
ORDER EXECUTION POLICY

1 General Information about this Policy

1.1 Background

CLSA UK ("**CLSA**") provides general broker dealer and other ancillary services to its clients. It is authorised and regulated by the Financial Conduct Authority of the United Kingdom (the "**FCA**") and is an investment firm subject to the requirements of the rules of the FCA (the "**FCA Rules**") that implement the Markets in Financial Instruments Directive 2014/65/EU ("**MiFID II**").

CLSA executes orders in relation to financial instruments on behalf of its clients. There are two methods that it can use to execute those orders that are distinguished for the purposes of the FCA Rules.

- (A) First, CLSA can execute the relevant transaction on behalf of the client directly with a counterparty or on an exchange or other trading system (e.g., by dealing directly with a market maker on a "request for quote" basis). The counterparty, exchange or trading system with which CLSA chooses to execute such a transaction is referred to in this policy as an "**Execution Venue**". In accordance with the FCA Rules, an Execution Venue can include an EEA regulated market, or other exchange, a multilateral trading facility, organised trading facility, a systematic internaliser, a market maker or other liquidity provider or non-EEA entity performing similar functions to the Execution Venues listed above.
- (B) Secondly, CLSA can place an order as agent with a third party (e.g., another broker or investment bank) and/or any of its affiliates for that third party or affiliate to execute on behalf of the client. Such entities are referred to in this policy as "**Brokers**".

CLSA will generally execute orders on behalf of its clients with third party Execution Venues or Brokers by dealing as agent for its clients. However in relation to fixed income and currency instruments and trading in certain equity depository receipts CLSA will act as principal.

1.2 CLSA's Core Best Execution Obligations

In accordance with the FCA Rules, CLSA is required to take all sufficient steps to obtain the best possible result for its clients when executing orders for its clients (i.e., to obtain best execution).

The obligation to take all sufficient steps to obtain the best possible result for clients does not apply where CLSA has categorised its clients as "**eligible counterparties**" for the purposes of the FCA Rules (except where CLSA has agreed with an eligible counterparty that it *will* take all sufficient steps to obtain the best possible result). In relation to its dealings with eligible counterparties, however, CLSA will strive to act in such clients' best interests and will take reasonable steps to prevent or manage any conflicts of interest that it may have in accordance with its obligations under the FCA Rules.

In seeking to obtain best execution, CLSA is required:

- (A) to take all sufficient steps to obtain the best possible result for its clients, taking into account certain "**execution factors**" - price; costs; speed; likelihood of execution and settlement; size of the transaction; nature of the transaction; or any other consideration relevant to execution. Under CLSA's policy, such other considerations can include (without limitation) the overall cost of the transaction (including any commissions received by CLSA and/or its affiliates or any costs for executing the order on an execution venue); timely execution availability of price improvement; the potential impact of the transaction on price; importance of retaining commercial confidentiality in relation to trading activities or intentions; liquidity of the market (which may make it difficult to execute an order); order information leakage; trading conflict; market conduct; market impact; venue liquidity and counterparty risk.

The relative importance of these factors shall be determined by reference to the "**execution factors**" being:

- (1) the characteristics of the client including the categorisation of the client as a professional client;
 - (2) the characteristics of the client order;
 - (3) the characteristics of the financial instrument that is subject to the order; and
 - (4) the characteristics of the Brokers and/or Execution Venues to which that order can be directed;
- (B) to establish and implement a policy (set out in section 2 below) to enable it to comply with the obligation to take all sufficient steps to obtain the best possible result for its clients. The policy must identify, in respect of each relevant class of instruments:
- (1) in the case of orders that CLSA places with a Broker for execution, each such Broker. The Brokers identified must have execution arrangements that will enable CLSA to comply with its obligations in relation to best execution;
 - (2) in the case of transactions that CLSA itself executes directly on behalf of its clients, the Execution Venues on or with which it executes those transactions. The Execution Venues identified must at least include those that enable CLSA to obtain on a consistent basis the best possible result for the execution of client orders; and
 - (3) the factors affecting CLSA's choice of Brokers and Execution Venues;
- (C) to provide appropriate information (some of which is prescribed by the FCA Rules) to its clients on the policy and to obtain clients' consent to the policy;
- (D) to monitor on a regular basis the effectiveness of the policy and, in particular, the execution quality of the Brokers and Execution Venues

identified in that policy and, where appropriate, correct any deficiencies; and

- (E) to review the policy at least annually and whenever a material change occurs that affects the firm's ability to continue to obtain the best possible result for its clients; and to notify you of any material changes to our order execution arrangements or this policy.

2 The Execution Policy

2.1 This is the policy referred to above which is required by the FCA Rules.

2.2 All CLSA employees who are responsible for placing orders with Brokers for execution by those Brokers and/or for directly executing transactions on behalf of clients must ensure that any such activities are conducted in accordance with the requirements and guidance set out in this Policy.

Application

2.3 This policy will not apply to the extent that CLSA:

- (A) follows specific instructions from a client when executing client orders or placing an order with, or transmitting an order to, another entity for execution. CLSA will execute in accordance with those instructions. **Clients should be aware that following specific client instructions may prevent CLSA from taking steps it has designed and implemented in this Policy to obtain the best possible execution result for those orders.** Where a client's specific instructions only relate to part of an order, this policy will apply to those aspects of the order not covered by the specific instructions. CLSA may be in receipt of specific instructions from clients where it receives orders from clients via a direct market access system which specify the Execution Venue on which such orders are to be executed. In following specific instructions, CLSA shall be deemed to have taken all sufficient steps to obtain the best possible result in respect of an order for its client;
- (B) only provides prices to its clients at which it would be willing to buy or sell (without dealing); or
- (C) deals with its clients on a 'request for quote' ("**RFQ**") basis and the quote would meet the firm's obligations to take all sufficient steps to obtain the best possible result if the firm executed that quote at the time it was provided (unless the quote is manifestly out of date).

2.4 CLSA does not, and does not have permission to, deal with retail clients (as defined in the FCA Rules). This means that CLSA is entitled to assess the best possible result for its clients in terms of the various execution factors and not simply on the basis of the total consideration (price and cost). As explained above, CLSA shall not owe an obligation to obtain best execution when it deals with clients whom it has categorised as eligible counterparties for the purposes of the FCA Rules (except where CLSA has agreed with an eligible counterparty that it *will* take all sufficient steps to obtain the best possible result).

Fixed Income

- 2.5 CLSA's Fixed Income department operates on a purely RFQ basis whereby most clients are not legitimately relying on CLSA in relation to the execution of transaction on the basis that the nature of the market is that a client will generally request quotes from a number of different dealers from which the client will have transparency and choice of the prices at which transactions can be effected in the market. In accordance with the FCA Rules, RFQ markets are not subject to the general provisions of the FCA's Best Execution requirements and therefore do not apply.
- 2.6 However, where a client is relying on CLSA to work a specific order, CLSA will, subject to specific instructions from the client, provide a quote that meets CLSA's obligation to take all sufficient steps to obtain the best possible result for its client.

Execution Venues

- 2.7 CLSA may use one or more of the types of Execution Venue as set out in section 1.1(A) above.
- 2.8 CLSA may execute orders on behalf of clients directly on exchanges, multilateral trading facilities or organised trading facilities.
- 2.9 Schedule 1 to this policy lists the particular venues regional affiliates and third party brokers by financial instrument used by CLSA to execute orders.

Placing Orders with Brokers

- 2.10 In choosing the Brokers that appear in Schedule 1, CLSA has taken care to select those Brokers that, in CLSA's view, consistently provide a high quality execution service, taking account of the relevant execution factors for the relevant Instrument Class. In general CLSA will select affiliates as Brokers where possible. When it is not possible to select an affiliate, CLSA will enter into arrangements with Brokers based upon cost, their ability to execute independently, their market reputation, their technology and their competitive positioning. Where CLSA places an order with a Broker for execution by that Broker, CLSA is not responsible for controlling or influencing the arrangements made by the Broker relating to the execution of that order (e.g., CLSA does not control the Broker's choice of execution venues, such as exchanges, multilateral trading facilities or organised trading facilities). CLSA is not required to duplicate the efforts of the Broker to whom an order is passed in ensuring the best possible result.

Direct Execution of Orders

- 2.11 In choosing the Execution Venues that appear in Schedule 1, CLSA has taken care to select those Execution Venues that, in CLSA's view, enable it to obtain on a consistent basis the best possible results for its clients. The selection process takes into account such factors as liquidity, integrity of marketplace and price formation. CLSA may use direct market access facilities (e.g., trading systems provided by its Brokers that allow it to transact (in the Broker's name) directly on a regulated market) to effect the execution of trades on behalf of its clients.

Choosing Between Order Placement and Direct Execution

- 2.12 CLSA will determine whether to place an order with a Broker or to execute an order directly on an Execution Venue according to the nature of the order and the market in which the relevant order is to be executed. In determining whether to place an order with a Broker or to execute directly, CLSA will have regard to the relative importance of the execution factors. In certain markets, it will only be possible to execute client orders by placing them with a Broker in the relevant market.

Executing / Placing Orders with Execution Venues / Brokers that are not listed in Schedule 1

- 2.13 CLSA employees must not directly execute orders with an Execution Venue or place orders with a Broker that is not listed in Schedule 1 to this policy unless there are exceptional circumstances. Exceptional circumstances might include where CLSA wishes to trade in an unusual financial instrument that cannot be executed with or by one of the Execution Venues or Brokers already listed (either at all or in a manner that would be likely to achieve the best possible result for the client). Any execution of a transaction with an Execution Venue or placing of an order with a Broker that falls outside the list of Execution Venues and Brokers must be pre-approved by CLSA's Best Execution Committee. CLSA's procedures for assessing new Brokers and Execution Venues include a requirement for them to be assessed in terms of their ability to enable CLSA to comply with its obligations under this policy and to be included within Schedule 1 before trading with, or on, them can commence.

Relative importance of execution factors for Equities

- 2.14 Each order is reviewed by a sales trader who will evaluate the order in the context of the client instructions and execution factors, and trade directly as appropriate or transmit the order to a Broker with specific trading instructions.
- 2.15 CLSA or its Broker will take into account a range of execution factors. The usual order of priority will be as follows:
- (A) price;
 - (B) speed;
 - (C) likelihood of execution;
 - (D) size;
 - (E) costs; and
 - (F) any other relevant execution factor (including those set out in paragraph 1.2(A) above).
- 2.16 However, various execution factors may be more or less important in certain circumstances, and the prioritisation will be subject to any specific instructions CLSA receives from the client.
- 2.17 In particular, in illiquid markets CLSA will prioritise the key execution factors in the following way:

- (A) likelihood of execution;
- (B) price;
- (C) speed;
- (D) size;
- (E) costs;
- (F) any other relevant execution factors.

Relative importance of execution factors for Fixed Income

- 2.18 As described in paragraph 2.5 above, CLSA mostly operates on RFQ basis in respect of Fixed Income and so is not required to comply with the FCA's Best Execution rules. However, in the exceptional circumstances where a client is relying on CLSA to work an order, the prioritisation of execution factors is as above.

Execution strategies

- 2.19 The sales trader may consult the client to discuss the trade execution strategy which may involve discussing various execution factors. Information provided by the client may impact the execution strategy CLSA uses. CLSA's strategy may include executing orders immediately, or working orders over a period of time.
- 2.20 These considerations are part of all sufficient steps CLSA takes to obtain the best possible execution result on a consistent basis in accordance with the FCA Rules.

Limit orders

Clients have the option to give a limit order to CLSA. Unless a client expressly instructs otherwise, CLSA must, in the case of a client limit order in respect of shares admitted to trading on a regulated market or traded on a trading venue which is not immediately executed under prevailing market conditions, take measures to facilitate the earliest possible execution of that order.

Aggregation of orders

- 2.21 CLSA will generally not aggregate any client orders with other orders, whether belonging to other clients or to a member of the CLSA Group or its clients. However, in certain circumstances aggregation of client orders may occur when the following conditions are met:
- (A) It is unlikely that the aggregation of orders and transactions will work overall to the disadvantage of any client whose order is to be aggregated;
 - (B) It is disclosed to each client whose order is to be aggregated that the effect of aggregation may work to its disadvantage in relation to a particular order;
 - (C) An order allocation policy is established and effectively implemented by CLSA providing for the fair allocation of aggregated orders and transactions including how the volume and price of orders determines allocations and the treatment of partial executions.

2.22

The factors affecting the choice of Execution Venue or Broker

- 2.23 In relation to an order, an Execution Venue or Broker will be selected as is appropriate in view of the size and nature of the relevant order. CLSA will select Execution Venues and Brokers based on their track records of achieving the best result in terms of the execution factors taking into account, in particular, the geographic and market coverage of the relevant Execution Venue or Broker.

Over-the counter trades

- 2.24 When executing orders or using a Broker to deal in financial instruments over-the-counter, CLSA will check that the price quoted is fair by taking into account market data, including comparing that price with similar instruments (where available).
- 2.25 There may be counterparty risk when executing an order outside a trading venue. On request by the client, CLSA can provide additional information about the potential impact on the execution of orders when executing over-the-counter.

Monitoring and Reviewing this Policy

- 2.26 CLSA has an obligation to monitor the effectiveness of its order execution arrangements and this policy. This obligation has been incorporated into CLSA's general compliance monitoring process and business procedures and policies.
- 2.27 CLSA assesses, on a regular basis, whether the execution venues listed in Schedule 1 provide the best possible result for clients or whether it needs to make changes to its execution arrangements. The assessment takes into account the information on execution quality published by execution venues and brokers in accordance with MiFID II. CLSA also conducts regular reviews through random sampling of transactions to ascertain whether the best possible result was obtained in respect of those transactions.

Review of Policy

- 2.28 At least annually, CLSA will review this policy and its execution arrangements. The review will focus on whether CLSA would obtain better results for its clients if it was to:
- (A) include additional or different Execution Venues or Brokers;
 - (B) assign a different relative importance to the execution factors; or
 - (C) modify the process by which Execution Brokers and Venues are selected
 - (D) modify any other aspects of this policy and/or its execution arrangements.

CLSA will also review this policy and/or its execution arrangements whenever a material change occurs that could affect its ability to obtain the best possible result for the execution of its clients' orders on a consistent basis, for example, a significant event that could impact the parameters of best execution such as the execution factors specified in Section 2 above. CLSA will assess whether a material change has occurred and consider making changes to the relative importance of the best execution factors.

The reviews will be supervised by Compliance and this requirement has been incorporated into CLSA's compliance monitoring process.

Client Notification / Consent Requirements

- 2.29 CLSA has an obligation to provide its clients with appropriate information on this policy. Where CLSA executes orders on behalf of a client, it will also have an obligation to obtain the client's consent to this policy. By accepting our terms of business, you consent to your transactions being executed in accordance with this policy.
- 2.30 To the extent that CLSA makes any material changes to this policy (whether pursuant to the review process or otherwise), it will notify the changes to its clients. Compliance will ensure that such notifications are made.

Annual Publication of Top 5 Execution Venues

- 2.31 Each year CLSA will publish data on the top five Execution Venues and the top five Brokers CLSA has used during the previous year (RTS28 Report). The top five Execution Venues and Brokers will be based on trading volume (i.e. the number of financial instruments traded times price for each transaction, cumulated for the year) for each class of financial instrument for the preceding year.
- 2.32 CLSA will also publish an annual report on CLSA's website providing a summary of the analysis and conclusions drawn from CLSA's monitoring of the quality of execution obtained on the Execution Venues – we don't do this? I would delete this part.

Schedule 1 - Execution Venues and Financial Instruments

The classes of financial instruments are set out in **Annex 1 of Delegated Regulation (EU) 2017/576**.

Asset Class	Region	Venues, regional affiliates, or third party brokers who may be used to execute CLSA (UK) client orders
Bonds	Global	BLOOMBERG TRADING FACILITY B.V. MTF
Bonds	Global	BLOOMBERG TRADING FACILITY LIMITED MTF
Bonds	Global	CSI Capital Management Limited
Bonds	Global	MARKETAXESS EUROPE LIMITED MTF
Bonds	Global	MARKETAXESS NL B.V. MTF
Equities	AMER	CLSA Americas LLC
Equities	APAC	Alfalah CLSA Securities (Private) Limited
Equities	APAC	CL Securities Taiwan Co. Ltd.
Equities	APAC	CLSA Australia Pty. Ltd.
Equities	APAC	CLSA India Private Limited
Equities	APAC	CLSA Limited
Equities	APAC	CLSA Philippines, Inc.
Equities	APAC	CLSA Securities (Thailand) Ltd
Equities	APAC	CLSA Securities Japan Co., Ltd
Equities	APAC	CLSA Securities Korea Ltd
Equities	APAC	CLSA Securities Malaysia Sdn. Bhd
Equities	APAC	CLSA Singapore Pte Ltd
Equities	APAC	CT CLSA Holdings Limited
Equities	APAC	PT CLSA Sekuritas Indonesia
Equities	EMEA	Arqaam Capital Limited
Equities	EMEA	Banque Pictet & Cie SA
Equities	EMEA	BGC Brokers LP
Equities	EMEA	Forte Securities Limited London
Equities	EMEA	Goldman Sachs International
Equities	EMEA	Kepler Cheuvreux
Equities	EMEA	Merrill Lynch International London.
Equities	EMEA	RBC Europe Limited.
Equities	EMEA	Virtu ITG Europe Limited.
Equities	EMEA	London Stock Exchange
Equities	Global	CLSA Global Markets Pte Ltd.
Exchange Traded Products	Global	Jane Street