
4	Fully paid up capital instruments	311
5	Share Premium	40,570
6	Retained Earnings brought forward	(12,530)
7	Retained Earnings current period	(2,690)
8	Accumulated other comprehensive income	
9	Other reserves	
10	Adjustment to CET 1 due to prudential filters	
11	Other funds	
12	(-) Total deductions from common equity TIER 1	
13	CET 1: Other capital elements, deduction and adjustments	
14	Additional TIER 1 Capital	0

Reconciliation of Own funds to balance sheet in audited financial statements

	As at 30 Sep 2022 £000	As at 31-Dec-22 £000
Fixed assets		
Tangible Assets	629	596
	629	596
Current assets		
Debtors	17,718	19,637
Cash at bank and in hand	30,084	16,317
	47,802	35,954
Creditors: amounts falling due within one year	(20,080)	(10,889)
Net current assets		
Total assets less current liabilities	28,351	25,661
Net assets	28,351	25,661
Capital and reserves		
Called up share capital	311	311
Share premium account	40,570	40,570
Profit and loss account b/f	(12,530)	(12,530)
Profit and loss for quarter to Dec		(2,690)
Total Equity	28,351	25,661



5. Overall financial adequacy rule

Per MIFIDPRU 7.4.7, as part of the ICARA process, an investment firm must at all times, hold own funds which are adequate, both as to their amount and quality, to ensure:

1. the firm can remain financially viable throughout the economic cycle, with the ability to address any material harm that result from its ongoing operation; and
2. the firm's business can be wound-down in an orderly manner.

This is known as the own funds threshold requirement.

Own funds threshold requirement

The amount of own funds that an investment firm needs to hold at any given time to comply with overall financial adequacy rule is the higher of:

- a. Assessment of additional own funds required for ongoing operations, including an assessment of risks which are not wholly or partly covered by K-factors;
- b. Assessment of own funds required for orderly wind-down, being the higher of:
 - I. the wind-down or
 - II. the fixed overhead requirement; and
- c. Permanent minimum requirement.

Own funds requirement

MIFIDPRU 8.5 requires investment firms to disclose an own funds requirement as set out under MIFIDPRU 4.3.1. The own funds requirement of a non-SNI MIFIDPRU investment firm is the higher of:

- a. its permanent minimum requirement ("PMR") under (MIFIDPRU 4.4.4)
- b. its fixed overheads requirement ("FOR") under (MIFIDPRU 4.5.3)
- c. its K-factor requirement under (MIFIDPRU 4.6), MCIM has a K-Factor requirement for MIFID business related to institutional mandates only.

Additional own funds required for ongoing operations

Investment firms are required to assess the additional risks which are not covered wholly or partly by the K-Factors.

Wind-down requirement

An investment firm must identify the steps and resources that would be required to ensure the orderly wind-down of the business.



5.1 Own funds requirement

As at, (in £ thousands)	Ongoing operations
Fixed Overhead Requirement ("FOR") - based on FY22 audited	6,533
K-Assets Under Management ("K-AUM")	681
K-Client Orders Handled ("K-COH")	0
K-Client Money Handled ("K-CMH")	0
K-Asset Safeguarding and Administering ("K-ASA")	0
K-Net Position Risk ("K-NPR")	0
K-Clearing Member Guarantee ("K-CMG")	0
K-Trading Counterparty Default ("K-TCD")	0
K-Daily Trading Flow ("K-DTF")	15
K-Concentration ("K-CON")	0
Sum of above K-factors, as at 31 March 22:	696
Permanent minimum requirement ("PMR")	150
Higher of FOR, K-factors and PMR	<u><u>6,553</u></u>

5.2 Additional own funds required for ongoing operations

When assessing potential material harm from its ongoing operations, Martin Currie has considered the following:

- An assessment of Martin Currie's business and operating model to identify all material harms that could result from the firm's ongoing business.
- An assessment of Martin Currie's full risk taxonomy
- Considered the current economic cycle and ensuring no new risks have emerged.
- Considered future operational changes which could alter the risk taxonomy.

MCIM has considered the below risks for its ongoing operations.

Credit risk: The credit risk of MCIM is 8% of the total of its risk weighted exposure amounts. The calculation has been prepared in accordance with BIPRU 3, standardised credit risk assessment as this approach has been deemed as remaining appropriate for MCIM. The credit risk assessment includes all internal and external debtors, including any intercompany loan debtors.

Market risk: MCIM has elected to apply the standardised approach for market risk on its foreign currency exposure, i.e. apply an 8% requirement to all foreign currency balances.

Operational risk: Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. It is assumed that operational risk will be broken down

into six categories, trading error, conduct risk, mandate compliance risk, cyber risk, portfolio manager loss and third-party system failure.



<i>In GBP, thousands</i>	September 30, 2022		
	Additional risks	K-Factors	Higher of additional risks and K-Factors
Credit risk	2,532	-	2,532
Market risk	652	-	652
Trading error / K-DTF	31	15	31
Conduct risk	1,070	0	1,070
Mandate compliance breach	812	0	812
Cyber incident	950	0	950
Portfolio Manager loss/ K-AUM	3,024	681	3,024
3rd party systems failure	738	0	738
Total additional own funds required for ongoing operations	9,809	696	9,809

5.3 Wind-down

Under MIFIDPRU 7.5.7 MCIM as part of ICARA process is required to ensure the orderly wind-down and termination of business in realistic timescale. MCIM is required to evaluate the potential harms arising from the winding down of its business and identify how to mitigate them.

The FCA also requires investment firms to have a detailed plan, outlining the process while considering all the financial and non-financial resources, constraints, and potential material harm. An effective wind-down plan aims to enable a firm to cease its regulated activities and achieve cancellation of its permission with minimal adverse impact on its clients, counterparties, or the wider markets. This includes scenarios where the firm undertakes a strategic exit as well as unexpected crisis or insolvency which makes the firm unviable. MCIM wind-down requirement is £3.5m. MCIM has sufficient own funds and liquid assets to meet this requirement.

5.4 MCIM own fund threshold requirement is:

Summary of own funds held, own funds threshold requirement and surplus, in £ thousands

a. Own fund requirement ("OFR") based on FOR of FY22 audited results	6,533
b. Wind down 12 months - based on FY22 audited results	3,486
Higher of OFR and wind-down	6,533
a.ii. Additional own fund requirement for ongoing operations - section 5.3	9,809
c. PMR	150
Higher of above a, b and c	9,809
Buffer of 10% as an early warning indicator	981
Own funds threshold requirement	10,790
Own funds held - as at December 31, 2022	25,661
Own funds surplus - ICARA reporting date	14,871



6. Remuneration policy and practices

6.1 Background

Martin Currie's remuneration policy is designed to reward every employee's performance and contribution, both as individuals and as team members. Employees are assessed against criteria that are relevant to their role and in all cases non-financial measures are a significant part of the assessment. Specific investment management market data, provided by an independent 3rd party on an annual basis, is used as a reference for determining base salaries and total compensation throughout the company.

There are a number of principles and regulatory obligations which apply to Martin Currie, which ensure that our Remuneration Policy and practices are:

- Consistent with, and promote sound and effective, risk management in line with the business strategy, objectives and long-term interests of the firm. This includes consideration of the firm's risk appetite and strategy, including environment, social and governance risk factors and the firm's culture and values.
- Encourage responsible business conduct and promote risk awareness and prudent risk taking.
- Are gender neutral. In particular, ensuring the allocation of fixed and variable compensation awards do not discriminate on the basis of an individual's protected characteristics, including gender and ethnicity.
- Aligned with the interests of clients; and enable potential conflicts of interests to be identified and managed fairly.

Martin Currie applies the Remuneration Code principles set out in SYSC 19 of the FCA Handbook, and this is reflected throughout this policy.

Appropriate governance and oversight is in place to ensure that remuneration awards do not impact Martin Currie's ability to maintain an adequate capital base. Martin Currie does not operate vehicles or methods which may facilitate non-compliance with the remuneration rules it is subject to. No remuneration is paid to Non-Executive Directors (NEDs) by Martin Currie in respect of their role on the company's boards or Remuneration Committee.

6.2 Remuneration Code Staff ("Material Risk Takers")

Under the FCA's Remuneration Code, firms are required to apply certain measures to the remuneration of employees (designated as "Material Risk Takers") who under qualitative and/or quantitative criteria are designated as Material Risk Takers ('MRTs') and whose professional activities have a material impact on the risk profile of the firm. The Martin Currie Remuneration Committee has agreed that the following employees are IFPR Material Risk Taker staff through the criteria set out under the FCA's MIFIDPRU Remuneration Code:

- Members of the Martin Currie Group Executive Committee
- Certain other senior managers
- Employees engaged in control functions
- And for FY22, any other employee whose total remuneration designates them as MRT on a quantitative basis or takes them into the same remuneration bracket as senior management and whose role has a material impact on Martin Currie's risk profile.

The Investment Firm Prudential Regime ('IFPR') remuneration rules permit firms to apply the requirements in a manner which is proportionate to their size and scope. Martin Currie Investment Management Limited is a subject to the 'standard' remuneration requirements under IFPR and is not required to apply some of the more onerous requirements to its Material Risk Taker Staff. The general principles which do apply however are reflected throughout this policy and in relation to the Variable pay schemes operated by the firm. All disclosures in this document are made on that basis.



6.3 Remuneration Governance

The Martin Currie Remuneration Committee is responsible for the review and approval of Martin Currie's Remuneration Policy, with input and advice from time to time provided by Deloitte on best practices in defining the firm's Remuneration Policy. The Remuneration Committee also exercises independent oversight of how Martin Currie implements the Remuneration Policy.

The Remuneration Committee is constituted in majority by non-executive directors of Martin Currie to enable it to exercise independent oversight of the implementation of remuneration policy. The composition of the Committee is reviewed by the Chairman to ensure that the Committee has the skills and experience to fulfil its duties.

As well as performing an oversight function, the Committee is specifically responsible for agreeing the remuneration of the Chief Executive Officer, the Executive Directors, Material Risk Takers and other members of executive management on an ongoing basis.

The Committee also approves the overall remuneration spend and salary increases and bonus awards for all employees as part of the annual review process.

Day to day operational management of remuneration activity for Martin Currie employees (with the exception of those roles which the Remuneration Committee is specifically responsible for as above) sits under the full governance of the Martin Currie Reward Committee. The Reward Committee is a delegated authority of the Remuneration Committee and is comprised of the Chief Executive Officer, Chief Finance Officer, Chief Operating Officer, Enterprise Risk, Chief HR Officer and Reward Partner. The activities and decision making of the Reward Committee are managed against a defined Terms of Reference and a comprehensive Reward Governance Matrix.

6.4 Remuneration Process

The remuneration process has been built on a number of core principles and promote risk management throughout the process. The principles are that remuneration should be:

- In line with the business strategy, objectives, values and long-term interests of Martin Currie and its clients.
- Performance focused.
- Benchmarked to the market.
- Designed to avoid conflicts of interest.

Remuneration is comprised of fixed pay (salary), variable pay (performance-related bonus) and workplace benefits.

Fixed Pay

Fixed pay (salary) is benchmarked against the market each year. Martin Currie obtains independent investment management sector market data which enables the company to compare its salaries against typical pay for similar roles in peer firms. Martin Currie's policy is to pay all employees competitively within what the market suggests is an appropriate range for the role, subject to affordability and profitability. Salary reviews generally take place annually.

Benefits

Employee benefits generally will vary in line with local market practice and regulatory requirements, in the different geographies in which we operate. In most locations, employees are provided with access to Life Assurance, Income Protection / Salary Continuation and access to Healthcare benefits. There may be other supplementary benefits provided which are specific to each local market, and in some cases, benefits may be provided via plans operated by our parent company, Franklin Templeton.



Pension

Retirement benefits vary in line with local market practice and regulatory requirements, in the different geographies in which we operate. For staff in the UK, the Martin Currie Group Self Invested Pension Plan (SIPP) is the auto-enrolment scheme for all UK permanent employees over the age of 18. The SIPP enables employees to choose from a wide range of investments and an external provider administers the SIPP on the company's behalf, providing governance and expertise and enabling employees to save for retirement.

Variable Pay (performance-related bonus)

Variable pay is designed to reflect individual and/or team performance against specific targets. The targets vary by function and role. Generally, however, there are three types of bonus scheme operated by Martin Currie:

- **Investment professionals** – bonus based on contribution towards investment excellence, taking into account revenues generated.
- **Distribution professionals** – bonus typically based on achievement of sales as well as delivery of qualitative goals.
- **Support professionals** – bonus based on delivery of individual objectives which support overall business objectives (typically qualitative goals).

Across all of the bonus schemes above, an element of the individual outcome will be determined based on risk and compliance behaviours and living our Martin Currie values. The management of sustainability risks and other ESG factors is an integrated aspect of the firm's investment process and is considered in the performance measurement of each member of our investment teams. Compliance with the firm's ESG policies, which govern the monitoring and management of sustainability risks, is among the non-financial metrics which determine compensation outcomes. The Remuneration Committee may exercise judgment to apply a risk-based adjustment to team or individual bonus based on the assessment of risk, compliance or values performance. The bonus schemes operated by Martin Currie provide a sufficient level of flexibility within the process to take account of both individual and company performance and for external events beyond the company's control. This includes the ability not to pay any variable remuneration.

To assist the Committee in exercising any such judgement, the Enterprise Risk function provides an annual report to the Committee which provides confirmation of the assessment undertaken jointly by Enterprise Risk, Compliance and HR, with recommendations on whether any such adjustment should be applied at company, team or individual level. This recommendation also considers whether the application of malus or clawback is appropriate, which would allow for awards to be reduced, cancelled, or recovered and for further conditions to be imposed in the event of (but not limited to):

- A material misstatement of the Company's or any Group Member's audited financial results;
- Material error in the information or assumptions on which any Award was granted or vests;
- A material failure of risk management by the Company, any Group Member, or a relevant business unit;
- A material sustained downturn in performance of the Group;
- A material error by the Participant which results in a Group Member suffering material financial loss;
- Gross misconduct of the Participant
- Material corporate failure of the Company, any Group Member or a relevant business unit; or
- Material reputational damage to the Company, any Group Member or a relevant business unit as a result of the Participant's misconduct or otherwise.

Bonus schemes in Martin Currie are non-contractual and 20% to 50% of variable remuneration will



typically be subject to a 3-year deferral schedule into Restricted Stock Units and/or Martin Currie-managed Funds, thus further aligning employee reward with the long-term interests of the company and its clients.

6.5 Non-standard forms of variable remuneration

Martin Currie’s approach to non-standard variable remuneration is intended to follow guiding principles:

- Guaranteed variable remuneration is generally restricted to new hires within the first year of service and would typically be structured to be conditional on the employee demonstrating satisfactory performance over the relevant period, and the recipient remaining in employment at the agreed payment date.
- Where a ‘Buy-Out’ of deferred awards is included as part of a new hire package, any such awards would typically be subject to vesting periods which are no shorter than those which applied to unvested variable remuneration under the previous contract of employment, where practicable.
- Evidence would be required of the awards due to be forfeited upon leaving their current employer, and any new awards would be subject to the standard provisions which apply under the relevant plan, including applicable malus and claw-back provisions.
- While Martin Currie do not operate a standard severance pay approach, any award of severance pay (including those to Material Risk Takers) which relates to the early termination of an employment contract should reflect the individuals performance and are not intended to be used to reward failure or misconduct.
- Any non-standard forms of variable remuneration proposed for Material Risk Taker roles would be subject to oversight and approval by the Remuneration Committee and would be included in fixed to variable ratio calculations.

6.6 Aggregate Remuneration for Material Risk Takers

A total of 19 Martin Currie employees were identified as Material Risk Takers during the reporting period. The aggregate remuneration of Martin Currie’s Material Risk Takers for the 12-month period 1 October 2021 to 30 September 2022 was £14.8m. Total Variable remuneration was £10.8m, of which £3.8m was deferred.

	Senior Management staff	Other Material Risk Taker staff	Total
Number of Employees	5	14	19
Fixed remuneration	£1.4m	£2.6m	£4.0m
Variable remuneration	£3.3m	£7.5m	£10.8m
<i>Of which, Cash</i>	<i>£1.9m</i>	<i>£5.1m</i>	<i>£7.0m</i>
<i>Of which, Deferred</i>	<i>£1.4m</i>	<i>£2.4m</i>	<i>£3.8m</i>
Guaranteed remuneration	Nil	Nil	Nil
Severance	Nil	Nil	Nil
Total Remuneration	£4.7m	£10.1m	£14.8m

Fixed remuneration includes base salary, allowances and benefits. Variable remuneration reflects the award value of variable pay during the reporting period, including any deferred awards. All deferred variable remuneration is awarded in the form of parent company Restricted Stock Units or as a deferral into Fund units, which would ordinarily be due to vest over a 3 year period. No awards of Guaranteed remuneration or Severance were made to Senior Management or other Material Risk Taker staff during the period.



6.7 Deferred Remuneration received in previous performance periods

For the 19 Martin Currie employees identified as Material Risk Takers during the reporting period, aggregate remuneration of £3.3m vested during the period as a result of Deferred remuneration received in previous performance periods. No awards were withheld or reduced during the period as a result of any performance adjustment. Total deferred remuneration of £9.8m in respect of awards granted in this period and in previous performance periods would ordinarily be due to vest to this Material Risk taker population across 2023-2025.

	Senior Management staff	Other Material Risk Taker staff	Total
Number of Employees	5	14	19
Deferred Remuneration vested this year	£1.0m	£2.3m	£3.3m
Deferred Remuneration due to vest in future years	£3.4m	£6.4m	£9.8m
Total Deferred Remuneration	£4.4m	£8.7m	£13.1m