

# *Implementation Statement, covering the Scheme Year from 1 April 2023 to 31 March 2024*

The Trustee of the UBM Pension Scheme (the “Scheme”) is required to produce a yearly statement to set out how, and the extent to which, the Trustee has followed its Statement of Investment Principles (“SIP”) during the Scheme Year, as well as details of any review of the SIP during the Scheme Year, subsequent changes made with the reasons for the changes, and the date of the last SIP review. Information is provided on the last review of the SIP in Section 1 and on the implementation of the SIP in Sections 2-8 below.

The Statement is also required to include a description of the voting behaviour during the Scheme Year by, and on behalf of, the Trustee (including the most significant votes cast by the Trustee or on its behalf) and state any use of the services of a proxy voter during that year. This is provided in Section 9 below.

In preparing the Statement, the Trustee has had regard to the [guidance on Reporting on Stewardship and Other Topics through the Statement of Investment Principles and the Implementation Statement](#), issued by the Department for Work and Pensions (“DWP’s guidance”) in June 2022.

This Statement is based on the Scheme’s latest SIP which was in place during the Scheme Year – dated August 2023.

This Statement should be read in conjunction with the latest SIP which can be found online here: <https://www.informa.com/investors/pension-schemes/>

## **1. Introduction**

The Trustee reviewed the Scheme’s SIP in February 2023, and agreed to update it. This was predominantly to reflect changes to the Scheme’s investment strategy agreed during the previous Scheme Year to 31 March 2023 (see last year’s Implementation Statement for further details). The Trustee’s policies on voting and engagement were also updated as part of this, including adding details of the Trustee’s key stewardship priority: Climate Change. The updates to the SIP were finalised in August 2023.

As part of this SIP update, the employer was consulted and confirmed it was comfortable with the changes.

The Trustee has, in its opinion, followed all of the policies in the Scheme’s SIP during the Scheme Year. The following Sections provide detail and commentary about how and the extent to which it has done so.

## **2. Investment objectives**

In relation to the DB section of the Scheme, the Trustee’s primary objectives are:

- that the Scheme should be able to meet benefit payments as they fall due; and
- that the Scheme’s funding position (ie the value of its assets relative to the assessed value of its liabilities) should be at an appropriate level.

Progress against the Scheme’s statutory Technical Provisions and an informal long-term self-sufficiency basis is reviewed as part of the quarterly performance monitoring reports provided by the Trustee’s investment adviser and regular funding updates from the Scheme Actuary. As at 31 March 2024 the Scheme was fully funded on both its Technical Provisions basis and its informal long-term funding target basis. In addition, the Trustee remains comfortable that the level of risk and expected return remains appropriate.

The Trustee has in place a cash flow policy to ensure benefit payments are met and this was followed over the Scheme Year, with the position monitored on a monthly basis between the Scheme’s administrators and investment advisers, with disinvestments arranged as required.

The Trustee’s objective for the DC section of the Scheme is to provide members with access to an appropriate range of investment options, reflecting the membership profile and the variety of ways that members can draw their benefits in retirement. The DC section of the Scheme is closed to new members and new contributions from existing members. There is no default investment arrangement. The Scheme is not used as a qualifying scheme for automatic enrolment purposes.

The Trustee also provides DC members with access to a range of investment options which it believes are suitable for this purpose and enable appropriate diversification. The Trustee has made available a self-select fund range to

members covering all major asset classes as set out in the SIP. The Trustee selected the range of investments taking into consideration the members' demographics and the variety of ways that members may draw benefits in retirement from the Scheme. The Trustee monitors the funds offered to members (including an assessment of performance, charges and any changes to the funds) through an annual report produced by the Trustee's investment adviser. Over the Scheme year, there were no material changes.

### **3. Investment strategy**

The Trustee did not review the DB investment strategy over the Scheme Year.

The Trustee reviewed the DC and AVC arrangements during the Scheme Year. This was supported by the annual DC and AVC report from its investment advisers, which was considered at the August 2023 Investment Sub-Committee ("ISC") meeting. This report did not highlight any necessary changes to the DC investment strategy.

### **4. Considerations in setting the investment arrangements**

The Trustee invests for the long term, to provide for the Scheme's members and beneficiaries. To achieve good outcomes for members and beneficiaries over this investment horizon, the Trustee therefore seeks to appoint managers whose stewardship activities are aligned to the creation of long-term value and the management of long-run systemic risks.

The Scheme's investment adviser, LCP, monitors the investment managers on an ongoing basis through regular research meetings. The investment adviser monitors any developments at managers and informs the Trustee promptly about any significant updates or events they become aware of regarding the Scheme's investment managers that may affect the managers' ability to achieve their investment objectives. This includes any significant change to the investment process or key staff for any of the funds the Scheme invests in, or any material change in the level of diversification in the fund. There were no significant changes over the Scheme Year that caused the Trustee concern.

The Trustee monitors the performance of the Scheme's DB investment managers on a quarterly basis, using a monitoring report prepared by the investment adviser. The report shows the performance of each fund over the quarter, one year and three years. Performance is considered in the context of the manager's benchmark and objectives. The Trustee also monitors its managers' responsible investment capabilities using scores provided by its investment adviser, on a biannual basis, the last such report being in early 2022.

The Trustee monitors the performance of the Scheme's DC and AVC assets on an annual basis, using a report prepared by the investment adviser.

#### **4.1 Policy towards risk**

Risks are monitored on an ongoing basis with the help of the investment adviser.

The Trustee maintains a risk register and sections of it are discussed in rotation at Administration and Investment Sub-Committees and Trustee quarterly meetings.

The Trustee's policy for some risks, given their nature, is to understand them and to address them if it becomes necessary, based upon the advice of the Scheme's investment adviser or information provided to the Trustee by the Scheme's investment managers. These include credit risk, equity risk, currency risk, collateral adequacy risk, ESG (including climate) risk and the risk of inadequate returns.

With regard to the risk of inadequate returns, as at 31 March 2024 the best estimate expected return on the Scheme's assets was gilts + 1.2%. This was expected to be sufficient to produce the return needed over the long-term to remain fully funded on the Scheme's informal long-term funding target of gilts+0.5% pa.

The Scheme's interest and inflation hedging levels are monitored on an ongoing basis in the quarterly monitoring report. Over the Scheme Year the Scheme's hedging levels were broadly in line with the target levels.

Currency risk within the Scheme was largely unchanged over the year (with the only unhedged overseas currency exposure coming from the actively managed Newton Real Return Fund).

With regard to collateral adequacy risk, the Trustee monitors the collateral position within the LDI portfolio against optimal and critical levels, as reported by the LDI manager on a quarterly and ad-hoc basis. The intention is to maintain at least the optimal level of collateral within the LDI portfolio, and this was the case over the Scheme Year.

Together, the investment and non-investment risks set out in Appendix 2 of the SIP give rise generally to funding risk. The Trustee formally reviews the Scheme's funding position as part of its annual actuarial report to allow for changes in market conditions. On a triennial basis the Trustee reviews the funding position allowing for membership and other experience. The Trustee also informally monitors the funding position more regularly, on a quarterly basis at Trustee meetings. The quarterly investment reports contain analysis of the developments in the Scheme's funding level since the last actuarial valuation.

The following risks are covered earlier in this Statement: diversification risk in Sections 3 and 5, investment manager risk and excessive charges in Section 5, illiquidity/marketability risk in Section 6 and ESG risks in Sections 7 and 8.

## **5. Implementation of the investment arrangements**

The Trustee is comfortable with the Scheme's investment manager arrangements and has not made any changes to its manager arrangements over the Scheme Year.

The Trustee evaluates manager performance over both shorter and longer periods, encourages managers to improve practices and considers alternative arrangements where managers are not meeting performance objectives. The Trustee received quarterly performance reports from its investment adviser over the Scheme Year.

The Trustee also regularly invites the Scheme's investment managers to present at Trustee meetings, seeing each manager approximately once every year. Over the Scheme Year, the Trustee met with M&G, Aviva, LGIM and Newton to discuss the Scheme's investments.

For the DC section, the Trustee monitors the performance of the Scheme's investment managers and carries out a high-level value for members' assessment on an annual basis. The annual report covering the period to 31 March 2023 was considered by the Trustee at its August 2023 ISC meeting, with the Trustee concluding that the majority of members were receiving good value for money.

## **6. Realisation of investments**

The Trustee reviews the Scheme's net current and future cashflow requirements on a regular basis. The Trustee's policy is to have access to sufficient liquid assets in order to meet any outflows whilst maintaining a portfolio which is appropriately diversified across a range of factors, including suitable exposure to both liquid and illiquid assets.

Over the year, the Trustee took income from the Scheme's property, illiquid credit, and liquid credit portfolios to help meet benefit payments. The Trustee also set up a monthly standing order with LGIM to receive income from the LDI portfolio. Where any shortfalls arose the Trustee arranged, via the Scheme's administrators and after advice from its investment advisers, disinvestments from the Scheme's liquid assets to cover this shortfall.

The Trustee undertook a number of asset transfers between the Scheme's investment arrangements during the Scheme Year. This included switching from the LGIM Maturing Buy & Maintain Credit Funds to LGIM's new Future World Net Zero Maturing Buy & Maintain Credit Fund, as part of the implementation of the strategy changes agreed during the previous Scheme Year. The Trustee also reinvested proceeds received from the Scheme's property funds in the LGIM Future World Net Zero Maturing Buy & Maintain Credit Fund to move the Scheme towards its strategic asset allocation.

For the DC section, it is the Trustee's policy to invest in funds that offer daily dealing to enable members to readily realise and change their investments. All of the DC section funds which the Trustee offered during the Scheme Year are daily priced with the exception of one which is weekly priced – the Trustee is considering whether to move this fund to an equivalent daily priced version.

## **7. Financially material considerations, non-financial matters**

As part of its advice on the selection and ongoing review of the investment managers, the Scheme's investment adviser, LCP, incorporates its assessment of the nature and effectiveness of managers' approaches to financially material considerations (including climate change and other ESG considerations), voting and engagement.

Over the Scheme Year, the ISC met with M&G, Aviva, Newton and LGIM to discuss the Scheme's investments. This included engaging with each of the managers on ESG, voting and engagement topics. The Trustee was satisfied with the answers provided by the managers.

No specific actions have been taken in relation to the selection, retention, or removal of managers as a result of member and beneficiary views.

Within the DC Section, the Trustee recognises that some members may wish for ethical matters to be taken into account in their investments and therefore, it has made available the LGIM Ethical UK Equity Index Fund as an investment option to members.

## 8. Voting and engagement

The Trustee has delegated to the investment managers the exercise of rights attaching to investments, including voting rights, and engagement. However, the Trustee takes ownership of the Scheme's stewardship by monitoring and engaging with managers and escalating as necessary as detailed below.

As part of its advice on the selection and ongoing review of the investment managers, the Scheme's investment adviser, LCP, incorporates its assessment of the nature and effectiveness of managers' approaches to voting and engagement.

Following the introduction of DWP's guidance, in December 2022 the Trustee agreed to set stewardship priorities to focus monitoring and engagement with its investment managers on specific ESG factors. The Trustee retained 'Climate Change' as its key stewardship priority over the Scheme Year. As mentioned in the previous section, the Trustee met with each of the Scheme's managers over the year and was satisfied with the answers provided by the managers on their voting and engagement.

The Trustee is conscious that responsible investment, including voting and engagement, is rapidly evolving and therefore expects most managers will have areas where they could improve. Therefore, the Trustee aims to have an ongoing dialogue with managers to clarify expectations and encourage improvements.

## 9. Description of voting behaviour during the Scheme Year

All of the Trustee's holdings in listed equities are within pooled funds and the Trustee has delegated to its investment managers the exercise of voting rights. Therefore, the Trustee is not able to direct how votes are exercised and the Trustee itself has not used proxy voting services over the Scheme Year. However, the Trustee monitors managers' voting and engagement behaviour on an annual basis, through its regular meetings with the managers and the production of this statement, and challenges managers where their activity has not been in line with the Trustee's expectations.

In this section we have sought to include voting data in line with the Pensions and Lifetime Savings Association (PLSA) guidance, PLSA Vote Reporting template and DWP's guidance, on the Scheme's funds that hold equities as follows:

- Newton Real Return Fund
- LGIM Multi-Asset (formerly Consensus) Fund
- LGIM Global Equity Fixed Weights (50:50) Index Fund
- LGIM Global Equity (70:30) Index Fund
- LGIM North America Equity Index Fund
- LGIM Europe (Ex UK) Equity Index Fund
- LGIM UK Equity Index Fund
- LGIM Asia Pacific (Ex Japan) Developed Equity Index Fund
- Prudential With Profits Fund

We have not yet received data from Clerical Medical for its With Profits fund (for the DC section), so this fund is omitted from the Statement. Where voting information was unavailable, the Trustee will continue to work with its advisers and investment managers with the aim of providing this voting information in future implementation statements.

We have omitted the Scheme's other funds (eg property, credit, LDI and liquidity funds) on materiality grounds since these are not expected to hold any physical equity holdings, and any holdings with voting rights attached to them would only be a small proportion of the Scheme's total assets. The Trustee is not aware that any of these funds had voting opportunities during the Scheme Year.

### 9.1 Description of the voting processes

For assets with voting rights, the Trustee relies on the voting policies which its managers have in place.

#### 9.1.1 Newton

Newton has established overarching stewardship principles which guide its ultimate voting decision, based on guidance established by internationally recognised governance principles including the OECD Corporate Governance Principles, the ICGN Global Governance Principles, the UK Investment Association's Principles of Remuneration and the UK Corporate Governance Code, in addition to other local governance codes. All voting

decisions are taken on a case-by-case basis, reflecting its investment rationale, engagement activity and the company's approach to relevant codes, market practices and regulations. These are applied to the company's unique situation, while also taking into account any explanations offered for why the company has adopted a certain position or policy. It is only in the event that Newton recognises a material conflict of interest that it applies the vote recommendations of its third-party voting administrator.

Newton seeks to make voting decisions that are in the best long-term financial interests of its clients and which seek to support investor value by promoting sound economic, environmental, social and governance policies, procedures and practices through the support of proposals that are consistent with the following four key objectives:

- to support the alignment of the interests of a company's management and board of directors with those of the company's investors;
- to promote the accountability of a company's management to its board of directors, as well as the accountability of the board of directors to the company's investors;
- to uphold the rights of a company's investors to effect change by voting on those matters submitted for approval; and
- to promote adequate disclosure about a company's business operations and financial performance in a timely manner.

The Responsible Investment team reviews all resolutions for matters of concern. Any such contentious issues identified may be referred to the appropriate global fundamental equity analyst or portfolio manager for comment. Where an issue remains contentious, Newton may also decide to confer or engage with the company or other relevant stakeholders.

Newton employs a variety of research providers that aid it in the vote decision-making process, including proxy advisors such as ISS. Newton utilises ISS for the purpose of administering proxy voting, as well as its research reports on individual company meetings.

### 9.1.2 LGIM

All decisions are made by LGIM's Investment Stewardship team and in accordance with its relevant Corporate Governance & Responsible Investment and Conflicts of Interest policy documents, which are reviewed annually. Each member of the team is allocated a specific sector globally so that voting is undertaken by the same individuals who engage with the relevant company. This ensures LGIM's stewardship approach flows smoothly throughout the engagement and voting process and that engagement is fully integrated into the vote decision process, therefore sending consistent messaging to companies.

Every year, LGIM holds a stakeholder roundtable event where clients and other stakeholders (civil society, academia, the private sector, and fellow investors) are invited to express their views directly to the members of the Investment Stewardship team. LGIM also takes into account client feedback received at regular meetings and / or ad hoc comments or enquiries.

LGIM's Investment Stewardship team uses Institutional Shareholder Services' ("ISS") 'ProxyExchange' electronic voting platform to vote clients' shares. All voting decisions are made by LGIM and it does not outsource any part of the strategic decisions. Its use of ISS recommendations is purely to augment its own research and proprietary ESG assessment tools. The Investment Stewardship team also uses the research reports of Institutional Voting Information Services ("IVIS") to supplement the research reports that it receives from ISS for UK companies when making specific voting decisions.

To ensure LGIM's proxy provider votes in accordance with LGIM's position on ESG, it has put in place a custom voting policy with specific voting instructions. LGIM retains the ability in all markets to override any vote decisions, which are based on its custom voting policy. LGIM has strict monitoring controls to ensure its votes are fully and effectively executed in accordance with its voting policies by its service provider. This includes a regular manual check of the votes input into the platform, and an electronic alert service to inform them of rejected votes that require further action.

LGIM publicly communicates its vote instructions on its website with the rationale for all votes against management. It is LGIM's policy not to engage with its investee companies in the three weeks prior to an AGM as its engagement is not limited to shareholder meeting topics.

### 9.1.3 Prudential



Prudential has delegated fund management to several fund managers, including M&G Investment Management, BlackRock, Eastspring Investments, Granahan Investment Management, Value Partners, Earnest Partners, Lazard Asset Management, Goldman Sachs Asset Management, MFS and Invesco. Voting on the underlying holdings is carried out by those fund managers, each of whom has their own voting and engagement policies.

## 9.2 Summary of voting behaviour

A summary of voting behaviour over the Scheme Year for DB (excluding AVCs) and DC funds which had Scheme assets invested over the year and also hold listed equities is provided in the table below. Note, some numbers may round to zero.

Fund name	Newton Real Return Fund	LGIM Multi-Asset (formerly Consensus) Fund	LGIM Global Equity Fixed Weights (50:50) Index Fund	LGIM Global Equity (70:30) Index Fund	LGIM UK Equity Index Fund
Total size of fund at end of the Scheme Year (£m)	£2,944.3m	£311.5m	£3,417.1m	£944.5m	£11,445.1m
Value of Scheme assets at end of the Scheme Year (£m)	£42.8m	£0.2m	£0.5m	£0.5m	£0.1m
Number of equity holdings at end of the Scheme Year	65	7,458	3,028	4,692	521
Number of meetings eligible to vote	69	9,311	3,035	7,147	709
Number of resolutions eligible to vote	1,101	94,134	39,303	72,082	10,462
% of resolutions voted	99.3%	99.8%	99.8%	99.9%	99.8%
Of the resolutions on which voted, % voted with management	92.0%	76.5%	81.8%	80.9%	94.4%
Of the resolutions on which voted, % voted against management	7.8%	23.2%	18.1%	18.6%	5.6%
Of the resolutions on which voted, % abstained from voting	0.0%	0.3%	0.1%	0.5%	0.0%
Of the meetings in which the manager voted, % with at least one vote against management	46.4%	72.4%	70.2%	61.5%	40.0%
Of the resolutions on which the manager voted, % voted contrary to recommendation of proxy advisor	4.9%	14.4%	13.3%	10.7%	4.6%

Fund name	LGIM Europe (ex UK) Equity Index Fund	LGIM Asia Pacific (ex Jap) Dev Equity Index Fund	LGIM North America Equity Index Fund	Prudential With Profits Fund
Total size of fund at end of the Scheme Year (£m)	£6,970.0m	£2,701.3m	£23,578.7m	£90,000.0m
Value of Scheme assets at end of the Scheme Year (£m)	£0.0m	£0.0m	£0.1m	£0.1m

Number of equity holdings at end of the Scheme Year	396	525	606	Not provided*
Number of meetings eligible to vote	542	461	645	5,771
Number of resolutions eligible to vote	9,556	3,279	8,731	65,638
% of resolutions voted	99.7%	100.0%	99.8%	98.4%
Of the resolutions on which voted, % voted with management	80.6%	74.9%	65.4%	92.0%
Of the resolutions on which voted, % voted against management	19.0%	25.1%	34.6%	7.0%
Of the resolutions on which voted, % abstained from voting	0.4%	0.0%	0.0%	1.0%
Of the meetings in which the manager voted, % with at least one vote against management	81.9%	74.4%	97.8%	37.6%
Of the resolutions on which the manager voted, % voted contrary to recommendation of proxy advisor	10.7%	16.1%	29.0%	0.6%

\*Prudential has stated that it is not possible to confirm the number of equity holdings as the fund holds a number of underlying collectives or segregated mandates

### 9.3 Most significant votes over the Scheme Year

Commentary on the most significant votes over the Scheme Year, from the Scheme's asset managers who hold listed equities, is set out below.

Given the large number of votes which are cast by managers during every Annual General Meeting season, the timescales over which voting takes place as well as the resource requirements necessary to allow this, the Trustee did not identify significant voting ahead of the reporting period. Instead, the Trustee has retrospectively created a shortlist of most significant votes by requesting each manager provide a shortlist of a minimum of ten most significant votes, and suggested the managers could use the PLSA's criteria for creating this shortlist. By informing its managers of its stewardship priorities and through its regular interactions with the managers, the Trustee believes that its managers will understand how it expects them to vote on issues for the companies they invest in on its behalf.

The Trustee has interpreted "significant votes" to mean those that:

- align with the Trustee's stewardship priority of Climate Change;
- has a high media profile or is seen as being controversial;
- the subject of the resolution aligned with the investment manager's engagement priorities or key themes
- impact a material fund holding, although this would not be considered the only determinant of significance, rather it is an additional factor

The Trustee has reported on at least two of these significant votes per manager (noting that there is overlap in the underlying fund holdings across the LGIM fund range, and LGIM vote consistently across these funds). If members wish to obtain more investment manager voting information, this is available upon request from the Trustee.

The Trustee has sought to obtain all relevant voting data from the Scheme's investment managers, but some of the managers did not provide information on the specific outcome of some votes, whether votes were communicated to the company by the manager ahead of the vote, whether management recommended shareholders to vote in a specific way, or whether any actions were taken by the investment manager following the vote. The Trustee's

investment adviser will work with the managers with the aim of providing more complete voting information in future statements.

#### 9.4.1 LGIM (passive equities and multi-asset)

As there is significant overlap between the securities held by the LGIM funds that the Scheme invests in, it is not possible to calculate and disclose the percentage of overall fund assets that these securities represent.

##### Shell Plc, 23 May 2023

- **Summary of resolution:** Approve the Shell Energy Transition Progress
- **Relevant stewardship priority:** Climate Change
- **Approx size of the holding at the date of the vote:** n/a – held across multiple funds
- **Why this vote is considered to be most significant:** This vote was considered significant as it is linked to the Trustee's stewardship priority
- **Company management recommendation:** For
- **Fund manager vote:** Against
- **Rationale:** LGIM voted against the resolution, though not without reservations. LGIM acknowledges the substantial progress made by the company in meeting its 2021 climate commitments and welcomes the company's leadership in pursuing low carbon products. However, LGIM remains concerned by the lack of disclosure surrounding future oil and gas production plans and targets associated with the upstream and downstream operations; both of these are key areas to demonstrate alignment with the 1.5°C trajectory.
- **Was the vote communicated to the company ahead of the vote:** No
- **Outcome of the vote and next steps:** Passed. LGIM continues to undertake extensive engagement with Shell on its climate transition plans.

##### Westpac Banking Corp, 14 December 2023

- **Summary of resolution:** Approve Westpac Climate Change Position Statement and Action Plan
- **Relevant stewardship priority:** Climate Change
- **Approx size of the holding at the date of the vote:** n/a – held across multiple funds
- **Why this vote is considered to be most significant:** This vote was considered significant as it is linked to the Trustee's stewardship priority
- **Company management recommendation:** For
- **Fund manager vote:** Against
- **Rationale:** LGIM voted against the resolution as, while LGIM positively note the company's net-zero commitments and climate transition plan, it retains some concerns with the scope of targets and disclosures. In particular, the bank has not committed to establish science-based targets and the sector policies notably on certain fossil fuels (such as unconventional oil and gas) and existing business relationships remains limited in scope. More specifically, the company's position on power generation is quite high level and particularly narrow in scope.
- **Was the vote communicated to the company ahead of the vote:** No
- **Outcome of the vote and next steps:** Passed. LGIM continues to engage with the company and monitor progress.

#### 9.4.1 Newton Real Return Fund

##### Lockheed Martin Corporation, 27 April 2023

- **Summary of resolution:** Report on efforts to reduce full value chain GHG emissions in alignment with Paris Agreement Goal
- **Relevant stewardship priority:** Climate Change
- **Approx size of the holding at the date of the vote:** 0.99%
- **Why this vote is considered to be most significant:** This vote was considered significant as it is linked to the Trustee's stewardship priority
- **Company management recommendation:** Against
- **Fund manager vote:** For



- **Rationale:** Netwon supported a shareholder proposal asking for a report on efforts to reduce full value chain GHG emissions in alignment with Paris Agreement as in its view, more information on the company's plans to transition towards a low carbon economy would help shareholders better assess this risk.
- **Was the vote communicated to the company ahead of the vote:** No
- **Outcome of the vote and next steps:** Failed. Newton would now expect the company to provide enhanced disclosures especially around setting timelines to implement a scope 3 emission reduction goal and finding efficiencies in processes.

#### Unilever Plc, 3 May 2023

- **Summary of resolution:** Approve Remuneration Report
- **Relevant stewardship priority:** n/a
- **Approx size of the holding at the date of the vote:** 1.15%
- **Why this vote is considered to be most significant:** Newton highlighted this vote as significant due to the failed vote outcome owing to significant shareholder dissent.
- **Company management recommendation:** Against
- **Fund manager vote:** Against
- **Rationale:** Newton voted against executive pay arrangements owing to significant pay increases granted to executive(s) and the absence of a compelling rationale for this.
- **Was the vote communicated to the company ahead of the vote:** No
- **Outcome of the vote and next steps:** Failed. The company has reached out to shareholders and Newton has communicated its concerns and reasons for adverse vote recommendations. Newton will continue exercising future votes in support of its views surrounding significant salary increases and alignment between pay and performance.

#### 9.4.3 Prudential With Profits Fund

#### Toyota Motor Corp, 14 June 2023

- **Summary of resolution:** Amend articles to report on corporate climate lobbying aligned with Paris Agreement
- **Relevant stewardship priority:** Climate Change
- **Approx size of the holding at the date of the vote:** 0.2%
- **Why this vote is considered to be most significant:** This vote was considered significant as it is linked to the Trustee's stewardship priority
- **Company management recommendation:** Against
- **Fund manager vote:** Against
- **Rationale:** The manager voted against the proposal due to concern over enshrining the requirement in the company's articles.
- **Was the vote communicated to the company ahead of the vote:** No
- **Outcome of the vote and next steps:** Failed. Information on next steps was not provided

#### Shell Plc, 23 May 2023

- **Summary of resolution:** Approve the Shell Energy Transition Progress
- **Relevant stewardship priority:** Climate Change
- **Approx size of the holding at the date of the vote:** 0.4%
- **Why this vote is considered to be most significant:** This vote was considered significant as it is linked to the Trustee's stewardship priority
- **Company management recommendation:** For
- **Fund manager vote:** For
- **Rationale:** In the manager's view, Shell has and continues to provide a clear assessment of their plans to manage climate-related risks and opportunities and has demonstrated continued delivery against their Energy Transition Strategy; therefore, the management resolution was supported.
- **Was the vote communicated to the company ahead of the vote:** n/a
- **Outcome of the vote and next steps:** Passed. Information on next steps was not provided.