



Ronseal Pension Scheme

Implementation Statement for year ended 5 April 2023
September 2023

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Introduction

This statement has been prepared by the Trustees (the "Trustees") of the Ronseal Pension Scheme (the "Scheme") with input from their Investment Consultants. The statement demonstrates how the Trustees have acted on certain policies within their Statement of Investment Principles (SIP).

Each year the Trustees must produce an Implementation Statement that demonstrates how they have followed certain policies within their SIP over the Scheme year. This Implementation Statement covers the year from 6 April 2022 to 5 April 2023.

This Implementation Statement has been prepared in accordance with the Occupational Pension Schemes (Investment and Disclosure) Regulations 2005 Amendments and is in respect of the Defined Benefit (DB) investments held by the Scheme. Note that this excludes any Additional Voluntary Contribution investments held by the Scheme.

Trustees of DB pension schemes are required to provide details of how, and the extent to which, their SIP policies on engagement with investee companies have been followed over the year, including a description of their voting behaviour, the most significant votes cast and any use of a proxy voter on their behalf over the year.

SIP policies

This implementation statement should be read in conjunction with the Scheme's SIP covering the year under review, which gives details of the Scheme's investment policies along with details of the Scheme's governance structure and objectives.

The Scheme's SIP in place during the Scheme year states the following policies on the exercise of voting rights and engagement activities related to their investments:

- The Trustees have delegated the responsibility for the exercise of all rights (including voting rights) attaching to investments to the investment manager.
- The Trustees' policy in relation to any rights (including voting rights) attaching to its investments is to exercise those rights to protect the value of the Scheme's interests in the investments.
- The Trustees expect the Investment Manager to engage with investee companies on aspects such as performance, strategy, capital structure, management of actual or potential conflicts of interest, risks, corporate governance, social and environmental issues concerning the Trustees' investments.
- The Trustees recognise the importance of ESG factors on long term investment performance and both immediate and future downside risks.
- The Trustees will also monitor the voting activity of the Investment Manager to ensure votes are being used and are aligned to their views on ESG.
- The Trustees will review the engagement activity of the Investment Manager to ensure that active engagement is taking place where possible to influence positive change in relation to ESG factors within investee companies.

This Implementation Statement reviews the voting and engagement activities, as well as the extent to which the Trustees believes their policies have been followed, over the 12-month period to the year end 5 April 2023.

Description of voting behaviour

The Trustees review and monitor the voting and engagement activity taken by the investment manager, Legal & General Investment Management ("LGIM") on their behalf. Information published by LGIM provides the Trustees with comfort that their voting and engagement policies have been followed during the year.

Over the year to 5 April 2023, the Scheme was invested in one mandate where the underlying assets included publicly listed equities. This is the World Equity Index Fund managed by LGIM. The following table shows LGIM's voting summary covering the Scheme's investment in the World Equity Index Fund over the period 1 April 2022 – 31 March 2023. Note that this is because, at time of reporting, LGIM was only able to provide data to standard quarter ends.

LGIM World Equity Index Fund	1 April 2022 – 31 March 2023
No. of meetings eligible to vote at	3,145
No. of resolutions eligible to vote on	38,823
Eligible resolutions voted on	99.9%
Of resolutions voted on, resolutions voted with management	78.8%
Of resolutions voted on, resolutions voted against management	20.5%
Of resolutions voted on, resolutions abstained from voting	0.7%
Percentage of eligible meetings where LGIM voted at least once against management	75.6%
Percentage of voted resolutions where LGIM voted contrary to the recommendation of their proxy adviser	14.4%

Note: totals may not sum due to rounding.

Proxy voting

The Trustees did not employ a proxy-voting service during the year under review.

LGIM votes by proxy as, given the scale of its holdings, the manager cannot be present at all shareholder meetings to cast votes. LGIM votes by proxy through the Institutional Shareholder Services' (ISS) electronic voting platform. It should be noted that all voting decisions are made by LGIM using its individual market specific voting policies, with LGIM's own research only supplemented by ISS recommendations and research reports produced by the Institutional Voting Information Service (IVIS). To ensure LGIM's proxy provider votes in accordance with their position on ESG, LGIM have put in place a custom voting policy with specific voting instructions.

How engagement policies have been followed

The Trustees review and monitor the voting and engagement activity taken on their behalf on an annual basis. The information published by the Investment Manager has provided the Trustees with comfort that their voting and engagement policies have been largely followed during the year.

As set out in the SIP, the Trustees expect LGIM to engage with investee companies on aspects such as performance, strategy, capital structure, management of actual or potential conflicts of interest, risks, corporate governance, social and environmental issues concerning the Trustees' investments.

Details of specific voting and engagement topics are shown in the following table:

Voting and Engagement topic	Policy followed in the opinion of Trustees?	Comments
Performance of debt or equity issuer	✓	LGIM voting and engagement policies do not cover the past financial performance of investee companies. However, the voting and engagement which has been undertaken aims to improve the long-term future performance of the investee companies.
Strategy	✓	LGIM believes that board independence, diversity and remuneration can have a financially material impact on the assets it invests within, with the Board ultimately responsible for the strategy for any company that LGIM invests in or holds as a counterparty. LGIM have clear voting policies covering each of these topics and have acted on them throughout the Scheme year on behalf of the Trustees.

Risks	✓	LGIM has clear voting policies on ensuring that companies manage risk effectively and have robust internal controls. As an example of reducing risk, LGIM encourages all audit committee chairs globally to have a financial background and be entirely comprised of independent non-executive directors.
Social and environmental impact	✓	LGIM has stated that it will vote against the chair of the board if it believes insufficient action is being taken on the issue of climate change. LGIM has engaged with companies that have poor climate scores relative to their size and for those that don't meet minimum standards and if these minimum standards are not met over time, LGIM may look to divest until progress is shown.
Corporate governance	✓	LGIM's policy from 2020 is to vote against all elections which combine the roles of CEO and Chair. LGIM has reinforced their position on leadership structures across our stewardship activities such as via individual corporate engagements and director conferences.
Conflicts of interest	✓	Remuneration of personnel can lead to conflicts of interest between the principal (shareholder) and agent (management). Over the period under review, LGIM voted against incentive awards which did not have performance conditions, as these awards would not fully align remuneration with company performance.
Capital structure	✓	LGIM has policies on voting in respect of resolutions regarding changes to company capital structure such as share repurchase proposals and new share issuance. For example, LGIM has a policy that newly issued shares should not expose minority shareholders to excessive dilution.

Significant votes

In determining significant votes, LGIM's Investment Stewardship team takes into account the criteria provided by the Pensions & Lifetime Savings Association (PLSA) guidance. This includes but is not limited to:

- High profile vote which has such a degree of controversy that there is high client and / or public scrutiny;
- Significant client interest for a vote: directly communicated by clients to the Investment Stewardship team at LGIM's annual Stakeholder roundtable event, or where LGIM note a significant increase in requests from clients on a particular vote;
- Sanction vote as a result of a direct or collaborative engagement;
- Vote linked to an LGIM engagement campaign, in line with LGIM Investment Stewardship's 5-year ESG priority engagement themes.

A large number of the most significant votes cast by LGIM related to the election of directors with the majority of instances being against such resolutions or in favour of requiring an independent board chair. LGIM has a longstanding policy advocating for the separation of the roles of CEO and board chair noting the belief that the two roles are substantially different and require distinct skills and experiences. Since 2015 LGIM has supported shareholder proposals seeking the appointment of independent board chairs, and since 2020 LGIM has adopted the view of voting against all combined board chair/CEO roles.

A number of significant votes also related to favouring of reports or goals related to climate change such as a Report on Physical Risks of Climate Change for Alphabet Inc. LGIM noted its expectation of companies to be taking sufficient action on the key issue of climate change.

LGIM publicly communicates its vote instructions on its website with the rationale for all votes against management. LGIM have provided examples of what they believe to be the most significant votes cast on the Trustees' behalf during the period.

Engagement with investee companies

Exercising voting rights is not the only method of influencing behaviours of investee companies. Non-equity investments such as the Scheme's corporate bond holdings can also include engagement activities but these investments do not carry voting rights.

The Trustees expect the Investment Manager to engage with investee companies on aspects such as performance, strategy, capital structure, management of actual or potential conflicts of interest, risks, corporate governance, social and environmental issues concerning the Trustees' investments.

LGIM actively engages with the investee companies via direct messages and meetings with management and engagements via email to influence positive ESG practice. It is also noted that there is substantial overlap between the companies in which LGIM holds debt and equity and so, while the corporate bond mandate does not hold voting rights, LGIM's position as the equity holder elsewhere will likely result in them having voting rights to compound the impact and influence that LGIM has on each company's practices.

LGIM's voting and engagement activities are driven by ESG professionals and their assessment of the requirements in these areas seeks to achieve the best outcome for clients. LGIM's voting policies are reviewed annually and take into account client feedback.

Over the 12 months to 31 March 2023, LGIM undertook 1,088 engagements with 950 companies. Some engagements cover multiple topics and LGIM has provided the following summary:

- 571 on environmental topics;
- 327 on social topics;
- 433 on governance issues; and
- 123 on other topics including finance and strategy.

The top five engagement topics included climate change, remuneration, board composition, strategy and climate impact pledges.

The engagement statistics for each of the funds invested in, excluding the two government bond funds, are shown below. The engagement statistics are for the 12-month period to 31 March 2023.

	Total engagements	No. unique companies engaged	Environmental topics	Social topics	Governance topics	Other topics
LGIM World Equity Index Fund	595	366	311	182	245	95
LGIM Managed Property Fund	33	15	23	1	8	1

The remainder of the Scheme's assets are invested in nominal and index-linked government bonds with the purpose of reducing risk by hedging the exposure to interest rate and inflation inherent in the Scheme's liabilities. LGIM has governance practices in place to capture key regulatory developments which might influence the future management and performance of these assets.

Extent to which the Trustees' policies have been followed during the year

Having reviewed the actions taken by LGIM, the Trustees believe that their policies on engagement and voting rights (where applicable) have been implemented appropriately and in line with the Investment Manager's policies over the year. The Trustees will continue to monitor the actions taken on their behalf each year whilst pressing for improved information from LGIM, particularly with respect to ESG factors.

If the Investment Manager deviates substantially from the Trustees' stated policies, the Trustees will initially engage with LGIM in an attempt to influence its policies on ESG and stewardship. If it is concluded that the difference between

the policies and LGIM's actions are material, the Trustees will consider terminating the mandate and appointing a replacement manager more closely aligned with the Trustees' policies and views.

For and on behalf of the Trustees of the Ronseal Pension Scheme

September 2023

