IFPR Disclosure

For the year ended 31 March 2024

Introduction

As an FCA authorised MiFID Investment Firm, Findlay Park Partners LLP ("FPP" or "the Firm") is subject to the FCA's Investment Firms Prudential Regime ("IFPR"). The IFPR aims to streamline and simplify the prudential requirements for MiFID firms. In addition to consideration of minimum capital requirements, the rules encourage firms to consider and seek to manage the potential harm firms can pose to consumers and markets.

The Firm is categorised under IFPR as a non-small non interconnected MIFIDPRU Investment Firm (non-SNI MiFIDPRU) firm by the FCA for capital purposes.

This disclosure document has been prepared by the Firm in accordance with the requirements set out in the MIFIDPRU 8. Unless otherwise stated, all figures are as of 31st March 2024 financial year end.

This disclosure will be issued on an annual basis after the FPP year end and when the audited annual accounts are published.

Business Strategy

The Firm's strategy is summarised in its purpose – to generate compelling compound returns for investors in the Findlay Park American Fund.

The Firm is authorised and regulated by the UK Financial Conduct Authority ("FCA") to carry out discretionary investment management business for professional clients and eligible counterparties.

The Firm has AUM of USD 11,323,339,562 as of 31st March 2024.

The Firm has a focused business model, providing investment management services only, to one client, the Findlay Park Funds ICAV, an Irish domiciled UCITS, with one sub fund, the Findlay Park American Fund (the "Fund"). The ICAV has separately appointed an independent Fund Management Company, Administrator and Custodian. FPP itself does not hold any client money or assets.

The investment universe consists of long only positions in the shares of companies that conduct business in the US, Canada, and Latin America. FPP is an active asset manager, and all investment management activity is conducted on an agency basis. FPP has no trading book exposures, and the Firm does not manage separate accounts. Equity trades are settled delivery versus payment which minimises counterparty risk. The Firm has a counterparty risk policy which includes a minimum credit rating requirement for FX counterparties.

The Firm is not a member of a group and so is not required to prepare consolidated reporting for prudential purposes.

Given the Firm's business model, controls and controls assessment, the Firm has concluded that it's overall potential for harm is low.

Risk Management Objectives and Policies (MIFIDPRU 8.2)

The FPP Risk Management framework exists to ensure that FPP accurately identifies, manages, monitors, and reports the risks the Firm might be exposed to. The Board of Directors of FPP (the "Board"), sets the Firm's Risk

Appetite, which is then kept under review through the governance structure, with risk ownership clearly attributed across the senior management team, according to business and function.

The Board's appetite for risk is generally low. The risk management framework of the Firm is underpinned by a strong ethical culture founded on personal values and ethics which reflects the Board's zero tolerance to conduct risk arising from the actions of its partners and employees. The Board sets a tone that expects an individual's interests, values and ethics to be aligned with FPP's risk strategy, appetite, tolerance, and approach. The Board recognises that it is not possible to eliminate all risks inherent in its activities and it accepts that some residual risk is necessary to facilitate its business.

FPP operates a three lines of defence risk management model. As a small firm, all employees across the business have responsibility for risk identification and escalation. Business line management are then responsible for managing the risks in that area, supported by policies, procedures, and other controls. Any new risks identified are discussed with the second line of defence.

The second line of defence consists of Risk, Compliance, Information Security and Finance. The third line of defence consists of independent assurance, provided by an external compliance consultant.

Findlay Park maintains an operational risk register, which considers new and existing controls, allocates risk ownership, and uses agreed metrics for on-going monitoring purposes. The risk register is maintained and updated in response to regulatory, industry and business developments. Operational incidents are reviewed and assessed as they occur, including consideration of new or improved controls. Risk policies and risk awareness training supports the framework.

The risk register is reviewed at least annually by the Board and updated to reflect any significant changes within FPP that may impact the risk assessment. In addition, any issues arising from monitoring during the previous year may result in revisions to the risk appetite and risk register on an ad hoc basis.

To facilitate effective risk oversight and control, management information is supplied through the Firm's governance structure. Where an event occurs that is outside the Firm's tolerance level, action is taken to correct this, monitored for resolution and, the results discussed appropriately.

As a relatively small firm with a simple business model, FPP does not have an independent risk management function. The Firm is not required by the IFPR rules to establish a Risk Committee. Findlay Park considers that the key risks it is exposed to are Concentration Risk and Operational Risk (including Cyber).

Concentration Risk

The Board believes the potential for harm associated with the Firm's business strategy, based on concentration risk, is low.

The Firm's revenue is reliant on the performance of the existing fund under management and, to a lesser extent, its appetite to launch new funds. Findlay Park has longstanding relationships with its clients who are predominantly Wealth Managers. The Firm monitors investor concentration levels and has selectively sought to increase distribution, primarily via existing relationships.

The Firm receives revenue by way of the investment management fee. As part of the ICARA process, the Company considers scenarios to stress test its business model and resistance to unexpected shocks and changes, including levers that management can pull if the business model was under severe stress. The results under severe but plausible scenarios show that FPP can continue as a going concern.

The Firm holds its cash with a bank holding an A+ credit rating and makes use of UK treasury bills for savings deposits. Cash positions are monitored regularly and are available on demand.

The Firm is not exposed to open positions on its balance sheet: an FX for the USD denominated management fee is executed the same day the fee is determined.

Liquidity Risk

The Board believes the potential for harm associated with the Firm's liquidity is low. This is the risk that the Firm either does not have available sufficient resources to enable it to meet its obligations as they fall due or can only secure such resources at excessive cost. The rules require firms to calculate their liquid assets requirements and then hold sufficient liquid resources to ensure there is no significant risk to its financial viability, in the event of a stress scenario.

The Firm has a simple business strategy and maintains a liquidity surplus on an on-going basis. The Firm holds in excess of three months of fixed overheads in cash or near cash (Treasury Bills). The Firm's capital requirements are met through equity.

Stress testing has confirmed that FPP retains sufficient liquidity within the business to meet its obligations. There are no perceived threats to this given the cash deposits it holds. The Firm's cash position is monitored by the senior management on a monthly basis.

Costs are controlled carefully to ensure long-term profitability, and the Firm aims to continuously improve its control environment.

Governance Arrangements (MIFIDPRU 8.3)

The Partnership has delegated authority to the Board, who are responsible for the direction and strategy of the Firm, the management of the risks which the Firm faces and the oversight of all business activities. The Board meets on a regular basis to receive management information and discusses and assesses the Firm's performance against its governance objectives as well as its performance against key business targets in general.

The Board is supported by a governance structure that provides appropriate oversight and challenge of any risk metrics and material. FPP has established a Risk and Compliance Committee, Operating Committee, Responsible Investment Committee and Remuneration Committee to support its oversight of the Firm's business, risk framework and internal controls.

- The **Remuneration Committee** acts under delegated authority from the Board and the partners of the Firm and oversees remuneration policies and procedures.

- The **Risk and Compliance Committee** meets quarterly and is responsible for the oversight of FPP's governance, risk and control frameworks and investment risk monitoring. The RCC is chaired by the Head of Compliance and has membership across the business. The RCC reports to the Board.

- The **Operating Committee** meets monthly and is responsible for the effective execution of business strategy, as it impacts the operational functions of FPP. The Operating Committee reports to the Board.

- The **Responsible Investment Committee** meets quarterly and is responsible for approving and overseeing the implementation of the Responsible Investment Policy, monitors portfolio Sustainability and Governance characteristics and reviews and approves related policies and reporting. The RIC is chaired by the Responsible Investment Lead and reports to the Board.

Additional sub-committees in the Firm's governance structure add additional oversight over areas of the business:

- The **Execution Oversight Committee** meets quarterly and is responsible for overseeing the efficient function of trade execution, and oversight of the Firm's performance in line with its best execution obligations.

- The **Product Governance Committee** meets semi-annually and approves new products or significant adaptations to products and monitors the distribution and outcomes of existing products.

This governance structure aims to focus risk management activity on the strategic aims of the business and seeks to ensure that unexpected risk events do not impact FPP's overall business strategy. It also seeks to provide assurance to the Board that risks are taken within the articulated risk tolerances, managed effectively and internal control processes are operating as required. Formal meeting packs are circulated ahead of each committee and minutes and action lists are maintained.

These governance arrangements are supported by Terms of Reference and job descriptions which set out managers' individual responsibilities, accountabilities and reporting lines. As required by the Senior Managers and Certification Regime ("SMCR"), all Senior Manager Function holders have a documented Statement of Responsibility, which sets out their prescribed responsibilities and risk ownership.

Information detailing the number of directorships held by each member of the Board can be found in Appendix 1.

Diversity of Board Members

Our culture fosters inclusivity by welcoming diverse views and perspectives. This is reflected in the composition of our Board. Findlay Park is committed to providing an environment where individuals can feel valued and included and we believe that individuals with diverse perspectives working collaboratively can help produce better outcomes for our investors.

We believe that an inclusive culture where everyone is encouraged to speak up can help support diversity of thought, better decision making, and allow team members to perform at their best.

Conflicts of Interest

The Board is responsible for identifying and considering the balance of interests between all stakeholders and manages conflicts of interest appropriately.

Information on dealing with conflicts of interest is set out in the Firm's Conflicts of Interest Policy which sets out how the Firm seeks to prevent and deal with conflicts of interest if they arise and controls to mitigate them e.g., internal segregation of functions such as dealing and portfolio management. All staff are expected to act with integrity and put the client's interests ahead of those of the Firm, it's partners and employees. A Code of Conduct and Compliance Manual sets out detailed staff policies on potential personal conflicts including limits on gifts and hospitality, declarations of outside business interests and restrictions on personal account dealing. All staff attest to follow FPP policies annually and information regarding Outside Business Interests is presented to the Board once a year.

OWN FUNDS (MIFIDPRU 8.4)

Composition of Regulatory Own Funds

The Firm is a Limited Liability Partnership, and its capital arrangements are established in its Partnership deed.

Tier 1 capital consisted of partners' capital, satisfying all the criteria for a Tier 1 instrument as set out in MIFIDPRU 3.3.17.

The main features of the Firm's own funds at 31st March 2024 for regulatory purposes are as follows:

Composition of regulatory own funds			
	Item	**Amount (GBP thousands)**	**Source based on the balance sheet in the audited financial statements**
1	**OWN FUNDS**		
2	**TIER 1 CAPITAL**	6,011	Members' capital classified as equity.
3	**COMMON EQUITY TIER 1 CAPITAL**		
4	Fully paid-up capital instruments	6,011	Members' capital classified as equity.
5	Share premium		
6	Retained earnings		
7	Accumulated other comprehensive income		
8	Other reserves		
9	Adjustments to CET1 due to prudential filters		
10	Other funds		
11	(-)TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	(165)	Intangible assets
19	CET1: Other capital elements, deductions and adjustments		

20	**ADDITIONAL TIER 1 CAPITAL**		
21	Fully paid up, directly issued capital instruments		
22	Share premium		
23	(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1		
24	Additional Tier 1: Other capital elements, deductions and adjustments		
25	TIER 2 CAPITAL		
26	Fully paid up, directly issued capital instruments		
27	Share premium		
28	**(-) TOTAL DEDUCTIONS FROM TIER 2**		
29	Tier 2: Other capital elements, deductions and adjustments		

Reconciliation of Regulatory Own Funds to Balance Sheet in the Audited Financial Statements

The table below shows a reconciliation with own funds in the balance sheet where assets and liabilities have been broken down by asset and liabilities classes respectively. The information in the table below reflects the balance sheet in the audited financial statements.

		Balance sheet as in published/audited financial statements as at period end
1	Intangible assets	165
2	Tangible assets	660
3	Debtors	6,657
4	Cash	2,893
5	Investments	17,021
5	Total Assets	27,396
1	Creditors: amounts falling due within one year	868
2	Provisions for liabilities	13
4	Total Liabilities	881
1	Members' capital classified as equity	6,011
2	Members' other interests	20,504
4	**Total Members' Interests**	26,515

MAIN FEATURES OF OWN INSTRUMENTS ISSUED BY THE FIRM

The table below provides information on the CET 1, AT1 and Tier 2 instruments issued by the Firm. There have been no changes since the last financial year.

Own funds: main features of own instruments issued by the Firm
A member's account meets the conditions stated in MIFIDPRU 3.3.17: (1) capital contributed by the members is paid into the account; and (2) under the terms of the limited liability partnership agreement, an amount representing capital may be withdrawn from the account by a partner only if: (a) such repayment would not result in a breach of the Firm's regulatory requirements (b) the limited liability partnership is wound up or dissolved.

Own Funds Requirements (MIFIDPRU 8.5)

The FCA requires FPP to hold more regulatory capital resources than the total capital resource requirement as defined in the IFPR. The total capital requirement for FPP is made up of the Own Funds Requirement (the regulatory minimum) and any Additional Own Funds Requirement identified during the Internal Capital Adequacy and Risk Assessment (ICARA) process.

The Own Funds Requirement for FPP is the higher of:

• A) the IFPR K-Factor Requirement

• B) the Fixed Overhead Requirement (FOR)

A summary of the Own Funds Requirement for FPP is shown in the table below:

Own Funds Requirement	£000's
(A) K-Factor Requirement (Total)	**1,633**
- Risk-to-Client (sum of K-AUM, K-CMH and K-ASA)	**1,633**
- Risk-to-Market (sum of K-NPR, K-CMG, K-TCD, and K-CON)	**-**
- Risk-to-Firm (sum of K-COH and K-DTF	**-**
(B) Fixed Overhead Requirement (FOR)	**4,086**
Own Funds (Capital) Requirement – Higher of (A) and (B)	**4,086**

Under IFPR, the Firm must assess its own funds and liquidity requirements set out in the ICARA process and ensure sufficient own funds and liquidity resources are held at all times to meet the Overall Financial Adequacy Rule ("OFAR"). This rule requires sufficient capital requirements to be identified both for ongoing operational requirements to ensure the Firm is financially viable throughout economic cycles, and capital requirements for an orderly wind down. The capital retained must be the higher of the two assessments. The adequacy of the ICARA process will be reviewed on an annual basis thereafter, or more frequently, should there be any material changes to the business risk profile or business model.

The ICARA process encompasses various aspects of internal governance, with a particular focus on:

- Identification, monitoring, and mitigation of harms;
- Business model planning and forecasting;
- recovery and wind-down planning; and
- Assessing the adequacy of financial resources.

As part of the ICARA process, FPP establishes its own funds thresholds requirement and its liquid assets threshold requirement to ensure the Firm can remain viable, addressing any potential harm from ongoing activities, and can wind-down in an orderly way. For harms not adequately mitigated through systems and controls or driven by an activity not covered by the K-Factor Own Funds Requirement, FPP assesses whether additional own funds and/or liquid assets are required.

Severe but plausible scenarios and stress tests are used to assess tail risks, including both financial and non-financial harm, as part of the ICARA process.

Remuneration Policy and Practices (MIFIDPRU 8.6)

In accordance with the rules, FPP has applied the MIFIDPRU Remuneration Code in a manner that is proportionate to the nature, scale and complexity of the risks inherent in its business model. The Remuneration Code requirements are intended to ensure that Firm's remuneration arrangements are designed to:

- Promote sound and effective risk management in the long-term interests of the Firm and its client;
- Do not encourage excessive risk taking;
- Are in line with the Firm's business strategy, objectives, risk appetite, culture and values and long-term interests of the Firm.

The Firm's Remuneration Policy contains measures to avoid conflicts of interest, encourages responsible business conduct and promotes risk awareness and prudent risk taking. The Policy also ensures that the Firm's remuneration arrangements take into account the interests of the Firm's client, in the short, medium, and long term.

The Firm's Remuneration Committee is responsible for oversight of the remuneration policy and procedures and provides an independent view into remuneration decisions. The Committee is also responsible for the annual review of the Remuneration Policy which is approved by the Board. The Remuneration Committee is a sub-committee of the Board.

Remuneration at FPP is comprised of fixed and variable elements. Fixed remuneration consists of an annual salary, pension and other minor benefits. FPP seeks to attract skilled staff who demonstrate integrity and values consistent with FPP's culture. Variable remuneration is comprised of a discretionary bonus, the award of which is made based on the Firm's and individual's performance. The latter is assessed on both a qualitative as well as quantitative basis and considers non-financial performance (meaning compliance with applicable regulations, conduct, the fair treatment of its client, and the quality of advice/service provided by its partners and employees.)

For the purpose of awarding variable remuneration, the Firm will measure performance in a multiyear framework. Variable remuneration payments will also take into account any current and future risks or anticipated risks. No member of staff is paid only variable remuneration, and no element of remuneration is formulaically linked to investment returns or investor flows. Variable remuneration is paid only out of realized profit.

Specific Remuneration Arrangements for MRT's

FPP has identified the following roles as Material Risk Takers (MRTs) – those individuals whose professional activities could have a material impact on the Firm's risk profile or the assets it manages:

- Members of the management body in its management function;
- Members of the senior management team;
- Members responsible for managing investments;
- Staff members who have managerial responsibility for dealing in investments;
- Staff members who are responsible for managing information technology and information security.

Malus & Clawback: Material Risk Takers may be subject to Clawback regarding variable remuneration already paid, for a period of three years from the date of payment. This would apply where an individual's conduct or standards of fitness and propriety were subsequently identified to have fallen below the regulatory standards.

Guaranteed Variable Remuneration: The Firm does not provide guaranteed variable remuneration to material risk takers unless in exceptional circumstances, where there is a need to attract or retain key individuals. It is only payable where the Firm has a sound and strong capital base, for new joiners, and is limited to the first year of service. Retention awards are dependent on the individual remaining in role until a defined event or specified point in time; for example, a restructuring or wind down. All such payments must be reviewed by the Remuneration Committee.

Severance: Payments of variable remuneration to a material risk taker in connection with termination of employment will reflect the individual's performance achieved over time and will not reward failure or misconduct. In addition, the Firm will ensure any amount paid does not affect its ability to ensure a sound capital base.

Quantitative Remuneration Disclosure

In accordance with MIFIDPRU 8.6.8R(7) the quantitative disclosures below are aggregated for Senior Managers and other MRT's to prevent identification of an individual MRT.

The aggregate remuneration for remuneration code staff for the period ending 31st March 2024 is £46,771,803.

IFPR Disclosure

For the year ended 31 March 2024

	Senior Managers & Other Risk Takers	Other Staff
Total Fixed Remuneration	£29,675,613	£3,524,806
Total Variable Remuneration	£17,096,190	£5,404,462

For Senior Managers and Other Risk Takers Findlay Park Partners made one guaranteed variable remuneration payment, in the context of recruitment. This is aggregated in the above in order not to disclose information permitting the identification of a single individual. The Firm made no severance payments to Senior Managers or Other Risk Takers in the period.

Appendix I: Board Directorships

Director Name	**Role**	**Number of Directorships held outside of FPP LLP**
Simon Pryke	CEO	4
Anthony Kingsley	CIO	4
James Findlay	Founder	3
Rashid Adam	COO	0
Max Royde	Non-Exec	7
Jo Rice	Non-Exec	1