RNS Number : 1952Z
abrdn PLC
04 March 2025

abrdn plc
Full Year Results 2024
Part 3 of 7
Governance

Contents

Board of Directors

Our business is overseen by our Board of Directors. Biographical details (and shareholdings) of the Directors as at 3 March 2025 are listed below.

Sir Douglas Flint CBE -
Chair

Appointed to the Board November 2018	**Age** 69
Nationality British	**Shares** 200,000
Board committees:	NC Ch

Experience and competencies

Sir Douglas draws on his extensive board experience to shape a collaborative approach, which facilitates open and constructive boardroom discussion. He guides the board's review of performance and shaping of abrdn's strategy and promotes its stewardship responsibilities, including active engagement with key stakeholders. He has considerable global experience, including in Asia, and he remains actively involved in international, financial and governance matters.

Previously, Sir Douglas spent over two decades at HSBC, serving as the banking group's chairman for seven years and as group finance director 15 years. Prior to this, he was a partner at KPMG. He was also previously a non-executive director at BP from 2005-2011 and a member of the Mayor of Shanghai and Mayor of Beijing's Advisory Boards.

Sir Douglas received his CBE in 2006 and knighthood in 2018 recognising his services to the finance industry.

External appointments

- Chairman of IP Group plc.
- Chairman of the Royal Marsden Hospital and Charity.
- International Advisory Panel of the Monetary Authority of Singapore.

Jason Windsor -
Chief Executive Officer

Appointed to the Board October 2023	**Age** 52
Nationality British	**Shares** 357,635

Experience and competencies

Jason was appointed as abrdn's Chief Executive Officer in September 2024, having joined as Chief Financial Officer (CFO) in October 2023. With over 30 years of industry experience, Jason brings a strong track record of leadership in finance, asset management, mergers and acquisitions and strategic planning.

He previously served as CFO of UK housebuilder Persimmon and in several leadership roles at Aviva, including as the group's CFO, CFO of Aviva UK, Chief Capital & Investments Officer and as a director on the board of Aviva Investors.

Jason previously spent 15 years at Morgan Stanley in London and Singapore, latterly as a managing director within its investment banking division, where he advised UK and international banks, insurers and asset managers on mergers and acquisitions, capital raising and strategy.

External appointments

- Governor of Felsted School, Essex.

Vivek Ahuja - Non-Executive Director

Appointed to the Board October 2024	**Age** 58		
Nationality Singaporean	**Shares** Nil		
Board committees:	ACh	NC	RC

Experience and competencies

Vivek is a global business leader with over 30 years of senior management experience in international financial services and private equity. He offers considerable expertise in strategy, business transformation, risk management and corporate governance.

Prior to joining abrdn's board, Vivek held several prominent executive roles. Most recently, he was Chief Executive Officer (CEO) of private equity firm Terra Firma, having initially joined as Group Chief Financial Officer (CFO) and Chief Operating Officer (COO). Previously, he spent 17 years at Standard Chartered, working in senior global finance roles, latterly as Deputy Group CFO.

Vivek also brings a wealth of strategic and financial expertise to multisector businesses through his non-executive and advisory experience. From 2018 to January 2025, he was a non-executive director and Chair of the Risk Committee at NatWest Markets.

He is a Fellow of the Institute of Chartered Accountants in England & Wales (ICAEW).

External appointments

- Senior Independent Director and Chair of the Audit & Risk Committee at PZ Cussons plc.
- Independent Member of Council at King's College, London.
- Non-Executive Director of the Royal Free London NHS Foundation Trust.
- Non-Executive Director of Ebury Partners Limited

Jonathan Asquith - Non-Executive Director and Senior Independent Director

Appointed to the Board September 2019	**Age** 68	
Nationality British	**Shares** 205,864	
Board committees:	RCh	NC

Experience and competencies

Jonathan has considerable experience as a non-executive director within the investment management and wealth industry, which enables him to provide crucial insights to abrdn through his board membership and committee roles.

He was a board member at 3i Group plc for almost 10 years, stepping down as Deputy Chair in 2020. His other previous non-executive roles have included Chair of Citigroup Global Markets Limited, Citibank International Limited, Dexion Capital plc and AXA Investment Managers. He was also a director at Tilney, Ashmore Group plc and AXA UK plc.

In his executive career, Jonathan spent 18 years at Morgan Grenfell. After serving as Group Finance Director, he became Deutsche Morgan Grenfell's CFO and, later, Chief Operating Officer. From 2002 to 2008, he was a director of Schroders plc, serving as CFO and, subsequently, Executive Vice Chairman.

External appointments

- Non-Executive Director of CiCap Limited and its regulated subsidiary Coller Capital Limited.
- Non-Executive Director of B-FLEXION Group Holdings SA and subsidiaries, including Capital Four Holding A/S.
- Non-Executive Director of Twelve Securis Holding AG.

Katie Bickerstaffe - Non-Executive Director

Appointed to the Board October 2024	**Age** 57	
Nationality British	**Shares** 30,195	
Board committees:	R	

Experience and competencies

Katie is a highly regarded retail and consumer business leader, bringing strong perspectives on digital business models and transformation programmes to the abrdn board.

During her executive career, Katie held numerous leadership positions, including as Co-Chief Executive Officer (CEO) of multinational food, clothing and homewares retailer, M&S; Executive Chair and CEO Designate at energy provider SSE; and CEO, UK & Ireland at Dixons Carphone.

She also served in managing director roles at the Somerfield Stores group and was Dyson Appliances' group HR director. Previously, she held various roles at PepsiCo and Unilever.

External appointments

- Chair of the Remuneration Committee of Barratt Redrow plc.
- Senior Independent Director of Diploma plc.
- Senior Independent Director of England and Wales Cricket Board.
- Non-Executive Director of Royal Marsden NHS Foundation Trust.

John Devine -
Non-Executive Director

Appointed to the Board July 2016	**Age** 66		
Nationality British	**Shares** 52,913		
Board committees:	RC Ch	A	NC

Experience and competencies

John provides the board with extensive insights into financial reporting and risk management, which he gained through his successful career in investment banking and capital markets and then, latterly, in asset management; international experience in the US and Asia; and background in finance, operations and technology - all of which are of great importance to abrdn's strategy.

From 2008 to 2010, John was Chief Operating Officer of Threadneedle Asset Management Limited. Previously, he held several senior executive positions at Merrill Lynch in London, New York, Tokyo and Hong Kong.

He is a Fellow of the Chartered Institute of Public Finance and Accounting.

External appointments

- Non-Executive Chair of Credit Suisse International and Credit Suisse Securities (Europe) Limited.

Hannah Grove -
Non-Executive Director

Appointed to the Board September 2021	**Age** 61	
Nationality American and British	**Shares** 33,000	
Board committees:	NC	R

Experience and competencies

Hannah provides expertise in leading brand, communications, client experience and digital marketing strategies, including those for major acquisitions, which she combines with deep knowledge of regulatory and governance matters.

She has received significant industry recognition as a diversity and equity champion and is our designated non-executive director for board employee engagement. She is also a non-executive director on the boards of Standard Life Savings Limited and Elevate Portfolio Services Limited, wholly owned subsidiaries of abrdn.

Before joining the abrdn board, Hannah enjoyed a 22-year career at State Street (NYSE:STT), including 12 years as Chief Marketing Officer. She was a member of the management committee, business conduct and risk committee, and conduct standards committee, as well as the board of its China legal entity. Previously, Hannah was a marketing director at the Money Matters Institute.

External appointments

- Member of the advisory board at Irrational Capital.
- Member of the board of advisors at Reboot.
- Vice Chair of the Boston Public Library Fund.

Pam Kaur -
Non-Executive Director

Appointed to the Board June 2022	**Age** 61	
Nationality British	**Shares** Nil	
Board committees:	A	RC

Experience and competencies

Pam has more than 20 years' experience of leadership roles in business, risk, compliance and internal audit at several of the world's largest and most complex financial institutions during periods of significant change and public scrutiny. She has brought considerable expertise in leading the development and implementation of compliance, audit and risk frameworks and adapting these to changing regulatory expectations.

Her career has spanned roles at Ernst & Young, Citigroup, Lloyds TSB, Royal Bank of Scotland, Deutsche Bank and HSBC. Between 2019 and 2022, she served as a non-executive director on the board of Centrica. Pam is a fellow of the Institute of Chartered Accountants of England and Wales.

Following her appointment as Group Chief Financial Officer (CFO) at HSBC, Pam will not seek re-election to abrdn's board at the company's annual general meeting.

External appointments

- Group Chief Financial Officer (CFO) and Executive Director at HSBC.
- Director at Hong Kong Shanghai Banking Corporation.

Michael O'Brien - Non-Executive Director

Appointed to the Board June 2022	Age 61
Nationality Irish	Shares 173,780
Board committees:	A RC

Experience and competencies

Mike brings extensive asset management experience to the abrdn board. Throughout his career, he has had a key focus on innovation and technology-driven change to support better client outcomes. A qualified actuary, he has been responsible for developing and leading global investment solutions, distribution and relationship management strategies.

His executive career spanned senior roles across the industry. At JP Morgan Asset Management, he was Co-Head, Global Investment Solutions and, previously, Chief Executive Officer (CEO) of the firm's EMEA business. Prior to this, he was Head of Institutional Business for EMEA at Blackrock/Barclays Global Investors and an investment and risk consultant at Towers Watson. He also previously served on the board of the UK NAPF and was a member of the UK NAPF Defined Benefit Council.

Mike is a Chartered Financial Analyst and a Fellow of the Institute of Actuaries.

External appointments

- Non-Executive Director of Carne Global Financial Services Limited.
- Senior adviser to Osmosis Investment Management.
- Investment adviser to the British Coal Pension Funds.

Cathleen Raffaeli - Non-Executive Director

Appointed to the Board August 2018	**Age** 68
Nationality American	**Shares** 9,315
Board committees:	R RC

Experience and competencies

Cathi has strong experience in the financial technology, wealth management and banking sectors with a background in the platforms sector, as well as international board experience. She brings these insights as non-executive chair of the boards of Standard Life Savings Limited and Elevate Portfolio Services Limited, wholly owned subsidiaries of abrdn. Her role provides a direct link between the board and the platform businesses that help us connect with clients.

Previously, Cathi was a lead director of E*Trade Financial Corporation, non-executive director of Kapitall Holdings, LLC and President and Chief Executive Officer of ProAct Technologies Corporation. She was also a non-executive director of Federal Home Loan Bank of New York, where she was a member of the executive committee, and Vice Chair of both the technology committee and compensation and human resources committee.

External appointments

- Managing Partner of Hamilton White Group
- Managing Partner of Soho Venture Partners.
- Director and member of the Audit Committee and Human Resources Committee of RE/MAX Holdings Inc.

Key to Board committees

R	Remuneration Committee	NC	Nomination and Governance Committee
RC	Risk and Capital Committee	Ch	Committee Chair
A	Audit Committee		

The Corporate governance statement and the Directors' remuneration report, together with the cross references to the relevant other sections of the Annual report and accounts, explain the main aspects of the Company's corporate governance framework and seek to give a greater understanding as to how the Company has applied the principles and reported against the provisions of the UK Corporate Governance Code 2018 (the Code).

Statement of application of and compliance with the Code

For the year ended 31 December 2024, the Board has carefully considered the principles and provisions of the Code (available at **www.frc.org.uk**) and has concluded that its activities during the year and the disclosures made within the Annual report and accounts comply with the requirements of the Code. The statement also explains the relevant compliance with the FCA's Disclosure Guidance and Transparency Rules Sourcebook. The table on page 148 sets out where to find each of the disclosures required in the Directors' report in respect of all of the information required by UK Listing Rule (UKLR) 6.6.1 R, and our statement on Board diversity is on page 99.

(i) Board leadership and company purpose

Purpose and Business model

The Board ratifies the Company's purpose set out on the inside front cover, and oversees implementation of the Group's business model, which it has approved, and which is set out on pages 20 and 21. Pages 2 to 85 show how the development of the business model in 2024 supports the protection and generation of shareholder value over the long term, as well as underpinning our strategy for growth. Significant developments in 2024 included the announcement of the transformation programme in January, targeting an annualised cost reduction of at least £150m by the end of 2025 and the introduction of the Group Operating Committee (GOC) in November. The Board's consideration of current and future risks to the success of the Group is set out on pages 82 to 85, complemented by the report of the Risk and Capital Committee on pages 114 to 117.

Oversight of culture

The Board and the Nomination and Governance Committee play a key role in overseeing how the management of the Group assesses and monitors the Group's culture. Through engagement surveys and the Board Employee Engagement programme, the Board acquires a clear view on the culture evident within the Group's businesses and how successfully expected behaviour is being embedded across the group in ways that will contribute to our success. The Board notes the improvement in the engagement scores over the course of the year.

The Board holds management to account for a range of engagement and diversity, equity and inclusion outcomes, which are seen as important indicators of culture, and which form a key part of the executive scorecard.

The Board and the Executive Leadership Team (ELT) have defined a set of Commitments - Client first, Empowered, Ambitious and Transparent - which embody our cultural commitments at abrdn and are designed to create the best working environment for our colleagues, so contributing to better customer experience and outcomes. Our culture is defined by these commitments and the behaviours which underpin them, which are set out on page 11.

Stakeholder engagement

The Annual report and accounts explains how the Directors have complied with their duty to have regard to the matters set out in section 172 (1) (a)-(f) of the Companies Act 2006. These matters include responsibilities with regard to the interests of customers, employees, suppliers, the community and the environment, all within the context of promoting the success of the Company. The table on pages 95 and 96 sets out the Board's focus on its key relationships and shows how the relevant stakeholder engagement is reported up to the Board or Board Committees.

Engaging with investors

The Group's Investor Relations and Secretariat teams support the direct investor engagement activities of the Chair, Senior Independent Director (SID), CEO, CFO and, as relevant, Board Committee chairs. During 2024, we carried out a comprehensive programme of meetings with domestic and international investors, via a range of one-on-one, group, conference and reporting related engagements. Investors had broad interests including financial performance, the new CEO's initial observations and key priorities, progress on our transformation programme, synergies between the three businesses, market trends, investment performance, capital allocation, the relationship with Phoenix, and corporate governance. The Chair, SID, CEO and CFO bring relevant feedback from this engagement to the attention of the Board.

The Board ensures its outreach activities encompass the interests of the Company's circa one million individual shareholders. Given the nature of this large retail shareholder base, it is impractical to communicate with all shareholders using the same direct engagement model followed for institutional investors. Shareholders are encouraged to receive their communications electronically and around 400,000 shareholders receive all communications this way. The Company actively promotes self service via the share portal, and more than 215,000 shareholders have signed up to this service. Shareholders have the option to hold their shares in the abrdn Share Account where shares are held electronically and around 91% of individual shareholders hold their shares in this way.

To give all shareholders easy access to the Company's announcements, all information reported via the London Stock Exchange's regulatory news service is published on the Company's website. The CEO and CFO continue to host formal presentations to support both the full year and half year financial results with the related transcript and webcast available from the Investors' section of the Company's website. In 2024, the Company published an H2 2023 trading statement in January, a Q1 2024 update in April, a 2024 Half Year results announcement in August and a Q3 2024 update in October. In 2025, the Company published a Q4 2024 update in January.

The 2024 Annual General Meeting (AGM) was held in Edinburgh on 24 April 2024. The meeting was arranged as a 'hybrid' meeting. This allowed shareholders to participate in the meeting remotely, as well as in person. For those participating remotely, questions could be submitted during the meeting via a 'chat box'. The Chair and CEO presentations addressed the main themes of the questions which had been submitted at and prior to the meeting. 43.6% of the shares in issue were voted. All resolutions were passed.

Our 2025 AGM will be held on 8 May 2025 in Edinburgh. The AGM Guide 2025 will be published online at **www.abrdn.com** in advance of this year's meeting. The voting results, including the number of votes withheld, will be published on the website at **www.abrdn.com** after the meeting.

Engaging with employees

Hannah Grove continued as our designated non-executive Director for board employee engagement (BEE) for a third year. abrdn's BEE programme is designed to ensure that employees' perspectives and sentiments are heard and understood by the Board to help inform decision-making, and to support colleagues' understanding about the role of the plc Board. The programme also ensures that colleagues have direct access to our Non-Executive Directors (NEDs). A summary of activity can also be found on page 61.

Given the amount of change in 2024, both specific to abrdn and across the industry at large, it was important to ensure that the programme reached as many colleagues as possible and created opportunities for engagement, discussion and feedback throughout the year. A key design element was not to curate attendance at BEE sessions to ensure that the programme reached a true and fair representation of employees, and not just those who might have been more positively inclined or engaged to begin with. As a result, the programme comprised three pillars: (i) Discussion Sessions, forums for groups of between 10-15 colleagues from across businesses and geographies for informal sessions so that they could share views, provide feedback and ask questions; (ii) Meet the NEDs sessions, where team members could interact directly with the broader plc Board, ask questions and hear views and lived experiences on topics ranging from the broader investment industry and macro environments to specifics around abrdn's strategy, and lastly; (iii) reporting and measurement, including regular quarterly thematic updates to the Board, abrdn's ELT and abrdn's Chief People Officer to ensure that key talent/people strategies were aligned and any issues or gaps could be addressed or considered within the framework of abrdn's overall strategy and policies and procedures. abrdn employees are another important stakeholder group in terms of communication and here we provided a mid-year update of activity and themes in addition to ad-hoc communications coinciding with specific BEE activity. The efficacy of the programme was measured through anecdotal feedback and post event surveys where we gauge overall satisfaction as well as gather insights on ways to improve or evolve the programme.

In 2024, BEE activity spanned abrdn locations across the UK, US, Europe and APAC, with sessions and events delivered in a combination of in-person, virtual and hybrid formats.

The BEE programme received positive and constructive feedback from colleagues that participated in the programme. The main themes heard were largely around Change - understanding the impact of transformation; Compensation - a desire for greater clarity and focus; and Career Development - more structure around advancement and management and leadership skills. There was also a lot of interest in abrdn's commitment to Diversity and Inclusion and strengthening network engagement and participation. Importantly for each theme, tangible action ensued from abrdn's leadership team spanning greater focus on clarifying the approach to compensation and pathways to improvement, to the launch of abrdn's new Career Framework providing structure and clarity around professional growth and opportunity, to the relaunch of abrdn's diversity strategy with strong ELT engagement and involvement. Heightened focus was also applied to communication around change with regular reporting on transformation progress including investments made back into the business and people.

The BEE programme places a strong focus on talent. The members of abrdn's Future Leaders programme and the abrdn Leadership Group (aLG) take part in Discussion Sessions aimed to gauge the efficacy and progress of these leadership programmes and cohorts. Formal mentoring continued between all members of the plc Board and abrdn's ELT as well as its Executive Talent pipeline. The connectivity between the BEE programme and wider talent initiatives at abrdn allows the Board to have more follow up data points which are then considered by the business and the Board.

In 2025, the BEE programme will continue its core objectives, gathering feedback and demonstrating actionable outcomes, and focusing on staying close to colleagues and maintaining high Board visibility. The Board have seen how this and the significant investment from the CEO and leadership team in prioritising people and culture is starting to make a difference in terms of engagement and confidence, as evidenced by the most recent employee engagement scores. These improved scores are not yet at the desired level therefore it's very important that positive momentum is maintained which means leveraging the BEE programme where possible to support progress which ultimately will deliver better overall performance.

Summary of Stakeholder engagement activities

In line with their obligations under s.172 of the Companies Act 2006, the Directors consider their responsibilities to stakeholders in their discussions and decision-making. The table below illustrates direct and indirect Board engagement with various stakeholders. More details of stakeholder engagement activities can be found on pages 60 and 61.

Key stakeholders		Direct Board engagement	Indirect Board engagement	Outcomes
Clients		- The CEO meets with key clients as required and reports to the Board on such meetings. - The CEO takes part in key client pitches to hear directly from clients on their requirements. - The Chair meets with peers and key clients at conferences and industry membership and advisory boards where he represents the Group. - Board members feed into Board discussions any feedback received directly from clients.	- The CEOs of Adviser, ii and Investments (the Business CEOs) report at Board meetings on key client engagement, support programmes and client strategies. - Market share data and competitor activity are reported to the Board. - Results of client perceptions survey/customer sentiment index are reported.	- Engagement supported the development of the key client management process, and our client solutions and sustainability approaches. - The businesses position the business around client needs with performance accountability measured on that basis. - Investment processes are driven by understanding client needs and designing appropriate solutions taking into account client risk appetite and sophistication.
Our colleagues		- 'Meet the NEDs' BEE sessions for a diverse mix of staff at all levels allows direct feedback in informal settings. - Employee engagement NED in place and active with the colleague-led networks as well as with employees through their representatives. The BEE NED reports regularly to the CEO and the Board. - Each year, the Board mentors emerging talent. - CEO and CFO run 'Town Hall' sessions following quarterly, half-yearly and annual trading announcements.	- The Chief People Officer (CPO) reports to the Nomination and Governance Committee meeting on key hires and employee issues including development needs to support succession planning. - The CPO produces reporting for the Board drawing out key factors influencing staff turnover, morale and engagement. - Viewpoints and employee surveys collect aggregate, regional and functional trend data which is reported to the Board.	- Engagement feedback recognised in Board discussions. - Board involvement in shaping the desired culture and targets, to tracking progress against engagement feedback, are key inputs to talent and development programmes and the design of reward philosophy.
Community	**Business partners/ supply chain**	- CEO oversees key strategic relationships and meets with his opposite numbers as required. - Executive Director (ED) direct meetings with core suppliers. - The Risk and Capital Committee reviews the dependency on critical suppliers and how they are managed. - The Audit Committee leads an assessment of external audit performance and service provision. - The Board receives detailed papers supporting the outsourcing of technology and business services.	- The Board receives reports on first line key supplier relationships and their role in transition and transformation activities. - Supplier due diligence surveys are undertaken. - Tendering process includes smaller size firms. - Access and audit rights in place with key suppliers. - Modern slavery compliance process in place. - Procurement/payment principles and policies in place. - Certain key suppliers regularly discussed at Audit Committee, Risk and Capital Committee and Board. - Oversight of key outsourcing arrangements reported to the Board.	- The development of our business through our relationships with partners is a critical element of the Board's strategy. - Transformation discussions have included a focus on the quality, service provision, availability and costs of relevant suppliers. - The overriding guidelines for business partnerships have been established as working for both parties and creating efficient operations. - The Board sought executive assurance on the operation and working practice of key suppliers.

Key stakeholders		Direct Board engagement	Indirect Board engagement	Outcomes
Community (continued)	**Communities**	- Board members present at relevant events and conferences. - Chair/CEO/CFO represent the Group on public policy and industry organisations. - Board is kept up to date with the activities of the abrdn Financial Fairness Trust and the abrdn Charitable Foundation.	- Stewardship/sustainability teams report regularly to the Board and Committees. - Feedback on annual Stewardship and Sustainability and TCFD reports. - Review of charitable giving strategy. - Sustainability presentations to the Board.	- Considered as input to the Group's charitable giving programmes. - Engagement with our communities helps bring our purpose to life.
	Regulators/ policymakers/ governments	- Regular engagement by CEO, CFO, Chair and Committee Chairs. - FCA has access to the Board. - 'Dear Board/CEO' letters issued from regulators. - Relevant engagement with regulators in overseas territories.	- CFO and Chief Risk Officer (CRO) update the Board regularly. - Board hears reports on the results of active participation through industry groups.	- Relevant Board decisions recognise regulatory impact and environment.
Shareholders	**Shareholders**	- Results presentations with EDs and Board attendance at the AGM and Q&A. - Chair, CEO, SID and CFO meetings with investors. - Chair, Committee Chairs, SID and BEE NED round table with	- Regular updates from the EDs/ Investor Relations Director/ Chair/Chair of Remuneration Committee summarising the output from their programmes of engagement. - Analyst/Investor reports	- There has been continued dialogue with shareholders on remuneration matters including in the period leading up to the 2024 AGM.

	governance commentators. - Remuneration Committee Chair meetings with institutional investors. - Chair/CEO direct shareholder correspondence.	distributed to the Board. - As relevant, feedback from corporate brokers. - Dedicated mailbox and shareholder call centre team.

Details are included below of two examples of principal decisions made by the Board in 2024 and how the interests of our stakeholders were considered during the Board's decision-making process.

Transformation programme	In January 2024, the Board approved the announcement of a transformation programme targeting an annualised cost reduction of at least £150m by the end of 2025. The programme was designed to restore the core Investments business to an acceptable level of profitability and allow for incremental reinvestment into growth areas. The announcement marked a further step on the Company's journey to align its resources and capabilities to meet client needs and reinforce areas of strength across the Group. In approving the announcement of the programme, the Board considered the need to remove management layers, increase spans of control, generate further efficiency in outsourcing and technology areas, as well as reduce overheads in Group functions and support services. The Board also considered the Company's key stakeholder groups and that whilst the programme was expected to result in the reduction of approximately 500 roles, the bulk of the savings would be generated from non-staff costs. The Board further noted that following the announcement of the programme, focus would remain on delivering excellent service and strongly competitive investment performance to all clients, supported by the Group's strong risk management and control environment. In relation to potential key outcomes of the programme, the Board noted that a streamlined operations and management structure will enable the Group to deploy its resources more efficiently and improve management accountability. The increased profitability will enable incremental investment in the capabilities to deliver excellent customer outcomes. Further information regarding the benefits and outcomes of the Transformation programme can be found at page 7.

Appointment of CEO	In May 2024, the Company announced the launch of a CEO succession plan, following the strategic repositioning of the Company to a specialist asset manager, and a digitally-focused wealth manager. Jason Windsor was announced as Interim Group CEO, while a formal and thorough search process supported by an external search firm was conducted. In line with the Group's long term succession planning process, the Board considered a number of internal and external candidates for the role and identified detailed suitability criteria that it was looking for in the next CEO. The Board's considerations included the importance of the CEO to all of the Company's key stakeholder groups, the Group's strategy and in leading the day-to-day running of the Group. The Board met on a number of occasions to consider the shortlist of internal and external candidates and in September announced Jason Windsor as Group CEO. Jason was the unanimous choice of the Board to lead the Company in its next phase and brings significant expertise and knowledge of the Group's industry. Following Jason's appointment in September, there has been a focus on strengthening leadership and enhancing the operating model with the result that the Executive Leadership Team has been broadened with greater client expertise and a new Group Operating Committee (GOC) has been introduced to improve the pace of decision-making. The Board looks forward to continuing to work with Jason, with a focus on the delivery of the Company's strategic objectives in 2025.

Speaking up

The workforce has the means to raise concerns in confidence and anonymously, and these means are well communicated. The Audit Committee's oversight of the whistleblowing policy and the Audit Committee Chair's role to report to the Board on whistleblowing matters is covered in the Audit Committee report on page 106.

Outside appointments and conflicts of interest

The Board's policy encourages executive Directors to take up one external non-executive director role, as the Directors consider this can bring an additional perspective to the Director's contribution. Jason Windsor is a Governor of Felsted School and a Director of Felsted School Trustees Limited.

Any proposed additional appointments of the non-executive Directors are firstly discussed with the Chair and then reported to the Nomination and Governance Committee prior to being considered for approval. The Senior Independent Director takes that role in relation to the Chair's outside appointments. The register of the Board's collective outside appointments is reviewed annually by the Board. Directors' principal outside appointments are included in their biographies on pages 88 to 91. These appointments form part of the Chair's annual performance review of individual non-executive Directors' contribution and time commitment, and similarly that of the Senior Independent Director of the Chair.

The Directors continued to 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 Company's Articles. 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. All appointments are approved in accordance with the relevant Group policies. At the start of where appropriate, authorising it. All appointments are approved in accordance with the relevant Group policies. At the start of every Board and Committee meeting, Directors are requested to declare any actual or potential conflict of interest 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.

(ii) Division of responsibilities

The Group operates the following governance framework.

Governance framework

<table>
<tr><td colspan="2">Board
The Board's role is to organise and direct the affairs of the Company and the Group in accordance with the Company's constitution, all relevant laws, regulations, corporate governance, and stewardship standards. The Board's role and responsibilities, collectively and for individual Directors, are set out in the Board Charter. The Board Charter also identifies matters that are specifically reserved for decision by the Board. During 2024, the Board's key activities included approving, overseeing and challenging:</td></tr>
<tr><td>The updated strategy and the 2025 to 2027 business plan to implement the strategy.
Capital adequacy and allocation decisions.
Oversight of culture, our standards and ethical behaviours.
Dividend policy including the decision framework governing the sustainability of the dividend.
Financial reporting.
Risk management, including the Enterprise Risk Management (ERM) framework, risk strategy, risk appetite limits and internal controls and in particular how these apply in a blended working environment with colleagues working from home.</td><td>Significant corporate transactions.
Succession planning, in particular in the appointment of Jason Windsor as CEO.
The performance of each of the business areas.
The sustainability strategy and approach across the Group, both as a corporate and as an asset manager.
Significant external communications.
The work of the Board Committees.
Appointments to the Board and to Board Committees.
Matters escalated from subsidiary boards to the Board for approval.</td></tr>
<tr><td colspan="2">The Board regularly reviews reports from the CEO and from the CFO on progress against approved strategies and the business plan, as well as updates on financial market and global economic conditions. There are also regular presentations from the Business CEOs and business functional leaders.</td></tr>
</table>

<table>
<tr><td rowspan="2">Chair
Leads the Board and ensures that its principles and processes are maintained.
Promotes high standards of corporate governance.
Together with the Company Secretary, sets agendas for meetings of the Board.
Ensures Board members receive accurate, timely and quality information on the Group and its activities.
Encourages open debate and constructive discussion and decision-making.
Leads the performance assessments and identification of training needs for the Board and individual Directors.
Speaks on behalf of the Board and represents the Board to shareholders and other stakeholders.</td><td rowspan="2">CEO
The CEO operates within authorities delegated by the Board to:
Develop strategic plans and structures for presentation to the Board.
Make and implement operational decisions.
Lead the GOC/ELT in the day-to-day running of the Group.
Report to the Board with relevant and timely information.
Develop appropriate capital, corporate, management and succession structures to support the Group's objectives.
Together with the Chair, represent the Group to external stakeholders, including shareholders, customers, suppliers, regulatory and governmental authorities, and the local and wider communities.</td><td>Senior Independent Director (SID)
The SID is available to talk with our shareholders about any concerns that they may not have been able to resolve through the channels of the Chair, the CEO or CFO, or where a shareholder was to consider these channels as inappropriate.
The SID leads the annual review of the performance of the Chair.</td></tr>
<tr><td>Non-executive Directors (NEDs)
The role of our NEDs is to participate fully in the Board's decision-making work including advising, supporting and challenging management as appropriate.</td></tr>
</table>

<table>
<tr><td>Nomination and Governance Committee (N&G)
- Board and Committee composition and appointments.
- Succession planning.
- Governance framework.
- Culture, Diversity, Equity & Inclusion (DEI).</td><td>Audit Committee (AC)
- Financial reporting.
- Internal audit.
- External audit.
- Whistleblowing.
- Regulatory financial reporting.
- Non-financial reporting (sustainability).</td><td>Remuneration Committee (RC)
- Development and implementation of remuneration philosophy and policy.
- Incentive design and setting of executive Director targets.
- Employee benefit structures.</td><td>Risk and Capital Committee (RCC)
- Risk management framework.
- Compliance reporting.
- Risk appetites and tolerances.
- Transactional risk assessments.
- Capital adequacy.
- Anti-financial crime.</td></tr>
<tr><td colspan="4">Group Operating Committee (GOC)
The GOC is responsible to the CEO for the development of corporate objectives and strategy, oversight of commercial operations, finalisation of the annual budget and business plan, proposals for inorganic strategic activity, commercial aspects of people-related matters and to support the effective operation and cohesion of the ELT. Membership of the GOC includes the CEO, CFO, Group General Counsel, Chief Operating Officer & CEO of interactive investor, Chief People Officer, CEO of Investments and CEO of Adviser.</td></tr>
<tr><td colspan="4">Executive leadership team (ELT)
The ELT is responsible to the CEO for the execution of corporate objectives and strategy, competitive analysis, sharing client insights, ensuring communication and alignment across senior leadership, oversight of annual budget and business plan proposals, review of performance against targets and plan, idea generation, oversight and delivery of people-related matters, oversight of sustainability and oversight of risk and controls. Membership of the ELT includes the members of the GOC and the Chief Strategy and Business Development Officer, Chief Risk Officer, Chief Internal Audit Officer, Chief Investment Officer, Investments Chief Client Officer, Investments Chief Product & Marketing Officer, interactive investor Chief Operating Officer and Adviser Chief Distribution Officer.</td></tr>
<tr><td>Businesses
Business CEOs support the CEO to deliver growth across the business:
- ii.
- Adviser.
- Investments.</td><td>Talent
The Chief People Officer (CPO) supports the CEO in developing talent management and succession planning and culture initiatives.</td><td>Efficient Operations
Strategy, Technology, Legal and Finance ELT members, including the CFO, support the CEO by overseeing global functions and the delivery of functional priorities.</td><td>Control
The Chief Risk Officer (CRO) supports the ELT and the CEO in their first line management of risk. The Chief Internal Audit Officer attends ELT controls meetings.</td></tr>
</table>

The framework is formally documented in the Board Charter which also sets out the Board's relationship with the boards of the key subsidiaries in the Group. In particular, it specifies the matters which these subsidiaries refer to the Board or to a Committee of the Board for approval or consultation.

You can find the Board Charter on our website **www.abrdn.com**

Board balance and director independence

The Directors believe that at least half of the Board should be made up of independent non-executive Directors. As at 3 March 2025, the Board comprises the Chair, eight independent non-executive Directors and one executive Director. The Board is made up of six men (60%) and four women (40%) (2023: men 60%, women 40%). Catherine Bradley stepped down from the Board on 24 April 2024 and Stephen Bird stepped down on 24 May 2024. As noted in her biography on page 90, following her appointment as Group CFO at HSBC, Pam Kaur will not seek re-election to abrdn's Board at the Company's Annual General Meeting in May. Katie Bickerstaffe and Vivek Ahuja were appointed to the Board on 1 October 2024 and will stand for election at the Company's AGM on 8 May 2025.

The Chair was independent on his appointment in December 2018. The Board carries out a formal review of the independence of non-executive Directors annually. The review considers relevant issues including the number and nature of their other appointments, any other positions they hold within the Group, any potential conflicts of interest they have identified and their length of service. Their individual circumstances are also assessed against independence criteria, including those in the Code. The Nomination and Governance Committee, on behalf of the Board, conducts a particularly rigorous review for any non-executive director whose term exceeds six years. In addition to the above, this review includes any feedback from the Board effectiveness review, ongoing overall contribution, and the output from individual annual performance discussions with each NED conducted by the Chair. Cathi Raffaeli and the Chair have both served more than six years and no issues or considerations were raised through this assessment. John Devine's term will reach nine years in July 2025 and it is proposed that John is re-appointed for a further term (to expire at the end of the 2026 AGM) in order to facilitate an orderly transition of his role as Risk Committee Chair. Following a recommendation from the Nomination and Governance Committee, the Board concluded that John continued to be independent in character and judgement and that there were no relationships that were likely to affect or could appear to affect his judgement. The Board also considered that John continues to make high quality contributions to Board and Committee meetings, providing effective and constructive challenge to management and demonstrating objective and independent judgement. The Board therefore concluded that it was in the best interests of the Company for John to remain on the Board to facilitate the orderly transition of Risk Committee Chair responsibilities and that John was considered to be independent. Following the review, the Board has concluded that all the non-executive Directors are independent and consequently, the Board continues to comprise a majority of independent non-executive Directors. Jonathan Asquith served as Senior Independent Director throughout 2024. In this role, he is available to provide a sounding board to the Chair and serve as an intermediary for the other Directors and the shareholders. He also led the process to review the Chair's performance. The roles of the Chair and the CEO are separate and are summarised on page 98. Each has clearly defined responsibilities, which are described in the Board Charter. The Directors have access to the governance advice of the Company Secretary whose appointment and removal is a matter reserved to the Board.

You can find out more about our Directors in their biographies on pages 88 to 91.

(iii) Board composition, succession, diversity and evaluation

The Board's policy is to appoint and retain non-executive Directors who bring relevant expertise as well as a wide perspective to the Group and its decision-making framework. The Board continues to support its Board Diversity statement, which also applies to the Remuneration, Audit and Nomination and Governance Committees and states that the Board:

- Recognises that diversity can bring insights and behaviours that make a valuable contribution to its effectiveness and the Group's performance.
- Supports the CEO's commitment to achieve and maintain a diverse workforce and an inclusive workplace.
- Believes in equity and supports the principle that the best person should always be appointed to the role with due regard given to the benefits of a full range of diversity characteristics, when undertaking a search for candidates, whether executive or non-executive.
- Recognises that diversity can bring insights and behaviours that make a valuable contribution to its effectiveness.
- Is committed to maintaining the diverse composition that is appropriate to its needs.
- Has a zero-tolerance approach to unfair treatment or discrimination of any kind, both throughout the Group and in relation to clients, individuals and 3rd parties, associated with the Group.
- Supports and has oversight of the Group's DEI framework.

Board Diversity

Gender

Male: **6**
Female: **4**

Nationality

British: **6**

American: **1**
American and British: **1**
Singaporean: **1**
Irish: **1**

Diversity activities and progress to meet our targets are covered in the People - Diversity, equity & inclusion section of the Strategic report on page 49. The ELT's diversity policy is covered in the Diversity, equity and inclusion section of the Directors' report on page 146.

Board changes during the period are covered above and in the Directors' report on page 144.

Ethnicity

White: **8**
Asian: **2**

In accordance with UKLR 6.6.6(9), as at 31 December 2024:

- At least 40% of the individuals on the board of directors are women.
- At least one individual on the board of directors is from a minority ethnic background.

During 2024, we applied our policy on diversity when searching for a successor to Stephen Bird, with Jason Windsor ultimately appointed, as CEO. Consequently, we do not currently meet the requirement under UKLR 6.6.6(9)(a)(ii) to have a woman represented in the identified Board leadership positions (Chair, Senior Independent Director, CEO or CFO).

The Board supports the principle that the person best qualified, in the particular circumstances of the role, should always be appointed to the role with due regard given to the benefits of a full range of diversity characteristics. This principle applies to the search for and appointment of all candidates, both executive and non-executive.

Board appointment process, terms of service and role
Board appointments are overseen by the Nomination and Governance Committee and more information can be found on page 119.

Each non-executive Director is appointed for a three-year fixed term and shareholders vote on whether to elect/re-elect them at every AGM. Once a three-year term has ended, a non-executive Director can continue for a maximum of two further terms, if the Board is satisfied with the non-executive Director's performance, independence and ongoing time commitment. Taking account of their appointment dates the current average length of service of the non-executive Directors is four years. For any non-executive Directors who have already served two three-year terms, the Nomination and Governance Committee considers any factors which have the potential to impact their independence or time commitment prior to making any recommendation to the Board. Cathi Raffaeli, Hannah Grove and Sir Douglas Flint came to the end of a three-year term during 2024.

External search consultants may be used to support Board appointments. The Group has used the services of MWM Consulting to support senior management searches. MWM Consulting has no other connection to the Group or the Directors.

Time commitment
The letter of appointment confirms that the amount of time each non-executive Director is expected to commit to each year, once they have met all of the approval and induction requirements, is a minimum of 35 days.

When appointing a non-executive Director, the Nomination and Governance Committee carefully considers time commitments, investor guidelines and voting policies and their application on current directorships. The Committee also reviews in detail the planned changes to a non-executive Director's portfolio and overall capacity, including the balance of listed and non-listed non-executive Director roles. This is also reviewed by the Chair as part of a formal sequence of bilateral conversations with each Board member during the Company's annual Board Effectiveness process. This covers: time commitment and the impact of any anticipated changes to external appointments over the next 12 months; conflicts of interest and; any training requirements that would support the Board member in their role during the year. The Company supports plc Directors taking active roles on the main Group subsidiary boards. Cathi Raffaeli chairs the Standard Life Savings Limited and Elevate Portfolio Services Limited boards, and Hannah Grove also sits on these boards. Time commitment for their roles on these group boards are also considered as part of the annual evaluation process.

Having carefully reviewed various inputs, including those outlined above and each non-executive Director's contribution and capacity in 2024, the Nomination and Governance Committee concluded that all non-executive Directors continue to have sufficient time to dedicate to their role as independent non-executive Directors of abrdn plc.

The service agreements/letters of appointment for Directors are available to shareholders to view on request from the Company Secretary at the Company's registered address (which can be found in the Shareholder information section) and will be accessible for the 2025 AGM. Non-executive Directors are required to confirm that they can allocate sufficient time to carry out their duties and responsibilities effectively. As set out in their letters of appointment, Non-executive Directors are also required to advise, support and challenge across a number of areas including, but not limited to, strategy, performance, risk and remuneration.

Director election and re-election
At the 2025 AGM, all of the Directors will retire and stand for election or re-election. As well as in the Board of Directors section, the AGM Guide 2025 includes background information about the Directors, including the reasons why the Chair, following the Directors' annual reviews, believes that their individual skills and contribution support their election or re-election.

Details of Directors' outside appointments can be found in their biographies on pages 88 to 91.

Advice

Directors may sometimes need external professional advice to carry out their responsibilities. The Board's policy is to allow them to seek this where appropriate and at the Group's expense. Directors also have access to the advice and services of the Company Secretary. With the exception of professional advice obtained by the Remuneration Committee, as detailed in page 141, no independent professional advice was sought in 2024.

Board effectiveness

Review process
An externally facilitated review was last undertaken in 2022, and the 2024 effectiveness review, which considered all aspects of the Board's effectiveness, was conducted internally, on behalf of the Board, by the Chair and supported by the Company Secretary. A questionnaire was issued to each Board member, which allowed individual feedback on a confidential basis. As part of the review process, the questionnaire is also supplemented by a year-end 1:1 discussion with the Chair, providing Directors with the opportunity to raise any matters directly with the Chair.

The tone of the 2024 review was positive and concluded that the Board and its Committees continued to operate effectively during 2024, with no material issues or concerns raised and priorities for the coming year clarified. Progress was noted on matters identified in the 2023 review and it was noted that the Board is effective in monitoring culture and behaviour throughout the Group, understands principal risks and assesses risk management assurance processes well and acts collegiately and collaboratively, with Board members having trust in the voice and opinions of others. The Chair again hosted a conference in September 2024 bringing together non-executive directors from the Group's subsidiary companies and EMEA-based fund boards. The main areas arising from the 2024 review on which the Board looked to see continued improvement in 2025, both in respect of its own effectiveness and that of its Committees, were in relation to improving the insights within and brevity of materials presented. The report also acknowledged that given the criticality of human talent and technology to future sustainable success, succession planning would remain a core focus for the Board, as would technology development given its impact on the future of asset and wealth management.

As in prior years, the report noted the strong levels of Board engagement and participation, both in formal meetings and other Board initiatives, such as the BEE programme. The report also recognised positively Board dynamics, the effectiveness of Board Committees and the breadth of knowledge and experience of Board members. Maintaining these attributes was seen as essential to the Company's successful navigation of current macro-economic challenges and the delivery of its desired strategic outcomes.

Chair
The review of Sir Douglas's performance as Chair is led by the SID, Jonathan Asquith, supported by the Company Secretary. It is based on feedback given in returned questionnaires specifically regarding the Chair's performance and discussions between the SID and the other non-executive Directors. The feedback is summarised into a report which is considered by the Directors in a meeting led by Jonathan Asquith and without Sir Douglas being present. It was noted that the Chair's industry experience, style and development of the Board continued to be of significant benefit to the Group. As with the main Board evaluation, the continued focus on delivery for shareholders and other stakeholders is a key priority and the important role that the Chair plays in supporting the execution of the Group's strategy was recognised. As part of the process, Jonathan Asquith meets with Sir Douglas to pass on feedback from the review directly and his final report is made available to all non-executive Directors.

Directors
An important part of the annual effectiveness review process is the individual evaluation of each member of the Board. This process is undertaken personally by the Chair and this year was conducted through year-end bilateral discussions with each Board member to a specific agenda. These discussions ran alongside the broader effectiveness process and fed into Nomination and Governance Committee's consideration of director re-election and ongoing succession planning. In addition to discussing individual performance, consideration was also given to Non-Executive Directors' time commitment and capacity, conflicts of interest, any individual training and development needs and broader Company engagement opportunities.

Director induction and development
The Chair, supported by the Company Secretary, is responsible for arranging a comprehensive preparation and induction programme for all new Directors. The programme takes their background, knowledge and experience into account. If relevant, Directors are required to complete the FCA's approval process before they are appointed and Directors self-certify annually that they remain competent to carry out this aspect of their role. These processes continue to adapt to meet evolving best

practice in respect of the Senior Managers and Certification Regime.

The formal preparation and Induction programme includes:

- Meetings with the executive Directors and the members of the GOC and the ELT.
- Focused technical meetings with internal experts on specific areas including the three businesses, regulatory reporting, sustainability, conduct risk, risk and capital management, and financial reporting.
- Visits to business areas to meet our people and gain a better insight into the operation of the business and its culture.
- Meetings with the external auditors and contact with the FCA supervisory teams.
- Meetings with the Company Secretary on the Group's corporate governance framework and the role of the Board and its Committees.
- Meetings with the Chief Risk Officer on the risk management framework as well as meetings on their individual responsibilities as holders of a Senior Management Function role.

Background information is also provided including:

- Key Board materials and information, stakeholder and shareholder communications and financial reports.
- The Group's organisational structure, strategy, business activities and operational plans.
- The Group's key performance indicators, financial and operational measures and industry terminology.

The induction programme provides the background knowledge new Directors need to perform to a high level as soon as possible after joining the Board and its Committees and to support them as they build their knowledge and strengthen their performance further.

When Directors are appointed to the Board, they make a commitment to broaden their understanding of the Group's business. The Secretariat, Finance, Risk and Reward teams monitor relevant external governance and risk management, financial and regulatory developments and keep the ongoing Board training and information programme up to date. Specific Board and Committee awareness and deep-dive sessions took place on:

- Macro trends.
- Cyber resilience.
- Corporate reform.
- abrdn's Internal Capital and Risk Assessment.
- Operational resilience self-assessment.
- Transformation.
- Sustainability.
- Technology.
- FCA Consumer Duty.
- Vulnerable Customers.
- Investments business.
- Equities.

(iv) Audit, risk and internal control

The Directors retain the responsibility to state that they consider the Annual report and accounts, taken as a whole, is fair, balanced and understandable, presents an assessment of the Company's position and prospects and presents the necessary information for shareholders to assess the business and strategy. They also recognise their responsibility to establish procedures to manage risk and oversee the internal control framework. The Directors' responsibilities statement is on page 149. The reports from the Audit Committee and the Risk and Capital Committee Chairs show how the Committees have supported the Board in meeting these responsibilities.

The Board's view of its principal and emerging risks and how they are being managed is contained in the Risk management section of the Strategic report on pages 82 to 85.

Annual review of internal control

The Directors have overall responsibility for the governance structures and systems of the Group, which includes the ERM framework and system of internal control, and for the ongoing review of their effectiveness. The framework is designed to manage, rather than eliminate, risk and can only provide reasonable, not absolute, assurance against material misstatement or loss. The framework covers all of the risks as set out in the Risk management section of the Strategic report.

In line with the requirements of the Code, the Board has reviewed the effectiveness of the system of internal control. The Audit Committee undertook the review on behalf of the Board and reported the results of its review to the Board. The system was in place throughout the year and up to the date of approval of the Annual report and accounts 2024.

The review of abrdn's risk management and internal control systems was carried out drawing on inputs across the three lines of defence taking into account the operation of each component of the Enterprise Risk Management Framework.

The business continues to make control improvements to meet increasing regulatory expectations, particularly, in the areas of operational resilience and third-party oversight. 2024 has seen the business continue to strengthen controls within its operating model through better definition of accountability and processes. Technology advances and the implementation of actions around the Consumer Duty and Operational Resilience regulations continue to drive further improvements in the control environment. The Finance function operates a set of defined processes which operate over all aspects of financial reporting, which includes the senior review and approval of financial results, controlled processes for the preparation of the IFRS consolidation, and the monitoring of external policy developments to ensure these are adequately addressed. These processes include the operation of a Technical Review Committee and the Financial Reporting Executive Review Group to provide senior review, challenge and approval of relevant disclosures, accounting policies, and changes required to comply with external developments.

The Board's going concern statement is on page 148 and the Board's viability statement is on page 80.

(v) Remuneration

The Directors' remuneration report (DRR) on pages 122 to 141 sets out the work of the Remuneration Committee and its activities during the year, the levels of Directors' remuneration and the shareholder approved remuneration policy. The Company's approach to investing in and rewarding its workforce is set out on page 136 of the DRR. The Board believes that its remuneration policies and practices are designed to support the Company's strategy and long-term sustainable success. More information about the policies and practices can be found in the DRR.

Other information

You can find details of the following, as required by FCA Disclosure and Transparency Rule 7.2.6, in the Directors' report and in the Directors' remuneration report:

Share capital

- Significant direct or indirect holdings of the Company's securities.
- Confirmation that there are no securities carrying special rights with regard to control of the Company.
- Confirmation that there are no restrictions on voting rights in normal circumstances.
- How the Articles can be amended.
- The powers of the Directors, including when they can issue or buy back shares.

Directors

- How the Company appoints and replaces Directors.
- Directors' interests in shares.

Board meetings and meeting attendance

The Board and its Committees meet regularly, operating to an agreed timetable. Meetings are usually held in Edinburgh or London. During the year, the Board held specific sessions to consider the Group's strategy and business planning. The Chair and the non-executive Directors also met during the year, formally at each Board meeting, and informally, without the executive Directors present and where matters including executive performance and succession and Board effectiveness were discussed. The Board scheduled nine formal meetings and a focused strategy meeting in 2024.

Directors are required to attend all meetings of the Board and the Committees they serve on, and to devote enough time to the Company to perform their duties. Board and Committee papers are distributed before meetings other than, by exception, urgent papers which may need to be tabled at the meeting. If Directors are not able to attend a meeting because of conflicts in their schedules, they receive all the relevant papers and have the opportunity to submit their comments in advance to the Chair or to the Company Secretary. If necessary, they can follow up with the Chair of the meeting. Recognising that some Directors may have existing commitments they cannot change at very short notice, the Board has established the Standing Committee as a formal procedure for holding unscheduled meetings. The Standing Committee meets when, exceptionally, decisions on matters specifically reserved for the Board need to be taken urgently. All Directors are invited to attend Standing Committee meetings. The Standing Committee met once during 2024.

The Company Chair is not a member of the Audit, Risk and Capital, or Remuneration Committees. He is invited to attend meetings of all Committees, by invitation, in order to keep abreast of their discussions and routinely does so. The table below reflects the composition of the Board and Board Committees during 2024 and records the number of meetings and members' attendance.

	Board	Audit Committee	Nomination and Governance Committee	Remuneration Committee	Risk and Capital Committee
Chair					
Sir Douglas Flint	**10/10**	**-**	**3/3**	**-**	**-**
Executive Directors					

Jason Windsor	10/10	-	-	-	-
Non-executive Directors					
Jonathan Asquith	10/10	-	3/3	8/8	-
John Devine	10/10	5/6	3/3	-	6/6
Hannah Grove	10/10	-	3/3	8/8	-
Pam Kaur	10/10	6/6	-	-	6/6
Cathleen Raffaeli	10/10	-	-	8/8	6/6
Vivek Ahuja (appointed on 1 October 2024)	2/2	2/2	-	-	-
Katie Bickerstaffe (appointed on 1 October 2024)	2/2	-	-	2/2	-
Mike O'Brien	10/10	6/6	-	-	5/6
Former members					
Stephen Bird (stood down 24 May 2024)	4/4	-	-	-	-
Catherine Bradley (stood down 24 April 2024)	4/4	2/2	1/1	3/3	-

Tenure as at March 2025

0-3 years: 5
3-5 years: 1
5+ years: 4

Board Committees

abrdn plc Board			
Audit Committee	**Remuneration Committee**	**Nomination and Governance Committee**	**Risk and Capital Committee**

The Board has established Committees that oversee, consider and make recommendations to the Board on important issues of policy and governance. At each Board meeting, the Committee chairs provide reports of the key issues considered at recent Committee meetings, and minutes of Committee meetings are circulated to the appropriate Board members. This includes reporting from the Chair of the Audit Committee on any whistleblowing incidents which have been escalated to them. The Committees operate within specific terms of reference approved by the Board and kept under review by each Committee.

These terms of reference are published within the Board Charter on our website at www.abrdn.com

Executive and Non-executive mix

Non-executive: **9**
Executive: **1**

All Board Committees are authorised to engage the services of external advisers at the Company's expense, whenever they consider this necessary. With the exception of fees paid to external advisers of the Remuneration Committee, as detailed on page 141, no such expense was incurred during 2024.

Committee reports

This statement includes reports from the chairs of the Audit Committee, the Risk and Capital Committee and the Nomination and Governance Committee. The report on the responsibilities and activities of the Remuneration Committee can be found in the Directors' remuneration report section.

The Committee Chairs are happy to engage with you on their reports. Please contact them via questions@abrdnshares.com

1. Audit Committee report

The Audit Committee assists the Board in discharging its responsibilities for external financial and material non- financial reporting, internal controls over financial reporting and the relationship with the external auditors.

I am pleased to present my report as Chair of the Audit Committee (the Committee).

Following Catherine Bradley's announcement of her intention not to stand for re-election at the 2024 AGM, the Board requested that I take on the Chair role of the Audit Committee on an interim basis until a suitable replacement was identified. Vivek Ahuja has now been appointed to this role from 1 January 2025.

While the Committee focuses its attention primarily on the Company's financial and non-financial control framework, during 2024 it has also put specific governance emphasis on:

The Committee also continued to focus on the quality of financial reporting.

While ensuring we fulfil our delegated responsibilities on behalf of the Board, the Audit Committee continues to be a dynamic forum which benefits from a high degree of transparency from management, enabling effective discussion and decision making. This will remain fundamental to the Committee's effectiveness and its oversight of the Company's financial and non-financial reporting and control environment during 2025.

The report is structured in four parts:

(1) Governance

(2) Report on the year

(3) Internal audit

(4) External audit

John Devine

Chair, Audit Committee

(i) Governance

Membership

All members of the Audit Committee are independent non-executive Directors. For their names, the number of meetings and committee member attendance during 2024, please see the table on page 104.

The Board believes Committee members have the necessary range of financial, risk, control and commercial expertise required to provide effective challenge to management and have competence in accounting and auditing as well as recent and relevant financial experience. John Devine is a member of the Chartered Institute of Public Finance and Accounting and had previously chaired the Company's Audit Committee. Pam Kaur is a qualified chartered accountant. Mike O'Brien is a fellow of the Institute and Faculty of Actuaries. Vivek Ahuja, who took on the role of Chair of the Committee on 1 January 2025, has extensive experience in international financial services and private equity. In his executive career, he was most recently CEO of Terra Firma, a leading European Private Equity firm and, prior to that, Deputy Group CFO at Standard Chartered plc. He is a qualified chartered accountant who brings broad commercial and operational experience spanning finance, strategy, business and cultural transformation, risk management and corporate governance and is an experienced non-executive Director. The Committee members are also members of audit committees related to their other non-executive Director roles.

Invitations to attend Committee meetings are extended to the Chair, the Chief Executive Officer, the Chief Financial Officer, the Group Financial Controller, the Chief Internal Audit Officer and the Group Chief Risk Officer, as well as the external auditors.

The Audit Committee meets privately for part of its meetings and also has regular private meetings separately with the external auditors and the Chief Internal Audit Officer. These meetings address the level of co-operation and information exchange and provide an opportunity for participants to raise any concerns directly with the Committee.

Key responsibilities

The Audit Committee's responsibilities are to oversee, and report to the Board on:

- The appropriateness of the Group's accounting and accounting policies, including the going concern presumption and viability statement.
- The findings of its reviews of the financial information in the Group's annual and half year financial reports.
- The clarity of the disclosures relating to accounting judgements and estimates.
- Its view of the 'fair, balanced and understandable' reporting obligation.
- The findings of its review of certain Group prudential external disclosures.
- Internal controls over financial reporting.
- Sustainability disclosures relating to financial and quantitative information.
- Liaison with the Remuneration Committee on any financial reporting matters related to the achievement of targets and measures.
- Outcomes of investigations resulting from whistleblowing.
- The appointment or dismissal of the Chief Internal Audit Officer, the approved internal audit work programme, key audit findings and the quality of internal audit work.
- The skills of the external audit team and their compliance with auditor independence requirements, the approved audit plan, the quality of the firm's execution of the audit, and the agreed audit and non-audit fees.
- Internal controls over financial reporting.

In carrying out its duties, the Committee is authorised by the Board to obtain any information it needs from any Director or employee of the Group. It is also authorised to seek, at the expense of the Group, appropriate external professional advice whenever it considers this necessary. The Committee did not need to take any independent advice during the year.

In accordance with the Senior Managers and Certification Regime the Audit Committee Chair is responsible for the oversight of the independence, autonomy and effectiveness of our policies and procedures on whistleblowing including the procedures for the protection of employees who raise concerns related to detrimental treatment. Throughout the year the Audit Committee Chair met regularly with the Chief Internal Auditor, the external audit partner, the Chief Sustainability Officer - Investments and the Global Head of Corporate Sustainability to discuss their work, findings and current developments.

Committee effectiveness

The Committee reviews its remit and effectiveness each year. Following the externally facilitated review in 2023, the 2024 review was conducted internally, on behalf of the Board, by the Company Secretary. The review concluded that the Committee continued to operate effectively during 2024 with no material issues or concerns raised. More information about the process involved, and its outcomes, can be found on page 101.

(ii) Report on the year

Audit agenda

As well as regular reporting, agenda items were aligned to the annual financial cycle as set out below:

	What was discussed
Jan-Mar	- Annual report and accounts 2023. - Strategic report and financial highlights 2023. - Financial reporting judgements. - Liaison with the Remuneration Committee on any financial reporting matters related to the achievement of targets and measures. - External auditor's review of Full year results. - Whistleblowing. - Sustainability reporting. - Effectiveness of the Internal Audit function.
Apr-Jun	- Internal audit findings. - Prudential and Regulatory reporting. - Initial financial reporting matters for Half year 2024. - Whistleblowing. - External auditor's management letter, and audit strategy. - Transformation programme
Jul-Sep	- Half year results 2024. - External auditors' review of Half year results. - External auditors' independence. - Internal audit findings. - Whistleblowing. - Material legal actions and open litigations
Oct-Dec	- Initial financial reporting matters for Full year 2024, including pension scheme assumptions. - Non-audit services policy. - The internal audit plan and charter. - Internal audit findings. - Effectiveness of the external auditors and related non-audit services. - External audit tender. - Whistleblowing. - Sustainability reporting. - Risk management and internal control system annual review and future plans. - Transformation programme - Corporate and Audit Reform update.

The indicative proportion of time spent on the business of the Committee is illustrated below:

Diagram removed for the purposes of this announcement. However it can be viewed in full in the pdf document

Detail of work

The focus of work in respect of 2024 is described below.

Financial and non-financial reporting

Our Annual report and accounts are prepared in accordance with International Financial Reporting Standards (IFRS). The Committee believes that some Alternative Performance Measures (APMs), which are also called non-GAAP measures, can add insight to the IFRS reporting and help to give shareholders a fuller understanding of the performance of the business. The Committee considered the presentation of APMs and related guidance as discussed further in the 'Fair, balanced and understandable' section below.

The Committee reviewed the Group accounting policies and confirmed they were appropriate to be used for the 2024 Group financial statements. This year there were no new accounting standards which had a significant impact on the Group accounting policies.

The Committee reviewed the basis of accounting and in particular the appropriateness of adopting the going concern basis of preparation of the financial statements. In doing so, it considered the Group's cash flows resulting from its business activities and factors likely to affect its future development, performance and position together with related risks, as set out in more detail in the Strategic report. The Committee recommended the going concern statement to the Board.

In addition, the Committee considered the form of the viability statement and in particular whether the three-year period remained appropriate, and concluded that it did. This reflects both our internal planning cycle and the timescale over which changes to major regulations and the external landscape affecting our business typically take place. In formulating the statement, the Committee considered the result of stress testing and reverse stress testing presented to the Risk and Capital Committee. The Committee recommended the viability statement to the Board.

During 2024, the Committee reviewed the Annual report and accounts 2023 and the Half year results 2024. For both periods it received written and/or oral reports from the Chief Financial Officer, the interim Chief Financial Officer, the Company Secretary received written and/or oral reports from the Chief Financial Officer, the interim Chief Financial Officer, the Company Secretary, the Chief Internal Audit Officer and the external auditors. The Committee used these reports to aid its understanding of the composition of the financial statements, to confirm that the specific reporting standards and compliance requirements had been met and to support the accounting judgements and estimates. Following its reviews, the Committee was able to recommend the approval of each of the reports to the Board, being satisfied that the full and half year financial statements complied with laws and regulations and had been appropriately compiled.

The Committee recognises the importance of sustainability reporting. During 2024 the Committee discussed and reviewed the sustainability reporting landscape and the related governance framework at a number of meetings. In particular, as part of the review of the Annual report and accounts, the Committee reviewed content relating to the Task Force on Climate-Related Financial Disclosures (TCFD). The Committee's review focused on ensuring metrics and outcomes were appropriately explained and validated. KPMG in their role as auditor have reviewed our TCFD disclosures as part of their audit engagement. More information can be found on page 112.

Accounting estimates and judgements

The Audit Committee considered all estimates and judgements that Directors understood could be material to the 2024 financial statements. The Committee also focused on disclosure of these key accounting estimates and judgements.

Significant accounting estimates, judgements and assumptions for the year ended 31 December 2024	How the Audit Committee addressed these significant accounting estimates and assumptions
Goodwill impairment reviews	
Goodwill is required to be tested annually for impairment and the determination of recoverable amounts for this impairment assessment is a key area of estimation. The impairment assessment is performed by comparing the carrying amount of each cash-generating unit (CGU) with its recoverable amount, being the higher of its value in use (VIU) and fair value less costs of disposal (FVLCD). In 2024 an impairment of goodwill was recognised in relation to the Finimize CGU (impairment of £5m) within Other business operations and corporate costs and therefore the determination of the recoverable amount for this CGU was a key judgement which directly impacted the amount of the impairment. The impairment reflects higher anticipated losses in the period prior to which abrdn anticipates Finimize is likely to achieve profitability and the related Group support required in this period. Following this impairment, there is no remaining goodwill for Finimize. The recoverable amount for Finimize was determined based on FVLCD, with the primary approach being a revenue multiple valuation approach. Goodwill relating to the interactive investor and abrdn financial planning CGUs were also tested for impairment and the recoverable amounts, based on FVLCD, indicated that no impairments were required.	The Committee spent time reviewing and challenging recoverable amount assumptions at three meetings. For Finimize, the Committee noted that the business is inherently difficult to value as there are few directly comparable companies and therefore there are a range of reasonable valuations. The Committee discussed the valuation assessment with management and agreed that the recoverable amount was within the reasonable range. The Committee agreed with management's view that the goodwill for the interactive investor and abrdn financial planning CGUs were not impaired. The Committee noted the inherent sensitivity of the recoverable amounts and supported the disclosure of appropriate sensitivities. Further details on goodwill impairment reviews are disclosed in Note 13 of the Group financial statements.
UK defined benefit pension plan	
In compiling a set of financial statements, it is necessary to make some judgements and estimates about outcomes that are dependent on future events. This is particularly relevant to the defined benefit pension plan surplus which is inherently dependent on how long people live and future economic outcomes. For the principal UK defined benefit pension plan, the Committee reviewed the assumptions for mortality, discount rate and inflation.	The Committee considered the proposed assumptions taking into account market data and information from pension scheme advisors. Note 31 of the Group financial statements provides further details on the actuarial assumptions used, and sets out the impact of mortality, discount rate and inflation sensitivities. Note 31 also provides details on the accounting policy applied and accounting policy judgements relating to the Group's assessment that it has an unconditional right to a refund of a surplus, and the treatment of tax relating to this surplus.
Tritax contingent consideration fair value	
In 2021, the abrdn group purchased 60% of the membership interests in Tritax Management LLP. Subject to certain conditions, an additional contingent deferred earn-out is expected to be payable to acquire the remaining 40% of membership interests in Tritax should the selling partners choose to exercise put options in respect of each of the years ended 31 March 2024, 31 March 2025 and 31 March 2026. The amount payable is linked to the EBITDA of the Tritax business in the relevant period. abrdn has the right to purchase any outstanding interests at the end of 2026 through exercising a call option. The contingent consideration liability is required to be recognised at fair value, which is primarily dependant on future earnings projections.	The Committee analysed and discussed management's assumptions underlying the fair value of the contingent consideration at 31 December 2024 and agreed that the fair value was within the reasonable range. The Committee reviewed and supported that disclosure of sensitivities to key assumptions should be provided given the inherent uncertainties in the valuation. See Note 36 of the Group financial statements for further details.

- Oversight of the Group's transformation programme, designed to restore our core Investments business to an acceptable level of profitability and allow for incremental reinvestment into growth areas.
- Significant changes in senior personnel in the Finance function.
- Oversight of the work required to support compliance with the changes introduced in the 2024 UK Corporate Governance Code.
- Oversight of the Group's external audit tender process.

Significant accounting estimates, judgements and assumptions for the year ended 31 December 2023	How the Audit Committee addressed these significant accounting estimates and assumptions
Investments in subsidiaries	
In relation to the abrdn plc Company only accounts, an assessment is made at each reporting date as to whether there are any indicators of impairment in relation to investments in subsidiaries. At year end 2024 management noted that the Company's net assets attributable to shareholders of £4.4bn (post	The Committee discussed the investment in subsidiaries impairment assessment with management and noted that the judgements in relation to these assessments were materially the same as the judgements relating to

impairments) continues to be higher than the Company's market capitalisation of £2.6bn. Taking this into account along with the payment by abrdn Investment Holdings Limited (aIHL) and abrdn Holdings Limited (aHL) of dividends of £102m and £40m respectively to the Company in 2024 and the continued headwinds facing active asset managers, it was assessed that there were indicators of impairments in relation to aIHL and aHL, the Company's asset management holding companies. Following the performance of valuation exercises, impairments of aIHL and aHL of £115m and £15m respectively have been recognised.

Indicators of impairment were also identified in relation to abrdn Financial Planning Limited (aFPL). aFPL paid distributions in specie totalling £47m in 2024 following the sale of abrdn Financial Planning and Advice to another subsidiary of the Company. Following this the valuation of aFPL was £1 and an impairment of £45m has been recognised.

No other indicators of impairment were identified on any material investment in subsidiaries including ii which, as noted above, is also fully supported by a valuation exercise performed for goodwill purposes.

the goodwill impairment reviews. The Committee supported the view that relevant disclosures were made in the Company only accounts including disclosure that appropriate consideration had been given to the Company net assets being higher than the abrdn market capitalisation. The Committee noted that the Company's distributable profits were £2.9bn which continued to provide support for the dividend policy.

Further details on the assessment of investments in subsidiaries are set out in Note A of the Company financial statements section.

Principal risks are disclosed in the Strategic report and recommended to the Board by the Risk and Capital Committee. The Committee was satisfied that the estimates and quantified risk disclosures in the financial statements were consistent with the Strategic report. The Committee concluded that appropriate judgements had been applied in determining the estimates and that sufficient disclosure had been made to allow readers to understand the uncertainties surrounding outcomes.

Fair, balanced and understandable

The Committee supported management's continued aim to compile the Annual report and accounts to be 'fair, balanced and understandable'.

abrdn's principles

To create clarity on fair, balanced and understandable for abrdn, a set of principles is applied, as set out below:

Fair 'We are being open and honest in the way we present our discussions and analysis, and are providing what we believe to be an accurate assessment of business and economic realities.'	- The narrative contained in the Annual report and accounts is honest, accurate and comprehensive. - The key messages in the narrative in the Strategic report and Governance sections of the Annual report and accounts reflect the financial reporting contained in the financial statements. - The Key Performance Indicators (KPIs) for the period are consistent with the key messages outlined in the Strategic report.
Balanced 'We are fully disclosing our successes, the challenges we have faced in the period, and the challenges and opportunities we anticipate in the future; all with equal importance and at a level of detail that is appropriate for our stakeholders.'	- The Annual report and accounts presents both successes and challenges experienced during the year and, as appropriate, reflects those expected in the future. - The level of prominence we give to successes in the year versus challenges faced is appropriate. - The narrative and analysis contained in the Annual report and accounts effectively balances the information needs and interests of each of our key stakeholder groups.
Understandable 'The language we use and the way we structure our report is helping us present our business and its performance clearly; in a way that someone with a reasonably informed knowledge of financial statements and our industry would understand.'	- The layout is clear and consistent and the language used is simple and easy to understand (industry specific terms are defined where appropriate). - There is a consistent tone across and good linkage between all sections in a manner that reflects a complete story and clear signposting to where additional information can be found.

Activities

An Internal Review Group (IRG) is in place which reviews the Annual report and accounts specifically from a fair, balanced and understandable perspective and provides feedback to our financial reporting team on whether it conforms to our standards. The members of the IRG are independent of the financial reporting team and include colleagues from Investor Relations, Sustainability reporting, Risk, Internal Audit, Communications and Strategy.

The key points discussed by the IRG covered:

- The overall balance and tone of reporting.
- The balance of messaging on net flows in the year.
- How adjustments between IFRS metrics and APMs have been reported.

Fair, balanced and understandable guidance was provided to relevant stakeholders involved in the Annual report and accounts production process.

The Audit Committee, reviewed the messaging in the Annual report and accounts, taking into account material received and Board discussions during the year.

Three drafts of the Annual report and accounts 2024 were reviewed by the Audit Committee at three meetings. The Committee complemented its knowledge with that of executive management and Internal Audit.

The Annual report and accounts goes through an extensive internal verification process of all content to verify accuracy.

The Committee also reviewed the use and presentation of APMs which complement the statutory IFRS results. This review considered guidelines issued by the European Securities and Markets Authority in 2016 and the thematic reviews by the

Financial Reporting Council (FRC). A Supplementary information section is included in the Annual report and accounts to explain the rationale for using these metrics and to provide reconciliations of these metrics to IFRS measures where relevant. This section also provides increased transparency over the calculation of reported financial ratios.

Adjusted operating profit and adjusted profit before tax are key profit APMs. The Committee considered whether the allocation of items to adjusted operating profit was in line with the defined accounting policies, consistent with previous practice and appropriately disclosed. Where there were judgemental areas, such as in relation to certain interactive investor related costs, the Committee specifically reviewed the proposed treatments and ensured that the Annual report and accounts provided appropriate disclosures.

The Audit Committee agreed to recommend to the Board that the Annual report and accounts 2024, taken as a whole, is fair, balanced and can be understood by someone with a reasonably informed knowledge of financial statements and our industry.

Prudential reporting

The Committee also considered disclosures relating to IFPR (Investment Firms Prudential Regime) results included in the Strategic report and notes sections of the Annual report and accounts and half year reporting, together with related assurance over these disclosures.

Internal controls

As noted earlier, the Directors have overall responsibility for abrdn's internal controls and for ensuring their ongoing effectiveness. This does not extend to associates and joint ventures. Together with the Risk and Capital Committee, the Committee provides comfort to the Board of their ongoing effectiveness.

Internal Audit regularly reviews the effectiveness of internal controls and reports to the Committee and the Risk and Capital Committee.

The Finance function sets formal requirements for financial reporting which apply to the Group as a whole, defines the processes and detailed controls for the consolidation process and reviews and challenges reporting submissions. Further, the Finance function runs a Technical Review Committee and is responsible for monitoring external technical developments. The Committee focuses on ensuring appropriate sign-offs on financial results are provided, and a mechanism for the escalation of issues from major regulated subsidiary Boards is in place.

The Committee oversees and monitors controls over financial and non-financial reporting, considering reports from management on the control environment and status of remediation activities where appropriate. This directly supports the review and assessment of reporting by the Committee.

In 2024 the Committee monitored control environment developments supported by investments in technology. Particular focus was also given to certain controls over revenue and the control over journal entries in certain components of the group, and associated actions. In H2 2024, the Committee discussed the impact of historic billing issues reflected in financial results for the current year reporting.

In 2025, the Committee will continue to oversee actions taken to strengthen and enhance controls in these areas, alongside the wider control environment. This is with a view to enhancing the control environment, supporting reduced reliance on substantive testing and compensating controls in aspects of the audit.

Whistleblowing

Our people are trained via mandatory training modules to detect the signs of possible fraudulent or improper activity and how to report concerns either directly or via our independent whistleblowing hotline. The Committee Chair is the designated whistleblower's champion and the Committee receives regular updates on the operation of the whistleblowing procedures (Speak Up) from the Head of Conduct, Conflicts and Training. The anonymised reports include a summary of the incidents raised as whistleblowing, and information on developments of the arrangements in place, to ensure concerns can be raised in confidence about possible malpractice, wrongdoing and other matters.

The Committee oversees the findings of investigations and required follow-up action. If there is any allegation against the Risk and Internal Audit functions, the Committee directs the investigation. The Committee is satisfied that the Group's procedures are currently operating effectively. The Committee Chair reports to the Board on the updates the Committee receives.

(iii) Internal audit

The role and mandate of the Internal Audit function is set out in its Charter, which is reviewed and approved by the Committee annually. Whilst Internal Audit maintains a relationship with the external auditors, in accordance with relevant independence standards, the external auditors do not place reliance on the work of Internal Audit. The internal audit plan is reviewed and approved by the Committee at least annually and is flexed during the year to respond to internal and external developments. The function's coverage aligns to the Group's activities and footprint, taking account of local internal audit requirements. Regular reporting is provided to the Committee to illustrate plan progress, any emerging risks or themes and the status of implementation of recommendations.

The Committee assesses the independence and quality assurance practices of the Internal Audit function and agrees the effectiveness of the function, aligned to the Group's objectives on an annual basis. Independent external reviews are also undertaken at regular intervals. The most recent one was completed in H2 2021 by Deloitte who assessed the abrdn internal audit function as having the highest overall rating with conformance against all aspects of the Institute of Internal Auditors' International Professional Practices Framework (IPPF) and the Internal Audit Financial Services Code of Practice (the Standards). The Committee's own review of the function in 2024 was positive and supports the continuous evolution and enhancement of Internal Audit.

The Committee Chair meets the Chief Internal Audit Officer periodically, without management being present.

(iv) External auditors

The appointment

The Committee has responsibility for making recommendations to the Board on the reappointment of the external auditors, determining their independence from the Group and its management and agreeing the scope and fee for the audit. Following its review of KPMG's performance, the Committee concluded that there should be a resolution to shareholders to recommend the reappointment of KPMG at the 2025 AGM. The Committee confirms that the recommendation to vote in favour of the reappointment of KPMG is free from influence by a third party and no contract to which the Company is party restricts the members' choice in respect of the external auditor.

The Committee complies with the UK Corporate Governance Code, the FRC Guidance on Audit Committees with regard to the external audit tendering timetable, the provisions of the EU Regulation on Audit Reform, and the Competition and Markets Authority Statutory Audit Services Order with regard to mandatory auditor rotation and tendering. The Committee also complied with the requirements of the FRC's Audit Committees and the External Audit: Minimum Standard for the year ended 31 December 2024.

The audit was last subject to a tender during the first half of 2016, and on 17 May 2016 the Company announced its intention to appoint KPMG as its auditor for the year ending 31 December 2017, replacing PwC who were the Company's previous auditors.

In March 2017, the proposed acquisition of Aberdeen Asset Management PLC was announced. Consequently, the Standard Life plc Audit Committee (now abrdn plc) sought assurance that KPMG's independence would not be compromised as a result of their previous position as external auditor of Aberdeen Asset Management PLC, from its incorporation in 1983 until 30 September 2015. While recognising that the KPMG tenure had ceased nearly two years prior to the proposed acquisition, a paper outlining the matters which had been considered was brought to the Committee and, following review, the Committee was satisfied that there were no impacting issues.

KPMG's independence has subsequently been regularly reviewed by the Committee, which remains satisfied of their independence. Further detail on this assessment is set out below. The Committee considers KPMG's tenure for abrdn plc and its group of companies to run from the completion of the 2016 tender exercise and their appointment for year end in 2017.

The audit for the year ended 31 December 2024 is, therefore, KPMG's 8th year as auditor. The Senior Statutory Auditor is Richard Faulkner. The Committee has continued to follow the annual appointment process and has concluded that a tender for the 2024 year end was not required. This is currently considered to be in the best interests of the Company taking into account the results of the formal review of the effectiveness of the KPMG audit discussed in this section. In October 2024, the Committee approved holding an audit tender process in 2025, effective for the 2027 year end. This is in line with mandatory tender requirements, with the 2026 year end being KPMG's 10th year as auditor.

Auditor independence

The Board has an established policy (the Policy) setting out which non-audit services can be purchased from the firm appointed as external auditors. The Committee monitors the implementation of the Policy on behalf of the Board. The aim of the Policy, which is reviewed annually, is to support and safeguard the objectivity and independence of the external auditors and to comply with the revised FRC Ethical standards for auditors (Ethical Standards). It does this by prohibiting the auditors from carrying out certain types of non-audit services, and by setting out which non-audit services are permitted. It also ensures that where fees for approved non-audit services are significant, they are subject to the Committee Chair's prior approval. KPMG has implemented its own policy preventing the provision by KPMG of most non-audit services to FTSE 350 companies which are audit clients. A 70% fee cap on non-audit services to audit clients is in place.

The services prohibited by the Policy are as set out in the FRC Revised Ethical Standard 2024.

The Policy permits non-audit services to be purchased, following approval, when they are closely aligned to the external audit service and when the external audit firm's skills and experience make it the most suitable supplier.

These include:

- Audit related services, such as regulatory reporting.
- Investment circular reporting accountant engagements.
- Attesting to services not required by statute or regulation.
- Other reports required by a regulator or assurance services relating to regulatory returns.
- Sustainability and TCFD report audits/reviews.

- Fund merger assurance engagements, where the engagement is with the manager and the external auditor is also the auditor of the fund.

KPMG has reviewed its own independence in line with these criteria and its own ethical guideline standards. KPMG has confirmed to the Committee that following its review it is satisfied that it has acted in accordance with relevant regulatory and professional requirements and that its objectivity is not impaired.

Having considered compliance with our Policy and the fees paid to KPMG, the Committee is satisfied that KPMG has remained independent.

Audit and non-audit fees

The Group audit fee payable to KPMG in respect of 2024 was £7.5m (2023: £7.2m). In addition, £2.7m (2023: £2.8m) was incurred on audit related assurance services. Fees for audit related assurance services are primarily in respect of client money reporting and the half year review. The Committee is satisfied that the audit fee is commensurate with permitting KPMG to provide a quality audit and monitors regularly the level of audit and non-audit fees. Non-audit work can only be undertaken if the fees have been approved in advance in accordance with the Policy for non-audit fees. Unless fees are small (which we have defined as less than £75,000), the approval of the Committee Chair is required.

Non-audit fees amounted to £0.9m (2023: £1.0m), of which £0.9m (2023: £1.0m) related to other assurance services and £nil (2023: £nil) related to other non-audit fee services. Other assurance services in 2024 primarily related to control assurance reports, which are closely associated with audit work. The external auditors were considered the most suitable supplier for these services taking into account the alignment of these services to the work undertaken by external audit and the firm's skill sets. The Committee also monitors audit and non-audit services provided to non-consolidated funds and were satisfied fees for those services did not impact auditor independence.

Further details of the fees paid to the external auditors for audit and non-audit work carried out during the year are set out in Note 7 of the Group financial statements.

The ratio of non-audit fees to audit and audit related assurance fees is 9% (2023: 10%). The total of audit related assurance fees (£2.7m) and non-audit fees (£0.9m) is £3.6m, and the ratio of these audit related assurance fees and non-audit fees to audit fees is 48% (2023: 53%). As noted above the audit related assurance fees are primarily fees in relation to required regulatory reporting, where it is normal practice for the work to be performed by the external auditor.

The Committee is satisfied that the non-audit fees do not impair KPMG's independence.

Audit quality and materiality

The Committee places great importance on the quality of the external audit and carries out a formal annual review of its effectiveness.

The Committee looks to the audit team's objectivity, professional scepticism, continuing professional education and its relationship with management, all in the context of regulatory requirements and professional standards. Specifically:

- The Committee discussed the scope of the audit prior to its commencement.
- The Committee reviewed the annual findings of the Audit Quality Review team of the FRC in respect of KPMG's audits. The Committee was satisfied insofar as the issues might be applicable to abrdn's audit, that KPMG had proper and adequate procedures in place for our audit.
- The Committee approved a formal engagement with the auditor and agreed its audit fee.
- The Committee Chair had regular meetings with the lead audit partner to discuss Group developments.
- The Committee receives updates on KPMG's work and its findings and compliance with auditor independence requirements.
- The Committee reviewed and discussed the audit findings including audit differences prior to the approval of the financial statements. See the discussion on materiality in the following paragraphs for more detail.
- The Committee also continued to monitor and discuss relevant external matters in relation to KPMG as a firm.

The Committee discussed the accuracy of financial reporting with KPMG both as regards accounting errors that would be brought to the Committee's attention and as regards amounts that would need to be adjusted so that the financial statements give a true and fair view. Differences can arise for many reasons ranging from deliberate errors (fraud etc.) to good estimates that were made at a point in time that, with the benefit of more time, could have been more accurately measured. KPMG have set overall audit materiality at £13.2m (2023: £13.7m) based on revenue (as set out in the KPMG independent auditors' report). This is within the range in which audit opinions are conventionally thought to be reliable. To manage the risk that aggregate uncorrected differences become material, the Committee supported that audit testing would be performed to a lower materiality threshold for individual reporting units. Furthermore, KPMG agreed to draw the Committee's attention to all identified uncorrected misstatements greater than £0.7m (2023: £0.7m). The aggregated net difference between the reported pre-tax profit and the auditor's judgement of pre-tax profit was less than audit materiality. The gross differences were attributable to various individual components of the consolidated income statement and balance sheet. No audit difference was material to any line item in either the income statement or the balance sheet. Accordingly, the Committee did not require any adjustment to be made to the financial statements as a result of the audit differences reported by the external auditors.

KPMG has confirmed to the Committee that the audit complies with their independent review procedures.

2. Risk and Capital Committee report

I am pleased to present my report as Chair of the Risk and Capital Committee (the Committee).

The Risk and Capital Committee supports the Board in providing effective oversight and challenge of risk management and the use of capital across the Group so as to ensure that we meet the expectations of our shareholders, regulators, and clients.

During 2024 the Committee maintained its client-first focus in the management of risk and capital matters. Particular emphasis was placed on client and conduct risk, and operational and financial resilience. Throughout 2024, the Committee considered the financial and strategic implications of the challenging market and economic environment and the increased focus on sustainability and geopolitical risks. The Committee continued to review and challenge key activities undertaken by the business and advise the Board on these, including:

- Enhancement of the Enterprise Risk Management Framework (ERMF).
- Delivery of the Group's ICARA and capital and liquidity objectives.
- Conduct risks across our three businesses, the embedding of Consumer Duty and the continuing support of vulnerable customers.
- Key project delivery updates from the transformation activity.
- The strengthening of anti-financial crime and anti-money laundering processes and controls across the Group.
- Developments in the framework for managing investment risk.
- Maturing our approach to managing cyber resilience in line with the US National Institute of Standards and Technology (NIST) framework.
- Ongoing simplification and diversification of the business model.
- The Group's exposure to emerging risks, including client, sustainability and geopolitical risks and events.

Furthermore, the Committee has closely monitored regulatory developments from across the world as regulators have progressed their priorities, including operational resilience, ESG and innovation in technologies such as (AI).

Further details on these and other activities carried out by the Committee during the year can be found in the report that follows

John Devine
Chair, Risk and Capital Committee

Membership
All members of the Risk and Capital Committee are independent non-executive Directors. For their names, the number of meetings and Committee member attendance during 2024, please see the table on page 104.

The Committee meetings are attended by the Chief Risk Officer. Others invited to attend on a regular basis include the Chief Executive Officer, the Chief Financial Officer, Group General Counsel, and the Chief Internal Auditor, as well as the External Auditors.

Regular private meetings of the Committee's members were held during the year, providing an opportunity to raise any issues or concerns with the Chair of the Committee. The Committee's members have also held regular private meetings with the Chief Risk Officer and with management and subject matter experts outside of the Committee meetings, to support them in gaining an in-depth understanding of specific topics.

Key responsibilities
The Company's purpose results in opportunities and exposure to a range of risks and uncertainties. Understanding and actively managing the sources and scale of these opportunities and risks are key to fulfilling this purpose.

The role of the Committee is to provide oversight and advice to the Board, and where appropriate, the Board of each relevant Group company on the following:

- The Group's current risk strategy, material risk exposures and their impact on the levels and allocations of capital.
- The structure and implementation of the Group's ERMF and its ability to react to forward-looking issues and the changing nature of risks.
- Changes to the risk appetite framework and quantitative risk limits.
- Risk aspects of major investments, major product developments and corporate transactions.
- Regulatory compliance across the Group.
- Specific deep dives, including asset classes and the treatment of vulnerable customers.

Further detail on the work performed in each of these areas is set out in the report below.

In addition, the Committee acts as the Board Risk Committee for the Group's two main UK investment companies, abrdn Investment Management Limited (aIML) and abrdn Investments Limited (aIL). Accordingly, the CEO of these entities is also invited to attend the Committee meetings.

In carrying out its duties, the Committee is authorised by the Board to obtain any information it requires from any Director or employee of the Group. It is also authorised to seek, at the expense of the Group, appropriate external professional advice whenever it considers this necessary. The Committee did not need to take any independent advice during the year.

The Committee's work in 2024

Overview

The Committee operates a dynamic agenda and uses each meeting to consider a range of recurring items as well as other items that are more ad hoc and/or more forward-looking in nature. An indicative breakdown as to how the Committee spent its time is shown below:

Diagram removed for the purposes of this announcement. However it can be viewed in full in the pdf document

The key recurring items which were considered by the Committee are:

- The 'Views on Risk' report - this provides an independent holistic assessment from the Chief Risk Officer of the key risks and uncertainties faced by the Group's businesses and the ongoing monitoring against risk appetites.
- Conduct risks in each of abrdn's three main businesses, with a focus on the embedding of the Consumer Duty requirements.
- Ongoing activity to enhance and develop abrdn's ERMF, including the process for risk identification and conformance with the ERMF and Policy Framework.
- Performance of the Group's ICARA processes in accordance with IFPR, including the firm's stress and scenario testing programme. The ICARA supports the Committee in understanding changes to the risk profile of the Group and the capital position over time.

Through these recurring activities the Committee was able to challenge management's assessment of risks and oversee the key actions being taken to manage these risks.

In addition to reviewing these recurring items, the Committee provided oversight of a broad range of topics in 2024. This included consideration of:

	What was discussed
Jan-Mar	- Advice provided to the Remuneration Committee regarding the delivery of performance relative to risk appetites. - Risk and Control Self Assessment (RCSA) reform and delivery. - Property fund management review, with focus on liquidity. - Findings from the abrdn Investment Management business Internal Controls Report. - Stress testing results from the ICARA process. - Oversight of risk appetite metrics. - Review of abrdn's principal risks and risk disclosures for the Annual report and accounts.
Apr-Jun	- Conduct risks for the ii business. - Cyber risks and operational resilience. - ESMA Liquidity Stress Testing framework. - Bank counterparty credit approach. - ICARA 2024 approach.
Jul-Sep	- Conduct risks for the Adviser business. - Response to the CrowdStrike incident. - MLRO Annual report. - Seed Company Investment Process.
Oct-Sep	- ICARA process and FCA supervisory review. - The remit of the Risk & Compliance function. - Investments business management of Risks & Issues, including Conduct. - ERMF Taxonomy. - Conflicts of Interest. - 2025 Monitoring & Oversight assurance plan.

After each meeting, the Committee Chair reports to the Board, summarising the key points from the Committee's discussions and any specific recommendations.

Risk exposures and risk strategy

abrdn's risk appetite framework enables the communication, understanding and control of the types and levels of risk that the Board is willing to accept in its pursuit of the strategy of the Group. This includes the business plan objectives and the capital and liquidity it requires.

The Committee has received regular reporting through the 'Views on Risk' report on each of the Group's nine principal risks. The reporting has included risk dashboards, commentary and management information.

The Committee continued to monitor the risk appetite measures and limits against the approved Board risk appetites, revised in

Q2, 2024. The Committee considered changes to the risk profile in view of the external environment and ongoing transformation of the business.

Through reviewing the Views on Risk reporting, the Committee supports the Board by monitoring risk exposures and the resilience of the capital position under current and stressed conditions. Key items that the Committee discussed during the year in this context included:

- The risks associated with the delivery of the business plan.
- Components of the Group's risk appetite framework.
- The process of completion of the abrdn ICARA and its results.
- Improvements to anti-financial crime processes.
- Deepening the focus on conduct risks and embedding Consumer Duty.
- The management of cyber risk and operational resilience across the Group.

Results from regular stress testing and scenario analysis has supported the Committee in understanding, monitoring, and in managing the capital and liquidity risk profile of the business under stressed conditions. These results provided the Committee with a forward-looking assessment of the Group's financial resilience in response to potentially significant adverse events affecting key risk exposures. The material presented to the Committee included combined stress scenarios which looked at simultaneous stresses impacting on economic conditions, flows and idiosyncratic factors specific to the Group.

From reviewing the stress testing and scenario analysis results, the Committee concluded that the Group was financially resilient and there was no requirement for the business to reduce its risk exposures.

The Committee reviewed the results of reverse stress testing to explore extreme but plausible events which have the potential to cause the business to become unviable. This allowed the Committee to assess both the risk of business failure and the ability of the Group to prevent and mitigate this risk.

From reviewing the reverse stress testing results, the Committee concluded that the risk of the Group having to wind down due to these scenarios was remote. This assessment was supported by the regular risk reporting presented to the Committee, in particular the reporting on cyber and third-party risks which are notable potential causes of business failure, as well as regular updates on the Group's financial and operational resilience.

Enterprise Risk Management Framework (ERMF)

During the year, the business continued to evolve the ERMF which is used to identify, assess, control, and monitor the Group's risks. In particular, the Committee reviewed and supported key enhancements to the ERMF in respect of the risk appetite framework, the RCSA process and the risk taxonomy.

The Committee has obtained assurance regarding the operation of the ERMF through its review of regular content within the Views on Risk reporting presented by the Chief Risk Officers. In particular, the risk appetite dashboard and supporting indicators help the Committee to understand the Group's risk profile relative to its defined risk appetite. Additionally, an annual review of the effectiveness of the ERMF was undertaken which was discussed and supported by the Committee.

Exceptions-based reporting is also provided to the Committee, setting out any matters of significance in respect of the results of Policy compliance reporting and also the actions being taken in response to material risk events. These two items further support the Committee in performing its oversight of the ERMF.

Regulatory developments and compliance

The Committee reviews and assesses regulatory compliance plans which detail the planned schedule of monitoring activities to be performed by the Risk and Compliance function to ensure there is appropriate coverage. Regular updates on key findings from regulatory compliance activity and progress against the plans were reported to the Committee through the Views on Risk report.

As a Committee we have closely monitored global regulatory developments to understand and anticipate potential implications for both the Group and the wider financial services sector. In particular the Committee paid close attention to geopolitical risks and resulting operational implications. The Committee has also closely followed regulatory developments and implementation activity in relation to the new Consumer Duty requirements, operational resilience, and new sustainability regulations.

Governance arrangements

The Committee has continued to refer to the work of those non-executive risk committees operating in subsidiary companies to provide oversight and challenge of risks within those subsidiaries. This has included the risk committees in place for abrdn Life and Pensions Limited, Standard Life Savings Limited and Elevate Portfolio Services Limited.

The Committee receives updates from, and reviews the minutes of, these committees in order to maintain awareness and oversight of risks across the Group. In addition to the Committee's review of reporting from the subsidiary risk committees, arrangements also exist for the Committee's Chair to attend these subsidiary risk committees on request.

In its capacity since January 2022 as the board risk committee for aIL and aIML; the Group's two main UK investment firms, the Committee has routinely considered the implications of Group risk management activities for these two companies and identified any significant risk concerns to be brought to the attention of the respective Boards, The Chair of the two investment company Boards has a standing invitation to attend the Risk and Capital Committee.

During the year, the Committee provided advice to the Remuneration Committee regarding the delivery of performance in the context of incentive packages. In particular, the Committee considered whether performance had been delivered in a manner that was consistent with the Group's strategy, risk appetite and tolerances and its capital position. The provision of this advice helped to ensure that the Group's overall remuneration practices are aligned to the business strategy, objectives, culture, and long-term interests of the Group and also that individual remuneration is consistent with, and promotes, effective risk management.

Committee effectiveness

The Committee reviews its remit and effectiveness each year. The 2024 review was conducted internally, on behalf of the Board, by the Company Secretary. The review concluded that the Committee continued to operate effectively during 2024, with no material issues or concerns raised. More information about the process involved, and its outcomes, can be found on page 101.

3. Nomination and Governance Committee report

I am pleased to present my report as Chair of the Nomination and Governance Committee (the Committee).

The Committee's main priorities during the year have been in managing succession in the leadership of the firm and in ensuring that our policy frameworks supporting talent development incentivises and rewards the behaviours that we want to be hallmark of abrdn as an employer, a business partner and as a counterparty. We also took responsibility, on behalf of the Board, to ensure that our stewardship responsibilities and accountabilities were fully factored into our decision making and were transparently disclosed.

Most significantly during 2024, we completed an orderly succession in the leadership of the firm. Stephen Bird handed over the reins to Jason Windsor in May last year, with Jason being appointed as CEO in September of that year, following a thorough, externally supported, process. I am pleased to report that Jason has made a strong start as CEO, impressing both clients and colleagues with his commitment to prioritising service delivery focused on enabling our clients to meet their investment objectives. Once again, I would like to place on record our thanks to Stephen for his leadership as CEO through what was a very turbulent period.

In addition, the Committee focused on wider Board succession, with Catherine Bradley stepping down in April to concentrate her service to the Group as Chair of interactive investor. Katie Bickerstaffe and Vivek Ahuja were appointed to the Board in October; details of their background and experience can be found on pages 88 and 89 and the Board approved further terms of appointment for Cathi Raffaeli, Hannah Grove and myself as we reached the end of our current terms.

As Jason began the work of shaping his executive team, the Committee supported succession planning for the executive, particularly in relation to the establishment of the Group Operating Committee, the expanded Executive Leadership Team, the transition from Rene Buehlmann to Xavier Meyer as Investment business CEO, and the expanded role of Richard Wilson as Group Chief Operating Officer in addition to his position as CEO of interactive investor.

We continued to oversee initiatives supporting enhancement of performance management, talent, leadership, diversity, equity and inclusion frameworks. Monitoring progress on embedding the Company's values within our expectations of employee and employer behaviours to reinforce our cultural commitments, is an important standing agenda item. This followed the expansion of the remit of the Committee in 2022 to include oversight of culture, recognising the contribution this would make as an important enabler within the Company's transformation programmes.

Governance Framework

We continued to review our governance framework against the Code principles and provisions and welcomed the revisions made to the Code in early 2024. There were no material changes proposed to our governance framework during 2024.

Board evaluation

Our 2024 Board review was conducted internally and I am pleased to report that it concluded the Board was operating effectively while helpfully highlighting areas where further progress could be made. More information about what the process involved, and its outcomes, can be found on page 101.

Culture, Diversity, Equity and Inclusion

The Board has consistently supported the recruitment, development and advancement of the best person for the job, ensuring there is no systematic bias in our processes. The Committee received regular updates during the year on the work being done to implement the Group's culture, diversity, equity and inclusion (DEI) programmes and improve our talent development and performance measurement frameworks. In 2024, we introduced a Colleague Council to bring together a group of 30 colleagues representing all aspects of the global abrdn population to help shape the best outcomes across all matters that connect us as an organisation.

The Committee monitored the development of a new Career Framework, alongside our DEI discovery and reset initiatives, which have continued to embed our cultural commitments. The Board supported ongoing engagements with colleagues through various informal initiatives such as coffee sessions, as well as through the established BEE program. These efforts have been instrumental in fostering a more inclusive, diverse, and engaged workplace environment.

During 2024, the Group successfully implemented an ambitious transformation programme. The Committee received presentations to ensure that the impact of staff reductions was not disproportionately borne by any particular group of employees in terms of their diverse characteristics.

There is more detail about this below and on page 125 onwards of the strategic report.

Talent and Leadership

The Committee received regular reports from teams involved with Talent and Organisation Effectiveness, reviewing and inputting guidance on their plans to deliver effective leadership, talent and performance management across the Group. During the year we have spent particular time on the Career Framework. Delivering for our clients by supporting our talented colleagues to perform, grow, and progress is key; with the Career Framework supporting that by providing clarity for colleagues and allowing them to understand how their development, their career, and their performance will be supported and measured. Alongside our early-, mid-, and senior- talent development programmes and succession planning, this has allowed us to better recognise and develop our key talent.

Board composition

The Committee, on behalf of the Board, assesses the balance of executive and non-executive Directors, and the composition of the Board in terms of the skills, experience, cognitive diversity and sufficiency of time availability needed for the Company to be successful. These factors are important to the Board when reviewing overall composition and during the year were reviewed by the Committee, are covered in my 1:1 discussions with Directors, all of which feed into the Board effectiveness review.

In addition to the Board changes noted above, Pam Kaur has advised that as a consequence of her appointment as Chief Financial Officer and an Executive Director of HSBC Holdings plc with effect from 1 January 2025, she will not seek re-election at the Company's Annual General Meeting on 8 May 2025 and will stand down from the Board from that date. We shall miss her wise guidance and wish her well in her new role.

There were no other Board or Committee composition changes during the year.

Sir Douglas Flint

Chair and Chair of the Nomination and Governance Committee

Membership

The members of the Committee are the Chair, the Chairs of Board Committees and the NED responsible for Employee Engagement. For their names, the number of meetings and committee member attendance during 2024, please see the table on page 104.

Jason Windsor, in his CEO role, is invited to Committee meetings to discuss relevant topics, such as the roles within and membership of the GOC, ELT, talent development and management succession.

Key responsibilities

The Committee's primary role is to support the composition and effectiveness of the Board, and to oversee the Group's activities to strengthen its talent pipeline. It also oversees ongoing development and implementation of the Group's governance framework and its work to embed appropriate diversity and inclusion policies.

The Committee's key responsibilities are:

- Identifying and recommending Directors to be appointed to the Board and the Board Committees and ensuring relevant training is provided on appointment and throughout their tenure.
- Reviewing and assisting in the development and implementation of initiatives to embed the Board's desired outcomes for diversity, equity and inclusion within the Group and to define, monitor and performance manage the behaviours expected of all employees that will be seen to represent the Group's culture.
- Reviewing Board diversity, skills and experience.
- Supporting the process and output of the Board's effectiveness review.
- Overseeing succession planning, and leadership and talent management development throughout the Group.
- Considering how the Group should comply with current and upcoming corporate governance requirements, guidance and best practice and relevant directors' duties.

The Committee reports regularly to the Board so that all Directors can be involved in discussing these topics as appropriate.

The Committee's work in 2024

An indicative breakdown as to how the Committee spent its time is shown below:

	What was discussed
Jan-Mar	- Reviewed compliance with the UK Corporate Governance Code for the 2023 ARA. - Reviewed the results of the Committee Effectiveness Review.

	- Reviewed progress on Talent and Leadership development activities. - Reviewed the Diversity, Equity and Inclusion Strategy and Board Diversity Statement. - Reviewed the recommendations to shareholders to re/elect Directors at the AGM. - Received an update on the 2023 year-end annual performance process. - Reviewed Board skills and succession planning.
Apr-Sep	- Recommended the appointment of Jason Windsor as CEO and Katie Bickerstaffe and Vivek Ahuja as independent non-executive Directors. - Received an update on the progress of the Diversity, Equity and Inclusion Strategy and action plan. - Reviewed executive succession planning. - Received updates on the Group's People and Talent strategies. - Reviewed the Group's annual Stewardship Code Report.
Oct-Dec	- Received an update on Diversity, Equity and Inclusion progress and input into the 2025 Plan. - Received an update on colleague engagement survey results. - Received the regular update on the activities of the abrdn Financial Fairness Trust. - Recommended to the Board changes to the Committee's Terms of Reference. - Reviewed senior talent moves.

An indicative breakdown as to how the Committee spent its time is shown below:

Diagram removed for the purposes of this announcement. However it can be viewed in full in the pdf document

Board and committee appointments and composition

The Committee keeps under constant review the skills, experience and capabilities needed for particular Board roles. This recognises the need to secure a pipeline of potential successors to be able to chair the Board Committees, and also the need to plan ahead to take account of the length of time served on the Board by the current independent non-executive Directors. In addition, it also recognises the skills which the Board will need as it moves forward to oversee the implementation of the Group's approved strategy and takes account of the Group's commitments to achieve and maintain its published Board diversity targets.

Where Board augmentation is needed, an external search consultant is then requested to prepare a list of suitable candidates. From that, the Committee agrees a shortlist. Following interviews with potential candidates, the Committee makes recommendations to the Board on any proposed appointment, subject always to the satisfactory completion of all background checks and regulatory notifications or approvals. Part of this includes considering existing or planned external commitments of candidates to assess their ability to meet the necessary time commitment and whether there are any conflicts of interest to address.

The Committee also oversees the process that recommends continuation of appointments; members of the Committee do not, however, take part in discussions when their own performance - or continued appointment - is being considered.

Following Catherine Bradley's decision not to seek re-election at the Company's AGM in April, the Committee requested that John Devine take on the role of Audit Committee Chair on an interim basis. During the year the Committee then considered the appointments of Vivek Ahuja, as Audit Chair Designate (subject to regulatory approval), and of Katie Bickerstaffe as a member of the Remuneration Committee, and recommended these appointments to the Board. Katie and Vivek were appointed on 1 October, and Vivek took on the role of Audit Committee Chair on 1 January 2025.

Succession planning and talent management activities

The Committee regularly reviews succession planning activities, including identifying key person and retention risk, and talent development programmes across the Group.

During 2024, in particular, the Committee discussed the future leadership and talent needs of the Group and how the current programmes could be revised to take account of the skills and expertise required by the Board, the GOC and the ELT. These programmes are designed to recognise the changing shape of the Group, and also to identify both the talent available within the Group and the need/benefits of external recruitment. Diversity was considered as a core part of these discussions, and progress was reviewed against our diversity goal to achieve minimum 40% women on ELT succession plans.

The Talent and Change agenda is led by the CPO, in conjunction with the CEO.

The Committee spent time during 2024 building on the foundations built in 2023 and looking at the strategic priorities of the talent team to:

- Bring the best possible people into the organisation and continue to develop our colleagues.
- Enable people to be the best they can and encouraging movement of talent across our organisation.
- Create the best possible environment for our people to thrive.

The Committee discussed the team's progress to deliver initiatives to support early careers, talent acquisition, future talent, core capabilities and behaviours and effective performance management. The Committee discussed the inclusive design of the initiatives such as early careers, talent acquisition and future talent and considered the diversity of talent this achieved.

The Committee reviewed the effectiveness of its NED mentoring programme which allows each NED to get to know members of the next generation of talent through individual meetings which take place over the course of the year and evolve based on the needs of each individual being mentored. Having received positive feedback from both mentors and mentees, the mentoring relationships were refreshed in 2024 to continue the Board's exposure to our top talent and the programme will continue in 2025.

During the year, the Committee reviewed the succession and contingency planning for our top performing fund managers and the enterprise-wide roles identified which are considered as critical to delivering business results and revenue growth. The identification of successors for these roles creates opportunities for talent development as well as ensuring better business continuity.

The Committee regards all of these initiatives as helpful in supporting its oversight of the development of the Company's key talent. Continuing to focus on those commercial roles and those that manage key client and revenue generating relationships will remain an important focus of the Committee.

Board evaluation

The Committee has a key role in supporting the Board evaluation process. Details of the 2024 review are on page 101.

Culture, Diversity, Equity and inclusion

The Committee and the Board spent time with both the CEO and the Chief People Officer understanding the evolving hardwiring of our cultural commitments (Client first, Empowered, Ambitious, Transparent). During 2024 this moved beyond a phased programme of work and into 'Evolve and sustain' where continued measurement, evolution, and delivery of our cultural commitments is sustained through BAU activity.

Over the course of 2024, the Committee oversaw and received updates on key colleague engagement activity, and shifting sentiment against a shifting internal and external landscape. Measuring progress against cultural ambitions through colleague sentiment via our employee engagement online platform (pulse), trends on key themes such as pride and advocacy, and insight into plans to drive further colleague engagement.

The Board's diversity statement is on page 99. The Committee has a key role in supporting publication of this statement through its oversight of DEI activities, these are presented to the Committee at least twice a year to report on progress to deliver against Committee-approved framework, action plans and initiatives. The Committee reviewed progress against the Group's DEI ambition and plan, being:

- We're committed to building a business that attracts brilliant talent and where all our people can thrive; where they belong, and can learn, develop and do their best work. Priorities:
  - **Gender**: Supporting and growing our Balance network; Mentoring and sponsorship; Continued actions to close the UK gender pay gap; Establishing communities of support.
  - **Ethnicity**: Supporting and growing our Unity Network; Publishing the UK Ethnicity pay gap; Working with our new partner for ethnicity.
  - **Business/regional**: Locally defined and owned based on data, demographics, and cultural or regional nuances.

The Committee further reviewed relevant trends, data points, and regulation including:

- Internal colleague sentiment in relation to themes such as voicing contrary opinion, and the perceptions of diversity & inclusion by colleagues.
- External landscape such as client and RFP volume and interest, and external partnerships, industry bodies, and abrdn pledges.

Committee effectiveness

The effectiveness review was conducted internally in 2024, with the most recent externally-facilitated review undertaken in 2022.

Details of the 2024 review are on page 101 and reflect the themes raised across the Board and its Committees.

4. Directors' remuneration report

Remuneration Committee Chair's statement

This report sets out what the Directors of abrdn were paid in 2024 together with an explanation of how the Remuneration Committee reached its recommendations.

Where tables and charts in this report have been audited by KPMG LLP, we have marked them as 'audited' for clarity.

The report is structured in the following sections and corresponding page numbers:

Approval

The Directors' remuneration report was approved by the Board and signed on its behalf by:

Jonathan Asquith

Chair of the Remuneration Committee

3 March 2025

Dear shareholder

On behalf of the Board I am pleased to present the Directors' remuneration report for the year ended 31 December 2024.

Introduction

At the 2024 AGM our directors' remuneration report for 2023 received an 86% vote in favour. I would like to thank all shareholders for your continued support and constructive dialogue on remuneration matters. I would also like to welcome Katie Bickerstaffe who joined the Remuneration Committee in October.

The Directors' Remuneration Policy (the Policy) is now in its final year of operation prior to being submitted to shareholders at the 2026 AGM. Therefore, during 2025, the Remuneration Committee will review the Policy to ensure that it remains fit for purpose for our strategy and that it reflects the evolving executive remuneration landscape. Shareholder input will, as always, be sought as part of the process.

2024 was a year of transition for abrdn in which good progress resulted in improved financial outcomes. As set out in the strategic report, all three of our businesses reported increased profits in 2024, AUMA increased from last year and progress on the transformation programme has exceeded our initial expectations. Overall, noteworthy traction in financial and non-financial outcomes was noted in H2 2024.

ii reported another year of strong growth in customer numbers, AUMA and net flows and our Adviser business reported increased profits. Our Investments business delivered significantly reduced net outflows and improved investment performance. As a result, financial performance measures for the annual bonus came out towards the upper end of the range. Strategic actions taken by management in year also resulted in outcomes at the upper end of the range against non-financial performance for annual bonus.

New Chief Executive Officer's remuneration

The remuneration arrangements for Jason Windsor's appointment as Chief Executive Officer and Stephen Bird's exit were agreed by the Remuneration Committee in conformity with the Policy agreed at the 2023 AGM. Jason's remuneration package as Chief Executive Officer comprises:

- A base salary of £800,000 per annum.
- A pension allowance of 18% of salary aligned to the maximum contribution available to abrdn's UK-based employees and other benefits in line with our Policy.
- An Annual Bonus up to a maximum of 250% of salary subject to performance (with 50% of any bonus earned being deferred for three years into abrdn shares, which will vest in three equal annual tranches).
- An annual Long Term Incentive award of 350% of salary (final vesting percentage is based on stretching financial and shareholder return targets over the three-year performance period and the award is subject to a further two-year holding period after vesting).

The structure and quantum of the Chief Executive Officer's remuneration package is consistent with our Policy and falls below the maximum levels permitted under the Policy. Jason's package was calibrated in the context of an assessment of what it would take to attract the required skills and expertise from the market (utilising benchmarking data for similar roles across FTSE Financial Services peer group companies), the expectations of other candidates considered for the role and the previous Chief Executive Officer's remuneration package.

The Remuneration Committee is confident that the remuneration package has been set at a level that takes into account the skills and experience that Jason brings to his new role.

<u>Implementation in 2024</u>

Jason's annual bonus opportunity was based on a pro-rata combination of his CEO and CFO maximum opportunities and salaries, based on the portion of 2024 served in each role. Further details are set out on page 126.

Similarly, his 2024 LTIP award was based on a pro-rata combination of his CEO and CFO maximum opportunities and salaries. As set out in the announcement on 27 September 2024, this was delivered through a supplementary LTIP award, as the original 2024 LTIP award was granted prior to Jason becoming CEO. Further details are set out on page 133.

New Chief Financial Officer's remuneration

As announced on 28 February 2025, Siobhan Boylan has been appointed as Chief Financial Officer, subject to regulatory approval. She is expected to join the Company during the summer and her remuneration arrangements are fully in line with our

Policy. Siobhan's ongoing annual remuneration package consists of a salary of £495,000, pension allowance of 18% of salary and other benefits in line with our Policy, maximum bonus opportunity of 150% of salary and a typical LTIP grant of 200% of salary. Siobhan is also eligible to be granted buyout awards for any awards that she will forfeit in resigning from her current role. Full details on any buyout awards that are granted and how her remuneration was implemented in 2025 will be disclosed in the Annual report and accounts 2025.

How our Policy was applied in 2024

Strategic progress was made in 2024 in reducing our cost base, sustaining strong organic customer growth in ii, improving customer satisfaction whilst maintaining profits in Adviser and improving our investment performance and Investments net flows position. While we remained focused on increasing group profitability and there is continued work to be done to return Adviser and Investments to growth, 2024 was a year of improvement.

The annual bonus, as set out in our current Policy, is intended to reward the successful delivery of the Company's business plan for the year. The LTIP is intended to align with our shareholders and promote sustainability of our performance by rewarding the delivery of long-term growth in shareholder value. With the strong in-year momentum balanced by low shareholder returns, as measured by the metrics in the 2022 LTIP, the Remuneration Committee is comfortable that the Policy operated as intended with the annual bonus and LTIP outcomes.

Annual bonus (detail on pages 128 to 130)

Financial performance (65%)

Financial targets were set with reference to the Board-approved plan including measures on investment performance, net flows and adjusted operating profit. Adjusted operating profit increased overall. Despite market challenges, investment performance improved in 2024. While net flows for Adviser disappointed in 2024, net flows have materially improved in Investments and have significantly increased for ii.

Investment performance: investment performance on a 1-year basis exceeded 70% and on a 3-year basis improved year on year. Strong investment performance has continued within alternatives, fixed income, liquidity and quantitative strategies. Equities performance remained challenged, including the impact of our AUM bias towards Asia and emerging markets. The overall outcome was between threshold and stretch targets.

Net flows: in ii, net flows have remained strong, significantly increasing to £5.7bn in 2024 from £2.9bn in 2023. Despite positive traction on gross inflows, higher redemptions in 2024 were reflected in net outflows of £3.9bn for Adviser. While still in net outflows, our Investments business has seen an encouraging improvement in net flows year on year. Excluding liquidity, net flows from Institutional, Retail and Wealth clients were £9.5bn better year on year, benefiting from both higher gross inflows and lower redemptions. Performance on net flows exceeded the stretch target for ii, fell below the threshold target for Adviser and fell between threshold and stretch targets for Investments.

Adjusted operating profit: this came in 2% higher than the prior year, at £255m. Adjusted operating profit increased in all three of our Wealth and Investments businesses. The overall outcome was between threshold and stretch targets.

The outcomes for the financial element of the 2024 annual bonus are summarised below.

Financial performance measure	Weighting (% of total scorecard)	**2024 outcome**
Investment performance	15%	**10.50%**
Net flows	15%	**7.33%**
Adjusted operating profit	35%	**32.07%**

This resulted in an overall outcome of 49.90% out of a maximum of 65% on financial measures.

Non-financial performance (35%)

In 2024, we assessed non-financial performance against three groups of measures: Strategic (one measure related to a critical group-wide strategic initiative), ESG (comprising Environment and Social categories) and Customer. See page 129 for further details.

Strategic: the transformation programme, established to deliver increased efficiency across the Group, was the key strategic focus in 2024. In 2024, the initial cost targets that were set out have been surpassed, with £70m of in-year cost savings delivered and over £100m of savings on an annualised basis have been achieved, all within risk appetite. This increased progress towards right-sizing our cost base, reinforces our focus in 2025 on further streamlining the company and positioning it for future growth. On this basis, we determined the final outcome of 10% out of 10%.

Environment: as investors, we concluded our two-year engagement programme with our top 20 largest financed emitters, with voting action to follow where required. Tracking at a 45% carbon intensity reduction in in-scope public market portfolios compared to our 2019 baseline (34% reduction in in-scope real estate portfolio), we are also making good progress towards our target of a 50% reduction by 2030. For our own operational net zero, we improved year-on-year in our progress to meet our long-term net zero carbon emission target. Noting these, the Remuneration Committee also took into account slower progress in certain other areas considered as part of the scorecard, Overall, the outcome was determined at 3.5% out of 5%.

Social/people: with organisational transformation ongoing, engagement levels continued on their positive trajectory from 50% in 2022, to 54% in 2023 and to 57% in 2024. Colleagues have demonstrated their desire to contribute to shaping the future of the company with participation in the engagement survey at its highest ever. Under new leadership in the second half of 2024, swift changes brought with them momentum in employee sentiment. Increased employee scores in motivation and confidence were observed, with colleagues reporting strong client focus, challenging and interesting work, collaborative team relationships and growing belief in leadership. Progress on global senior leadership gender representation and UK ethnicity diversity targets remained strong. Taking into account a wide range of performance indicators, the Remuneration Committee determined the final outcome of 8% out of 10%.

Customer: in ii, the Remuneration Committee noted the sustained strong organic growth in customer numbers and continued customer satisfaction across website customers. In our Adviser business, customer satisfaction scores and service net promoter scores both significantly increased through 2024. This was balanced by net outflows and a reduction in total customer numbers year on year. In our Investments business, strong relationships persisted with key clients despite a challenging environment. There was also a reduction in redemptions observed year on year, along with an improved new business win rate, resulting in improved net flows. Taking into account the range of quantitative and qualitative performance indicators across the three businesses, the Remuneration Committee determined the final outcome of 6.08% out of 10%.

Considering all components together, this resulted in an overall assessment of 27.58% out of a maximum of 35% on non-financial measures.

Remuneration Committee assessment

To assess whether the outcomes generated by the scorecard were fair in the broader performance and risk context, the Remuneration Committee reviewed the individual components which contributed to the delivery of this performance and the alignment of scorecard outcomes with the experience of a range of stakeholders.

The Committee carefully considered, amongst other factors:

- The wider workforce experience, while taking into account that by design, there are differences in how the wider workforce and executive Directors are remunerated:
    - Continued investment in individual salary reviews within the wider workforce, with no salary increases awarded to the executive Directors.
    - Increased bonus pool funding.
    - Continued material funding for restricted stock awards.
- Our shareholder experience:
    - While share price and total shareholder returns (TSR) performance is not where we would like it to be, TSR - in its various forms - comprises 100% of the LTIP for executive Directors and constitutes the majority of their maximum total variable pay outcome. Shareholder experience is, therefore, reflected in long-term remuneration outcomes for executive Directors.
    - Additionally, the executive Directors' own mandated shareholding provides for further alignment to the shareholder experience.
    - Feedback received from the Audit Committee and the Risk and Capital Committee on material accounting, reporting and disclosure matters and the management of risk within the business.

The Remuneration Committee concluded that the outcomes delivered by the scorecard were a fair and balanced assessment of performance and no adjustment to them was needed or made.

Summarising these results, the Remuneration Committee approved the following outcomes based on performance against targets:

Executive Director	**Final outcome (% of max)**	**2024 total bonus (000's)**
Jason Windsor[1]	**77.48%**	**1,249**
Stephen Bird[2]	**77.48%**	**843**

1. The 2024 total bonus for Jason Windsor reflects his time served as CFO and CEO during the year.
2. The 2024 total bonus for Stephen Bird was prorated to reflect his commencement of garden leave effective 1 July 2024.

Long-term incentives (detail on page 130)

Vesting of the 2022 Long-Term Incentive Plan (LTIP) award granted to Stephen Bird is based on performance over the three-year period ending on 31 December 2024. A proportion of Jason Windsor's 2022 Long-Term Incentive Buyout is also subject to the performance conditions of the 2022 LTIP (see pages 126 and 127 of the Annual report and accounts 2023 for more detail). After review, the Remuneration Committee concluded that performance had not met the stretching targets set under both measures. Therefore, the award will not vest.

Policy implementation in 2025

Following a review, no change has been made to salaries for the executive Directors or fees for the non-executives and the Chair for 2025.

In line with previous practice, we will continue to set stretching targets for the annual bonus and the LTIP to ensure that the maximum opportunity will only be earned for exceptional performance.

The scorecard for the 2025 annual bonus is detailed on page 127 and the targets, which are commercially sensitive, will be disclosed at the end of this performance year in the Annual report and accounts 2025. The scorecard continues to focus the majority of the opportunity on the achievement of financial targets as set out in our Policy (65%), with the balance measured against non-financial performance including Strategic, Environment, Social/People and Customer objectives. The Remuneration Committee has agreed a Strategic measure and a range of key indicators in the other areas which will allow a rounded assessment of performance to be made. Details on these metrics, including how the Remuneration Committee assessed performance against them, will be disclosed retrospectively.

The Remuneration Committee has reviewed the operation of the Relative TSR measure for LTIP awards over the past few years and observed the wide dispersion in the performance of individual companies in the competitor set, driven by the idiosyncratic effects of differences in scale, product mix, channel and geographical focus. This dispersion, combined with the changes in the Group's own profile over the period, has led the Remuneration Committee to conclude that we cannot select a bespoke peer group for Relative TSR benchmarking purposes that is not overly subjective and prone to distortion.

The Group is committed, under its Policy, to have at least one relative performance measure for the determination of rewards under the LTIP. Given the investment alternatives available to our shareholders and the need for a more stable basis to judge the Group's relative performance over time, the Remuneration Committee has decided that the benchmark for the Relative TSR component (50%) of the 2025 LTIP will be the total return of the FTSE 350 index. Performance ranges will be set as before, with threshold (25%) being set at median performance and maximum (100%) at the 75th centile. Details of the 2025 LTIP grant can be found on page 127.

To help you navigate the report effectively, I would like to draw your attention to the sections on pages 126 and 127 which summarise both the outcomes for 2024 and how the Policy will be implemented in 2025.

On behalf of the Board, I invite you to read our remuneration report. As always, the Remuneration Committee and I are open to hearing your views on this year's report and our Policy in general.

At a glance - 2024 remuneration outcomes

Outcome of performance measures ending in the financial year

The following charts show performance against the target range for the annual bonus and commentary on the 2022 LTIP. Further detail on the assessment of the performance conditions can be found on pages 128 to 130.

Performance vs Maximum (%) - Financial measures

Diagram removed for the purposes of this announcement. However it can be viewed in full in the pdf document

Performance vs Maximum (%) - Non-financial measures

Diagram removed for the purposes of this announcement. However it can be viewed in full in the pdf document

2024 annual bonus scorecard outcome

The following table sets out the final outcome for the 2024 annual bonus. A detailed breakdown of the assessment of performance conditions can be found on pages 128 to 130.

	Bonus Scorecard Outcome			Total Bonus Outcome
	Financial metrics (minimum 65%)	Non-financial metrics (maximum 35%)	Board approved outcome (% of maximum)	Total award ('000s)
Jason Windsor[1]	49.90%	27.58%	77.48%	1,249
Stephen Bird[2]				843

1. Jason Windsor was appointed to the Board effective 23 October 2023 as Chief Financial Officer. He then served as Interim CEO from 24 May 2024 to 10 September 2024 and was appointed as CEO on 10 September 2024. For the period 1 January to 23 May 2024, the outcome was linked to 150% maximum of his Chief Financial Officer salary of £675,000. For the period 24 May 2024 to 31 December 2024, the outcome was linked to 250% maximum of his Chief Executive Officer salary of £800,000.
2. Stephen Bird commenced garden leave effective 1 July 2024. The total 2024 annual bonus awarded value was prorated to reflect the proportion of the 2024 performance year for which he served at abrdn prior to commencement of garden leave.

2022 LTIP outcome

The performance period for the 2022 LTIP concluded on 31 December 2024. Performance against the Adjusted Diluted Capital

Generation per share (CAGR) and Relative TSR performance measures were assessed to be below the threshold required. Therefore, the award will not vest. Detail of the performance assessment for the 2022 LTIP can be found on page 130.

Total remuneration outcomes in 2024

The chart below shows the remuneration outcomes for the CEO in 2024 based on performance compared to the maximum opportunity.

Diagram removed for the purposes of this announcement. However it can be viewed in full in the pdf document

At a glance - 2025 Policy implementation

This section sets out how we propose to implement our Policy in 2025. The full Policy, which remains unchanged for 2025 from the Policy approved by shareholders at the 2023 AGM, including detail on how it addresses the principles as set out in the 2018 Corporate Governance Code, can be found in the Annual report and accounts 2022 on pages 120 to 130.

Element of remuneration	Key features of operation	2025 implementation
Salary		
Core reward for undertaking the role	Normally reviewed annually, taking into account a range of internal and external factors.	Jason Windsor: £800,000
Pension		
Competitive retirement benefit	Aligned to the current maximum employer contribution available to the UK wider workforce (18% of salary).	Jason Windsor 18% of salary
Benefits		
Competitive benefits	Includes (i) private healthcare; (ii) death in service protection (iii) income protection (iv) reimbursement of membership fees of professional bodies; and (v) eligibility for the all-employee share plan.	No change to benefits provision
Annual bonus		
To reward the successful delivery of the Company's business plan	Annual performance assessed against a range of key financial and non-financial measures. At least 65% will be based on financial measures. At least 50% will be deferred into shares vesting in equal tranches over a three-year period. Awards are subject to malus and clawback terms.	Jason Windsor: 250% of salary See below for 2025 performance conditions
Long-term incentive plan		
To align with our shareholders and reward the delivery of long-term growth	Awards are subject to a three-year performance period, with a subsequent two-year holding period. Dividend equivalents accrue over the performance and holding period. Awards are subject to two equally-weighted performance metrics linked to long-term strategic priorities and the creation of long-term shareholder value. Awards are subject to malus and clawback terms.	Jason Windsor: 350% of salary 2025 performance metrics are set out below
Shareholding requirements	Executive Directors are required to build up a substantial interest in Company shares. The share ownership policy for executive Directors requires shares up to the value of the shareholding requirement to be held for a period of two years following departure from the Board.	Jason Windsor: 350% of salary

Performance conditions for 2025 annual bonus

Financial (65% weighting)	Investment performance (10%), adjusted operating profit (40%) and net flows (15%)
Non-financial (35% weighting)	Performance against Customer (10%) and ESG objectives (comprising Environment and Social measures) (15%) and progress on a key strategic initiative (10%)

Due to commercial sensitivity, actual targets and ranges will be disclosed at the end of the performance period. The Remuneration Committee retains an appropriate level of flexibility to apply discretion to ensure that remuneration outcomes reflect a holistic view of overall performance, including conduct and culture.

Performance conditions for 2025 Long-term incentive plan

	Target range[1]
Net Capital Generation per share (50% weighting)	5% - 15% CAGR
Relative TSR (50% weighting)[2]	Equal to median - equal to upper quartile

1. Straight line vesting occurs between threshold and maximum. 25% vesting for threshold performance.
2. Relative TSR measure against the FTSE 350 Index.

Directors' remuneration in 2024

This section reports remuneration awarded and paid at the end of 2024 in further detail, including payments to past Directors.

Single total figure of remuneration - executive Directors (audited)

The following table sets out the single total figure of remuneration for each of the individuals who served as an executive Director at any time during the financial year ending 31 December 2024:

	Pension		LTIP with

Executive Directors		Salary for year £000s	Taxable benefits in year[1] £000s	Pension allowance paid in year £000s	Bonus paid in cash £000s	Bonus deferred[2] £000s	period ending in the year[3] £000s	Buyout Awards[4] £000s	Total for the year £000s	Total fixed £000s	Total variable £000s
Jason	**2024**	**773**	**1**	**128**	**624.5**	**624.5**	**-**	**1,041**	**3,192**	**902**	**2,290**
Windsor[5]	2023	130	-	23	35	35	3	712	938	153	785
Stephen	**2024**	**347**	**-**	**63**	**421.5**	**421.5**	**-**	**-**	**1,253**	**410**	**843**
Bird[6]	2023	875	1	158	393	393	275	-	2,095	1,034	1,061

1. This includes the taxable value of all benefits paid in respect of the relevant year. Included for 2024 are medical premiums at a cost to the Group of £636 per annum for executive Directors.
2. This represents 50% of the total bonus award and is delivered in shares which will vest in equal tranches over a three-year period.
3. The LTIP with period ending in the year values reported for 2023 are restated to reflect the share price at date of vesting for the proportion of Jason Windsor's 2021 Long-Term Incentive Buyout award subject to abrdn performance conditions and for Stephen Bird's 2021 LTIP award.
4. The value reported for 2024 for Jason Windsor includes two elements. The first is the value (£228k) of the proportion of his 2021 Long-Term Incentive Buyout award subject to Aviva performance conditions (157,431 shares vesting), based on the share price at the vesting date (144.55 pence). The outcome of the proportion of his 2021 Long-Term Incentive Buyout award subject to Aviva performance conditions was not known, nor able to be estimated, at the time of publication of the Annual report and accounts 2023. The second element, as disclosed on page 127 of the Annual report and accounts 2023, is a buyout award in relation to the bonus foregone for the period 1 January to 13 October 2023 as a result of leaving his previous employer. The value of this element (£813k) was determined by the Committee taking into account the reported outcome and results of Jason's previous employer. 50% of this element is deferred into abrdn shares vesting after 3 years, as detailed on page 133.
5. Jason Windsor was appointed to the Board effective 23 October 2023. He received an annual salary supplement (neither pensionable nor taken into account for annual bonus or LTIP outcomes) whilst serving as Interim CEO from 24 May 2024 to 10 September 2024 and was then appointed as CEO on 10 September 2024.
6. Stephen Bird stepped down from the Board effective 24 May 2024 and commenced garden leave effective 1 July 2024. All figures, excluding the 2024 annual bonus outcome, reflect amounts paid/awarded until stepping down from the Board. The 2024 annual bonus outcome reflects the proportion of the 2024 performance year for which he served at abrdn prior to commencement of garden leave. See page 130 for further information on payments made to Stephen Bird as a past director.

Base Salary (audited)

Jason Windsor received an annual salary supplement only for the period he served as Interim CEO from 24 May 2024 to 10 September 2024, which totalled £59,110 for the period. His annual salary was increased from £675,000 to £800,000 on appointment as CEO on 10 September 2024.

Pension (audited)

Under the Policy approved at the 2023 AGM, the executive Directors received a cash allowance in lieu of pension contribution of 18% of base salary.

Annual Bonus Plan

The following section contains details on the targets and the Remuneration Committee's assessment of outcomes for the period 1 January 2024 to 31 December 2024 against each of the elements of the executive Director bonus scorecard.

Financial performance metrics - 65% of total scorecard outcome

	Weighting (% of overall scorecard)	Threshold (25% of maximum)	Stretch (100% of maximum)	Actual	Result (% of overall outcome)[1]
Investment performance[2] - % AUM above benchmark average of 1-year and 3-year for all asset classes	**15%**	**50%**	**70%**	**62%**	**10.50%**
ii net flows (£bn)	**5%**	**2.9**	**5.1**	**5.7**	**5.00%**
Adviser net flows (£bn)	**5%**	**(1.0)**	**2.0**	**(3.9)**	**0.00%**
Investments net flows[3] (£bn)	**5%**	**(7.0)**	**1.0**	**(4.7)**	**2.33%**
Adjusted operating profit (£m)	**35%**	**204**	**261**	**255**	**32.07%**

1. Straight-line vesting between threshold and stretch targets.
2. Investment performance assessed using performance reporting approach in place at the point in time that these targets were set by the Remuneration Committee.
3. Excluding cash/liquidity and Insurance Partners.

Non-financial performance metrics - 35% of total scorecard outcome

Category	Highlights from assessment	Result (% of overall outcome)
Strategic (10%): Surpassed initial	As announced in January 2024, the key strategic initiative that spans across the Group is our transformation programme. The intention of this initiative was to deliver increased efficiency and	**10%**

Surpassed initial targets for key strategic initiative across our Group	transformation programme. The intention of this initiative was to deliver increased efficiency and profitability across the Group. Over 2024, the initial cost targets that were set out have been exceeded, with £70m of in-year cost savings and over £100m of savings on an annualised basis delivered within risk appetite. This has led to a 7% reduction in our adjusted operating expenses and has helped to build a leaner, more efficient company, laying the foundations for growth.	
Environment (5%): Year-on-year improvement on progress towards portfolio decarbonisation and Operational Net Zero targets	The environmental measures we selected focused on the important contribution our Company has to make as a global institutional investor and a responsible Company. The Remuneration Committee considered a number of quantitative and qualitative measures. Our Sustainability and TCFD report, available on our website, contains further detail on our performance in this area. Key factors in the determination were: - In 2022, for our public market investments, we launched a two-year engagement programme with our top 20 largest financed emitters. This enabled meaningful engagement over time and reflects our goal to work with investee companies to support real-world decarbonisation. - In 2024, we were tracking at a 45% carbon intensity reduction in in-scope public market portfolios compared to our 2019 baseline (34% reduction in in-scope real estate portfolio), remaining on track for our target of a 50% reduction versus our 2019 baseline by 2030. This represents a year-on-year increase in progress against our long-term target, as we were tracking at a 41% reduction in 2023 compared to our 2019 baseline (25% reduction in in-scope real estate portfolio). - For our own operational net zero, we remain on track to meet our long-term net zero carbon emission target of operational net zero by 2040, with a 74% reduction versus our 2018 baseline in 2024. This represents a year-on-year increase in progress against our long-term target, as we were tracking at a 69% reduction versus our 2018 baseline in 2023.	**3.5%**
Social/people (10%): Noteworthy improvement in trackers of culture at abrdn, increase in engagement score and continued progress on senior leadership gender representation and ethnicity diversity targets	abrdn is a people business and we believe that in order to succeed it needs to embed diversity, equity and inclusion within a strong and shared cultural framework, enabling us to continue to attract and maintain an engaged and diverse talent base. The Remuneration Committee considered a number of quantitative and qualitative measures, including data points relating to gender and ethnicity representation amongst senior leadership and employee engagement. - Against a backdrop of organisational transformation, our employee engagement continued to steadily improve, with engagement scores at 57% (2023: 54% and 2022: 50%). However, there is still room for further improvement with a sustained positive trajectory. - Swift changes under new leadership in H2 2024 increased momentum in employee sentiment, evidenced through increased scores in motivation and confidence. - Our culture is healthy with colleagues reporting strong client focus, challenging and interesting work, collaborative team relationships and growing belief in leadership. - Amongst senior leadership, females (global) and individuals identifying as minority ethnic (UK) both increased year on year to 40% and 7% (2023: 34% and 4%) respectively.	**8%**

Category	**Highlights from assessment**	**Result (% of overall outcome)**
Customer (10%): Measured across our ii, Adviser and Investments businesses	Our three-business model gives us a diverse customer base, from institutional to adviser to retail. We measure our success in delivering for our customers with reference to business-specific quantitative and qualitative metrics that holistically capture the experience of our different customer and client groups. The Remuneration Committee considered a range of quantitative and qualitative measures from internal and external sources. Key factors in the determination were: - In ii, there was sustained strong organic customer growth over 2024 and a significant year-on-year increase in the number of customer SIPPs. Customer satisfaction remains robust across website customers. - In Adviser, a significant improvement in client satisfaction occurred through 2024 after technology upgrade implementation headwinds. However, net outflows and a reduction in total customer numbers reflected a challenging year. - In our Investments business, strong relationships persisted with key clients despite a challenging environment. There was a reduction in redemptions year on year and improved new business win rate, as evidenced through improved net flows.	**6.08%**

2022 LTIP outcome

The following table details the targets and assessment of outcomes for the 2022 LTIP. The performance period for this award concluded on 31 December 2024. The Remuneration Committee concluded that the award had not met the required threshold performance. Therefore, the award will not vest.

	Threshold (25%)	**Maximum (100%)**	**Actual outcome**	**% vesting**
Adjusted Diluted Capital Generation per share (CAGR) (50%)	5%	15%	(1) %	0%
Relative TSR (50%)[1]	Median	Upper quartile	Below Median	0%

1. The peer group was made up of the following global peers: Affiliated Managers, Alliance Bernstein, Amundi, Ashmore Group, DWS Group, Franklin Resources, Hargreaves Lansdown, Invesco, Janus Henderson Group, Jupiter Fund Management, M&G, Man Group, Ninety One, Quilter, Schroders, SEI Investments, St James's Place.

Payments to past Directors and payments for loss of office (audited)

Payments made to former executive Directors that have not been previously reported elsewhere are reported if they are in excess of £20,000.

Stephen Bird stepped down from the Board effective 24 May 2024 and commenced garden leave effective 1 July 2024 to his termination date of 31 December 2024. Between 24 May 2024 and 31 December 2024, Stephen received salary, pension allowance and taxable benefits totalling £623,834.

The Company has also made a payment in lieu of notice of basic salary, pension allowance and taxable benefits, in monthly instalments (subject to mitigation) over the remainder of Stephen Bird's contract (being a further four months and twenty-three days to 23 May 2025). The final monthly instalment is due to be paid in May 2025. The total of the five payments will be £410,975.

Stephen Bird was entitled to a capped contribution towards legal fees incurred in connection with his exit arrangements. The contribution towards legal fees did not exceed £20,000.

The table below summarises the total payments to Stephen Bird as a past director for 2024:

Payment element	Amount (£)
Salary, pension allowance and taxable benefits after stepping down from Board	£623,834
Payment in lieu of notice of basic salary, pension allowance and taxable benefits	£410,975

For Stephen's outstanding incentive awards, in accordance with the relevant plan rules, the following treatment applied:

- Unvested deferred bonus awards (including the deferred award that will be awarded relating to the prorated 2024 bonus) will continue to vest on normal vesting dates and will remain subject to malus and clawback.
- Unvested LTIP awards will continue to vest on normal vesting dates and will remain subject to the satisfaction of the relevant performance conditions (measured over the full performance period), holding periods and malus and clawback. All LTIP awards will be prorated based on the proportion of the performance period completed to Stephen's termination date.
- The Company's post-cessation shareholding requirements apply for a two-year period from Stephen's date of departure from the Board on 24 May 2024.

Shareholdings and outstanding share awards

This section reports our executive Directors' interests in shares.

Directors' interests in shares (audited)

Our shareholding requirements for executive Directors are detailed on page 127. The Policy requires executive Directors to accumulate and maintain a material long-term investment in abrdn plc shares. The Remuneration Committee reviews progress against the requirements annually. Personal investment strategies (such as hedging arrangements) are not permitted for the purposes of reducing the economic exposure arising from the shareholding requirements.

The following table shows the total number of abrdn plc shares held by the executive Directors and their connected persons:

						Unvested shares		
	Total number of shares owned at 1 January 2024	Shares acquired during the period 1 January 2024 and 31 December 2024	Total shares owned as at 31 December 2024	Options exercised during the period 1 January 2024 and 31 December 2024	Vested but unexercised shares[1]	Subject to performance conditions[2]	Not subject to performance conditions[3]	Shares lapsed[4]
Jason Windsor	-	357,635	357,635	-	234,370	2,769,957	766,144	23,432
Stephen Bird[5]	782,355	134,751	917,106	269,503	454,602	3,182,881	597,635	2,793,795

1. For Jason Windsor, this Includes buyout of 2021 Long-Term Incentive Plan and 2021 Bonus Award Buyout (bought-out) awards. For Stephen Bird, this includes 2021 Long-Term Incentive Plan award and deferred bonus awards. The number of vested but unexercised shares includes shares to be awarded in lieu of dividend equivalents.
2. For Jason Windsor, this includes 2022 and 2023 Long-Term Incentive Buyout awards and 2024 LTIP awards. For Stephen Bird, this includes 2022, 2023 and 2024 LTIP awards (awards subject to performance targets over three-year periods). The number of unvested shares presented under awards subject to performance conditions exclude shares to be awarded in lieu of dividend equivalents. The figures for the 2022 LTIP are as at 31 December 2024 and do not reflect the subsequent lapsing of this award.
3. For Jason Windsor, this includes 2021 and 2022 Bonus Award Buyout awards and 2024 deferred bonus award. For Stephen Bird, this includes 2022, 2023 and 2024 deferred bonus awards. The number of unvested shares presented under awards not subject to performance conditions include shares to be awarded in lieu of dividend equivalents.
4. For Jason Windsor, the shares lapsed relate to the performance outcome of his 2021 Long-Term Incentive Buyout award. For Stephen Bird, the shares lapsed relate to the performance outcome of the 2021 LTIP award - see page 123 of the Annual report and accounts 2023 - and the proration of his 2023 and 2024 LTIP awards for time employed during the performance periods.
5. On 8 April 2024, Stephen Bird exercised the second tranche of the deferred portion of his 2021 annual bonus. On 9 April 2024, he exercised the third tranche of the deferred portion of his 2020 annual bonus award. On 11 April 2024, he exercised the first tranche of the deferred portion of his 2022 annual bonus award.

The following table shows the number of qualifying awards included in assessing achievement towards the shareholding requirement, as at 31 December 2024. The total Qualifying holding includes shares held outright (which derive from vested and exercised awards plus any purchased shares) as well as Qualifying unvested or unexercised awards. Purchased shares are valued at the higher of the cost of the purchase as disclosed in RNS announcements or the closing market price on 31 December 2024. Qualifying unvested or unexercised awards include 50% of the value (as a proxy for the payment of tax due on the exercise of the awards) of awards not subject to performance conditions and which have not yet vested.

	Qualifying unvested or unexercised awards							
	Number of shares under the deferred share plan which are not subject to performance conditions	**Number of shares under option under long-term incentive plans which are no longer subject to performance conditions**	**Total Qualifying holding (shares owned from table above and 50% of Qualifying unvested or unexercised awards)[1]**	**Value of holding[2]**	**Shareholding requirement (as % salary)**	**Basic salary**	**Total of the value of shares owned and 50% of the value of qualifying awards at 31 December 2023 as a % of salary**	**Shareholding requirement met?**
Jason Windsor	**823,207**	**177,307**	**857,892**	**1,210,915**	**350%**	**800,000**	**151%**	**In progress**
Stephen Bird	**788,245**	**263,992**	**1,443,225**	**2,683,431**	**350%**	**875,000**	**307%**	**In progress**

1. Of the total number of shares shown, Jason Windsor purchased 357,635 shares at a total cost of £505k and Stephen Bird purchased 750,000 shares at a total cost of £1,705k.
2. The closing market price at 31 December 2024 used to determine the value of non-purchased shares was 141.15 pence.

Executive Directors who have not yet satisfied the shareholding requirement are expected to accumulate shares until they have fully met their shareholding requirement. They are required to hold 100% of vested shares (post-tax) granted under the Company's share plans (including any dividend equivalents) until they have met their shareholding requirement. All other shares acquired and held by the executive Director or owned indirectly by a partner or family trust also count towards the shareholding requirement.

Jason Windsor, who was appointed in October 2023, has not yet met the shareholding requirement. However, the Remuneration Committee is satisfied with the progress he has made towards his requirements given his tenure.

Under the Policy, an executive Director is required to hold shares up to the value of their shareholding requirement for 24 months following departure from the Board. However, if at the date of departure from the Board, the executive Director holds shares with a value lower than the value of the requirement, the number of shares held at the date of departure from the Board must be retained for 24 months thereafter. Any self-purchased shares are not subject to this requirement. Accordingly, Stephen Bird is required to retain any shares (excluding self-purchased shares) until 24 May 2026.

Awards granted in 2024 (audited)

The following table shows the key details of the LTIP, deferred and buyout awards granted in 2024:

Participant	**Type of award**	**Basis of award**	**% of salary**	**Face value at grant**	**Number of shares awarded**	**% payable for threshold performance**	**Details on performance conditions**
Jason Windsor	**Conditional Award**	**LTIP[1]**	**225%**	**£1,518,750**	**1,079,884**	**25%**	**Award is subject to performance against targets measured over three years as set out on page 120 of the Annual report and accounts 2023**
	Conditional Award	**Supplementary LTIP[1,2]**	**350%**	**£777,152**	**552,582**	**25%**	
	Conditional Award	**Deferred Bonus[1]**	**Not applicable**	**£34,874**	**24,796**	**Not applicable**	**Not applicable**
	Conditional Award	**2023 Bonus Award Buyout[1,3]**	**Not applicable**	**£406,515**	**289,044**	**Not applicable**	**Not applicable**
Stephen Bird	**Conditional Award**	**LTIP[1, 4]**	**350%**	**£3,062,500**	**2,177,545**	**25%**	**Award is subject to performance against targets measured over three years as set out on page 120 of the Annual report and accounts 2023**
	Conditional Award	**Deferred Bonus[1]**	**Not applicable**	**£392,875**	**279,347**	**Not applicable**	**Not applicable**

1. The share price used to calculate the number of shares for the awards was 140.64 pence (the five-day average price over the five dealing days prior to the grant date of 8 April 2024). The Supplementary LTIP award has also used this share price as the award relates to the original 2024 LTIP award.
2. The Supplementary LTIP face value at grant has been calculated by first determining what the original 2024 LTIP face value at grant would have been based on a £675,000 salary and 225% maximum opportunity up to and including 23 May 2024, then a £800,000 salary and 350% maximum opportunity from 24 May 2024 up to and including 31 December 2024. The difference of this value and the original 2024 LTIP face value at grant was then used as the face value at grant for the Supplementary LTIP. This reflects that Jason Windsor had fulfilled the

CEO role from 24 May 2024 onwards, having being appointed as Interim CEO on 24 May 2024 and consequently CEO on 10 September 2024.

3. As set out on pages 126 and 127 of the Annual report and accounts 2023, the 2023 Bonus Award Buyout relates to the bonus foregone as a result of Jason Windsor leaving his previous employer.
4. As set out in the announcement on 24 May 2024, time pro-rating will be applied to the number of shares (if any) over which Stephen Bird's 2024 LTIP award vests by reference to the proportion of the award performance period that had elapsed at his termination date of 31 December 2024.

Share dilution limits

All share plans operated by the Company which permit awards to be satisfied by issuing new shares contain dilution limits that comply with the guidelines produced by The Investment Association (IA). On 31 December 2024, the Company's standing against these dilution limits was 0.00% where the guideline is no more than 5% in any 10 years under all discretionary share plans in which the executive Directors participate and 0.39% where the guideline is no more than 10% in any 10 years under all share plans.

As is normal practice, there are employee trusts that operate in conjunction with the Executive LTIP, the abrdn Discretionary Plan, the deferred elements of the abrdn plc annual bonus plan, the Aberdeen Asset Management deferred plans and the abrdn all-employee plans. On 31 December 2024, the trusts held 53,958,247 shares acquired to satisfy these awards. Of these shares 8,084,343 are committed to satisfying vested but unexercised option awards. The percentage of share capital held by the employee trusts is 2.93% of the issued share capital of the Company - within the 5% best practice limit endorsed by the IA.

Promoting all-employee share ownership

The Company promotes employee share ownership with a range of initiatives, including the abrdn plc (Employee) Share Plan which allows eligible UK employees (our largest jurisdiction) to buy abrdn plc shares directly from earnings.

A similar tax-approved plan is operated by the company in Ireland. As at 31 December 2024, 1,015 employees in the UK and Ireland were actively making monthly contributions averaging £73. As at 31 December 2024, 1,304 individuals were abrdn plc shareholders through participation in the Plan.

The Sharesave Plan was offered in 2024 to eligible employees in the UK. This plan allows UK tax resident employees to save towards the exercise of options over abrdn plc shares with the option price set at the beginning of the savings period at a discount of up to 20% of the market price. As at 31 December 2024, 1,352 employees were saving towards one or more of the Sharesave offers.

Executive Directors' service contracts

Service contracts for both executive Directors are not for a fixed term but have notice periods in line with the executive Director's role:

- Six months by the executive Director to the employer.
- Up to 12 months by the employer to the executive Director.

Executive Directors' external appointments

Executive Directors can accept a limited number of external appointments to the boards of other organisations and can retain any fees paid for these services. Jason Windsor and Stephen Bird held representative directorships on behalf of the Group during the year. Jason Windsor is a Governor of Felsted School and a Director of Felsted School Trustees Limited. The executive Directors received no fees for their external appointments in 2024. Significant external positions held during the year are set out below.

Executive Director	Role and Organisation	2024 Fees
Stephen Bird	Member of the Financial Services Growth & Development Board[1]	£nil
	Board member at the Investment Association[2]	£nil
	Member of the President's Committee for the Confederation of British Industry[3]	£nil
	Member of the Lord Mayor's Strategic Advisory Board for the Finance for Growth Project[4]	£nil

1. Appointed on 17 January 2022.
2. Appointed on 27 April 2022.
3. Appointed on 3 February 2023.
4. Appointed on 18 April 2023.

Executive Directors' remuneration in context

Pay compared to performance

The graph shows the difference in the total shareholder return at 31 December 2024 if, on 1 January 2015, £100 had been invested in abrdn plc and in the FTSE 350 respectively. It is assumed dividends are reinvested in both. The FTSE 350 has been chosen as abrdn plc has been a member of this index for the full 10 year period.

chosen as abrdn plc has been a member of this index for the full 10-year period.

Diagram removed for the purposes of this announcement. However it can be viewed in full in the pdf document

Total shareholder return of abrdn plc compared to the FTSE350 index

The following table shows the single figure of total remuneration for the Director in the role of Chief Executive Officer for the same 10 financial years as shown in the graph above. Also shown are the annual incentive awards and LTIP awards which vested based on performance in those years.

Year ended 31 December	Chief Executive Officer	Chief Executive Officer single total figure of remuneration[1] (£000s)	Bonus outcome/annual incentive rates against maximum opportunity (%)	Long-term incentive plan vesting rates against maximum opportunity (%)
2024	**Jason Windsor**	**3,192**	**77.48**	**-**
	Stephen Bird	**1,253**	**77.48**	**-**
2023	Stephen Bird	2,143	35.92	18.75
2022	Stephen Bird	1,696	30.25	-
2021	Stephen Bird	2,795	80.5	-
2020	Stephen Bird	1,044	48	-
	Keith Skeoch	1,075	48	-
2019	Keith Skeoch	1,050	9	-
2018	Keith Skeoch	814	10	-
	Martin Gilbert	814	10	-
2017	Keith Skeoch	3,028	82	70.00
	Martin Gilbert	1,317	56	-
2016	Keith Skeoch	2,746	81	31.02
2015	Keith Skeoch	1,411	87	40.77
	David Nish	2,143	90	40.77

1. The change in benefits figures for employees (including executive Directors) are based on the change in medical premium paid by the Group on their behalf. Benefits do not include pension contributions for these purposes.

Relative importance of spend on pay

The following table compares what the Company spent on employee remuneration to what is paid in the form of dividends to the Company's shareholders. Also shown is the Company's adjusted operating profit which is provided for context as it is one of our key performance measures:

	2024	% Change	2023
Remuneration payable to all Group employees (£m)[1]	**510**	**(4) %**	529
Dividends paid in respect of financial year (£m)	**260**	**(3) %**	267
Share buybacks and return of capital (£m)	**-**	**(100) %**	302
Adjusted operating profit (£m)	**255**	**2%**	249

1. In addition, staff costs and other employee related costs of £35m (2023: £78m) and £8m (2023: £4m) are included in restructuring and corporate transaction expenses and in cost of sales respectively. See Note 6 of the Group financial statements for further information.

Annual percentage change in remuneration of Directors compared to UK based employees

The table below shows the percentage year-on-year change in salary, benefits and annual bonus in the relevant year for the executive Directors, along with any percentage change in fees for the non-executive Directors, compared to the average Group employee. Year-on-year movement on base salaries or Director fees is primarily attributable to part-year appointment changes.

	% Salary/fee					Annual bonus outcome					% Benefits[1]				
	2024	2023	2022	2021	2020	**2024**	2023	2022	2021	2020	**2024**	2023	2022	2021	2020
Executive Directors															
Jason Windsor[2]	**495%**	-	-	-	-	**1,684%**	-	-	-	-	**100%**	-	-	-	-
Stephen Bird[3]	**-60%**	-	-	100%	-	**7%**	19%	-62%	234%	-	**-100%**	-	-	-	-
Non-executive Directors[4,5]															
Sir Douglas Flint	**-**	-	-	-	-	**-**	-	-	-	-	**-**	-	-	-	-
Vivek Ahuja	**-**	-	-	-	-	**-**	-	-	-	-	**-**	-	-	-	-
Jonathan Asquith	**-**	-	-	-	202%	**-**	-	-	-	-	**-**	-	-	-	-
Katie Bickerstaffe	**-**	-	-	-	-	**-**	-	-	-	-	**-**	-	-	-	-
Catherine Bradley	**-68%**	20%	-	-	-	**-**	-	-	-	-	**-**	-	-	-	-
John Devine	**7%**	-	6%	-3%	-2%	**-**	-	-	-	-	**100%**	-	-100%	-	-100%
Hannah Grove	**4%**	21%	334%	-	-	**-**	-	-	-	-	**-**	-	-	-	-
Pam Kaur	**-**	72%	-	-	-	**-**	-	-	-	-	**-**	-	-	-	-
Michael O'Brien	**-**	72%	-	-	-	**-**	-	-	-	-	**100%**	-	-	-	-
Cathleen Raffaeli	**2%**	1%	10%	-	-	**-**	-	-	-	-	**100%**	-	-	-	-100%
Group employees[6]	**3%**	5%	-	-	3%	**17%**	-20%	-47%	50%	-53%	**5%**	-	-	-	17%

1. The change in benefits figures for employees (including executive Directors) are based on the change in medical premium paid by the Group on their behalf. Benefits do not include pension contributions for these purposes.

2. Jason Windsor was appointed to the Board effective 23 October 2023. He received an annual salary supplement whilst serving as Interim

2. Jason Windsor was appointed to the Board effective 23 October 2023. He received an annual salary supplement whilst serving as interim CEO from 24 May 2024 to 10 September 2024 and was then appointed as CEO on 10 September 2024.
3. Stephen Bird stepped down from the Board effective 24 May 2024. 2024 remuneration figures for Stephen used for the purposes of year-on-year comparison reflect amounts paid until the date on which he stepped down from the Board, except from the annual bonus outcome which reflects the proportion of the 2024 performance year for which he served at abrdn prior to commencement of garden leave on 1 July 2024.
4. Remuneration for non-executive Directors and the Chair is disclosed on page 138.
5. Catherine Bradley stepped down from the Board effective 24 April 2024. John Devine was appointed as Chair of the Audit Committee effective 24 April 2024. The subsidiary Board fees as a Chair and a member of the Standard Life Savings Limited and Elevate Portfolio Services Limited Boards increased effective 1 August 2023. See the single total figure of remuneration non-executive Directors table on page 138 for more detail on differences in year-on-year remuneration.
6. Disclosure is made on the basis of the period 31 December 2023 to 31 December 2024.

How pay was set across the wider workforce in 2024

Our principles for setting pay across the wider workforce are consistent with those for our executive Directors, in that the proportion of the remuneration package which is linked to performance increases for more senior roles within the Company as responsibility and accountability increase.

Base salaries are targeted at an appropriate level in the relevant markets in which the Group competes for talent. The Remuneration Committee considers the base salary percentage increases for the Group's broader UK and international employee populations when determining any annual salary increases for the executive Directors. As a result of organisational transformation in 2024, some employees experienced significant changes to their role. New roles and responsibilities were reviewed and targeted salary increases were made, taking into account new responsibilities, internal relativities and market data. These increases were designed to be meaningful to recognise the change in role and increased contribution of these individuals. For other employees, increases were generally limited to those earning less than £50,000 (or local country equivalent).

Having considered the market position of our executive Director pay and the recent determination of salary for Jason Windsor upon his original appointment in October 2023, the Remuneration Committee determined that no salary increases were appropriate for the executive Directors in 2024.

The eligibility criteria for participation in variable pay plans is set so that more senior individuals have a greater proportion of their pay linked to performance. For roles where variable remuneration eligibility is retained, our clear approach is designed to support and reward performance at a Company, team and individual level. Performance-related variable remuneration includes deferred variable compensation at a suitable level for the employee's role, ensuring a performance link over a longer time horizon than a single year. Variable remuneration for employees, including executive Directors, is determined as a total pool which is distributed across the business based on the performance of each business line and function. Individuals are then considered for a bonus payment on the basis of their individual performance objectives and goals, taking into account conduct.

The Group operates a Compensation Committee comprising the Chief People Officer (Chair), Chief Financial Officer and Chief Risk Officer, the role of which is to consider the implementation of the remuneration policy across the Group. The terms of reference of the Compensation Committee are set by the Remuneration Committee and the Chair of the Compensation Committee formally reports to the Remuneration Committee on all matters which fall within the Compensation Committee's remit.

Pay ratio

The table below sets out the ratio of CEO pay to the median, 25th and 75th percentile total remuneration of full-time equivalent UK employees. We have identified the relevant employees for comparison using our gender pay gap data set (snapshot data from 5 April 2024), referred to as Methodology B in the legislation. This was chosen by the Remuneration Committee as it utilised a data set which had already been processed and thoroughly reviewed and this enabled timely reporting for disclosure purposes. Some employing entities are excluded from the gender pay gap calculation in line with the regulations due to the number of individuals employed by these entities being less than 250. The Remuneration Committee considered this would not have a material impact on the outcome of the pay ratio calculation given the limited number of individuals this excludes, relative to the total population being captured, and the range of the remuneration for those excluded individuals, which was spread across quartiles.

The remuneration paid to each of the individuals identified under methodology B was reviewed against other individuals within the quartile both above and below. The individuals identified at the 25th and 75th percentiles had ceased employment in the year; therefore, the next identified individuals were selected. The individual identified at the 50th percentile had changed working hours in the year; therefore, the next identified individual was selected. Benefits figures were based on the medical premium paid by the Company on behalf of employees.

The pay ratio has increased from 2023, which reflects the fact that the CEO has a greater level of remuneration at risk which is dependent on Company performance; based on both financial and non-financial performance in 2024, the bonus for the CEO paid out at 77.48% of maximum, compared to 35.92% of maximum in 2023 and the LTIP lapsed in its entirety as it did in 2023. The change of CEO during the year, the buyout awards for Jason Windsor and the transformation the company underwent in 2024 makes a year-on-year comparison more challenging. In particular, £1,041,000 of the total remuneration for the CEO in the year related to buyout awards with performance conditions solely based on the performance of previous employers. If these were removed, the pay ratio would be 62 for the 25th percentile employee, 42 for the 50th percentile employee and 29 for the 75th percentile employee. By design, there are differences in the priorities which drive how these two populations are remunerated; as a result, their relative experiences can be different.

The Remuneration Committee is comfortable that the pay ratio reflects the pay and progression policies and Remuneration Philosophy across the Company as set out above. Further detail on the make up of workforce pay is set out below.

	Year	Method	25th percentile	50th percentile	75th percentile
Jason Windsor/Stephen Bird	**2024**	**Option B**	**81**	**55**	**38**
Stephen Bird	2023	Option B	39	27	19
Stephen Bird	2022	Option B	35	25	16
Stephen Bird	2021	Option B	62	45	25
Stephen Bird/Keith Skeoch	2020	Option B	49	30	18
Keith Skeoch	2019	Option B	34	23	13
Keith Skeoch	2018	Option B	30	19	12

	Salary (£000s)	Total pay (£000s)
CEO remuneration of which:	**1,120**	**4,445**
Jason Windsor (excl. Buyout Awards)	***773***	***3,192 (2,151)***
Stephen Bird	***347***	***1,253***
25th percentile employee	**46**	**55**
50th percentile employee	**65**	**80**
75th percentile employee	**91**	**118**

Remuneration for non-executive Directors and the Chair

Single total figure of remuneration - non-executive Directors (audited)

The following table sets out the single total figure of remuneration for each of the non-executive Directors who served as a Director at any time during the financial year ending 31 December 2024. Non-executive Directors do not participate in bonus or long-term incentive plans and do not receive pension funding.

Non-executive Directors		Fees for year ended 31 December £000s	Taxable benefits in year ended 31 December[1] £000s	Total remuneration for the year ended 31 December £000s
Sir Douglas Flint[2]	**2024**	**475**	**-**	**475**
	2023	475	-	475
Jonathan Asquith	**2024**	**139**	**-**	**139**
	2023	139	-	139
Catherine Bradley[3]	**2024**	**42**	**-**	**42**
	2023	131	-	131
John Devine[4]	**2024**	**140**	**2**	**142**
	2023	131	-	131
Hannah Grove[5]	**2024**	**166**	**-**	**166**
	2023	159	-	159
Pam Kaur	**2024**	**109**	**-**	**109**
	2023	109	-	109
Michael O'Brien	**2024**	**109**	**1**	**110**
	2023	109	-	109
Cathleen Raffaeli[6]	**2024**	**169**	**8**	**177**
	2023	166	-	166
Vivek Ahuja[7]	**2024**	**23**	**-**	**23**
	2023	-	-	-
Katie Bickerstaffe[8]	**2024**	**23**	**-**	**23**
	2023	-	-	-

1. Taxable benefits relate to taxable expenses incurred while undertaking their roles as non-executive Directors of the Group.
2. Sir Douglas Flint is eligible for life assurance of 4x his annual fee. This is a non-taxable benefit.
3. Catherine Bradley stepped down from the Board effective 24 April 2024.

4. John Devine was appointed as Chair of the Audit Committee effective 24 April 2024.
5. The subsidiary Board fees as a member of the Standard Life Savings Limited and Elevate Portfolio Services Limited Boards increased from £37,500 p.a. to £50,000 p.a. effective 1 August 2023. Total fees include subsidiary Board fees of £50,000 p.a. (previously £37,500 p.a.) as a member of the Standard Life Savings Limited and Elevate Portfolio Services Limited Boards. Hannah Grove also receives a Board Employee Engagement fee of £15,000 p.a.
6. The subsidiary Board fees as Chair of the Standard Life Savings Limited and Elevate Portfolio Services Limited Boards increased from £55,000 p.a. to £60,000 p.a. effective 1 August 2023. Total fees include subsidiary Board fees of £60,000 p.a. (previously £55,000 p.a.) as Chair of the Standard Life Savings Limited and Elevate Portfolio Services Limited Boards.
7. Vivek Ahuja was appointed to the Board and the Audit Committee effective 1 October 2024.
8. Katie Bickerstaffe was appointed to the Board and the Remuneration Committee effective 1 October 2024.

The non-executive Directors, including the Chair, have letters of appointment that set out their duties and responsibilities. The key terms are set out in the Policy which can be found in the Annual report and accounts 2022 on pages 120 to 130. The service agreements/letters of appointment for Directors are available to shareholders to view on request from the Company Secretary at the Company's registered address (which can be found in the Shareholder information section) and will be accessible for the 2025 AGM.

Details of the date of appointment to the Board and date of election by shareholders are set out below:

Chair/Non-executive Director	Initial appointment to the Board	Initial election by shareholders
Chair		
Sir Douglas Flint	1 November 2018	AGM 2019
Senior Independent Director		
Jonathan Asquith	1 September 2019	AGM 2020
Non-executive Directors		
Vivek Ahuja	1 October 2024	-
Katie Bickerstaffe	1 October 2024	-
Catherine Bradley	4 January 2022	AGM 2022
John Devine	4 July 2016	AGM 2017
Hannah Grove	1 September 2021	AGM 2022
Cathleen Raffaeli	1 August 2018	AGM 2019
Pam Kaur	1 June 2022	AGM 2022
Michael O'Brien	1 June 2022	AGM 2022

Implementation of policy for non-executive Directors in 2025

The following table sets out abrdn non-executive Director fees to be paid in 2025. Fees for 2025 remain at the current level.

Role	2025 fees	2024 fees
Chair's fees[1]	**£475,000**	£475,000
Non-executive Director fee[2]	**£73,500**	£73,500
Additional fees:		
Senior Independent Director	**£25,000**	£25,000
Chair of the Audit Committee	**£30,000**	£30,000
Chair of the Risk and Capital Committee	**£30,000**	£30,000
Chair of the Remuneration Committee	**£30,000**	£30,000
Committee membership (Audit, Risk and Capital and Remuneration Committees)	**£17,500**	£17,500
Committee membership (Nomination Committee)	**£10,000**	£10,000
Employee engagement	**£15,000**	£15,000

1. The Chair's fees are inclusive of the non-executive Directors' core fees and no additional fees are paid to the Chair where he chairs, or is a member of, other committees/boards. The Chair is eligible to receive life assurance, which is a non-taxable benefit.
2. For non-executive Directors, individual fees are constructed by taking the core fee and adding extra fees for being the Senior Independent Director, chair or member of committees and/or subsidiary boards where a greater responsibility and time commitment is required.

Non-executive Directors' interests in shares (audited)

The following table shows the total number of abrdn plc shares held by each of the non-executive Directors and their connected persons:

	Total number of shares owned at 1 January 2024 or date of appointment if later	Shares acquired during the period 1 January 2024 to 31 December 2024	Total number of shares owned at 31 December 2024 or date of cessation if earlier
Sir Douglas Flint	**200,000**	-	**200,000**
Vivek Ahuja	-	-	-
Jonathan Asquith	**205,864**	-	**205,864**
Katie Bickerstaffe	**30,195**	-	**30,195**
Catherine Bradley[1]	**12,181**	-	**12,181**
John Devine	**52,913**	-	**52,913**

Hannah Grove	**33,000**	-	**33,000**
Pam Kaur	-	-	-
Michael O'Brien	**173,780**	-	**173,780**
Cathleen Raffaeli	**9,315**	-	**9,315**

1. Catherine Bradley stepped down from the Board effective 24 April 2024.

Sir Douglas Flint, as Chair, is subject to a shareholding guideline of 100% of the value of his annual fee in abrdn plc shares to be reached within four years of appointment. The total investment cost of Sir Douglas Flint's shareholding was £495k, equivalent to 104% of his annual fee.

The Remuneration Committee

Membership

During 2024, the Remuneration Committee was made up of independent non-executive Directors. For their names, the number of meetings and committee member attendance during 2024, please see the table on page 104.

The role of the Remuneration Committee

To consider and make recommendations to the Board in respect of the total remuneration policy across the Company, including:

- Rewards for the executive Directors, senior employees and the Chair.
- The design and targets for any employee share plan.
- The design and targets for annual cash bonus plans throughout the Company.
- Changes to employee benefit structures (including pensions) throughout the Company.

The Remuneration Committee's work in 2024

	Matters covered	Key outcomes
Jan-Mar	- 2023 Directors' remuneration report and Policy. - Updates from the Risk and Audit Committees on relevant matters for the Committee's consideration when determining pay outcomes. - Approve performance outcomes for 2023 Annual Bonus and 2021 LTIP. - Agree 2024 Annual Bonus scorecard measures and targets and 2024 LTIP measures and targets. - Review remuneration outcomes for the Material Risk Taker population.	- Published 2023 Directors' remuneration report for shareholder approval. - Established remuneration framework to incentivise executive Directors to deliver against company strategy, maintaining alignment with long-term shareholder value creation.
Apr-Jun	- Agree Jason Windsor's Interim CEO remuneration package. - Approve Stephen Bird's exit remuneration arrangements. - Review regulatory remuneration disclosures and documentation. - Assess implications of current external environment on executive pay, new executive director policies within the UK listed investment management industry and observations from the 2024 AGM season.	- Supported the launch of abrdn's CEO succession plan as part of the company's transformation. - Ensured company compliance with regulatory remuneration disclosure requirements. - Considered options for the implementation of Policy in 2025 and for Policy review in advance of being taken to shareholders for approval at the 2026 AGM.
Jul-Sep	- Mid-year review of performance against targets for annual bonus and in-flight LTIP awards for the executive Directors. - Remuneration decisions for senior employees within the Remuneration Committee's remit. - Approve Jason Windsor's CEO remuneration package.	- Tracked performance against financial and non-financial executive Director Annual Bonus scorecard targets as well as for in-flight LTIP awards. - Supported the appointment of abrdn's CEO.
Oct-Dec	- Update the Remuneration Committee and Compensation Committee's Terms of Reference. - Review gender and ethnicity pay gap data. - Review Group Remuneration Policy for 2025 implementation. - Review variable remuneration pool allocation principles and approve overall funding. - Review 2025 remuneration proposals.	- Ensured Group Remuneration Policy supports company's long-term strategy. - Determined funding available for variable remuneration and reviewed allocation principles, supporting the operation of a performance-driven culture.

At various points throughout the year the Remuneration Committee also:

- Made remuneration decisions for the Executive Leadership Team and other senior employees within the Remuneration Committee's remit.
- Considered and approved the design of special incentive schemes in different business areas.
- Considered and approved employee regulatory classifications and statutory and regulatory disclosures on remuneration matters.
- Received updates relating to regulatory changes and market best practice.
- Reviewed minutes of subsidiary Committee meetings and their governance documents.

External advisers

During the year, the Remuneration Committee took advice from PwC LLP (a member of the Remuneration Consultants Group (RCG)) who were appointed by the Remuneration Committee after a retender process was conducted in 2022, as disclosed in the

(RCG)) who were appointed by the Remuneration Committee after a retender process was conducted in 2022, as disclosed in the Annual report and accounts 2022 on page 118. As PwC LLP is a member of the RCG, the Remuneration Committee is satisfied that the advice given from PwC LLP during the year was objective and independent. The remuneration advisers do not have connections with abrdn that might impair their independence.

A representative from our external adviser attends, by invitation, all Remuneration Committee meetings to provide information and updates on external developments affecting remuneration as well as specific matters raised by the Remuneration Committee. Outside the meetings, the Remuneration Committee's Chair seeks advice on remuneration matters on an ongoing basis. As well as advising the Remuneration Committee, PwC LLP also provided tax, accounting support, risk management, consultancy and assurance services to the Company during the year.

Fees paid to PwC LLP during 2024 for professional advice to the Remuneration Committee were £126,300.

Where appropriate, the Remuneration Committee receives input from the Chair, Chief Executive Officer, Chief Financial Officer, Chief People Officer, Global Head of Reward and the Chief Risk Officer. This input never relates to their own remuneration. The Remuneration Committee also receives input from the Risk and Capital Committee and the Audit Committee.

Remuneration Committee effectiveness

The Remuneration Committee reviews its remit and effectiveness each year. The 2024 review was conducted internally, on behalf of the Board, by the Company Secretary. As part of the review the views of the Board were sought on the performance of the Remuneration Committee and how Directors felt they were updated on its activities following each meeting. This is supplemented by any matters a Director wish to raise as part of their year-end 1:1 discussion with the Chair.

The review concluded that the Remuneration Committee continued to operate effectively during 2024 with no material issues or concerns raised. The main areas in which the Remuneration Committee looked to see continued improvement in 2025 were in relation to the insight and brevity of materials presented. More information about the process involved, and its outcomes, can be found on page 101.

Shareholder voting

We remain committed to ongoing shareholder dialogue and take an active interest in voting outcomes.

The Policy was last subject to a vote at the 2023 AGM on 10 May 2023 and the following table sets out the outcome.

Policy 2023 AGM	**For**	**Against**	**Withheld**
% of total votes	94.29%	5.71%	
No. of votes cast	675,020,934	40,860,480	189,168,584

The Directors' remuneration report was subject to a vote at the 2024 AGM on 24 April 2024 and the following table sets out the outcome.

2023 Directors' Remuneration Report	**For**	**Against**	**Withheld**
% of total votes	86.83%	13.17%	
No. of votes cast	540,767,951	82,055,677	180,082,555

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