

Lyons Seafoods Limited Retirement Benefits Plan Implementation Statement for the year ended 05 April 2021

Purpose

This Implementation Statement provides information on how, and the extent to which, the Trustees of the Lyons Seafoods Limited Retirement Benefits Plan (“the Plan”) have followed their policy in relation to the exercising of rights (including voting rights) attached to the Plan’s investments, and engagement activities during the year ended 05 April 2021 (“the reporting year”). In addition, the statement provides a summary of the voting behaviour and most significant votes cast during the reporting year.

Background

The Trustees updated their policy in relation to ESG and voting issues which, up until that point, had simply been a broad reflection of the investment managers’ own equivalent policies. The Trustees’ new policy was documented in the updated Statement of Investment Principles (SIP) dated September 2020.

The previous version of the SIP had been in existence since April 2019 meaning this version was relevant during the reporting year.

The Trustees’ updated policy

The Trustees believe that there can be financially material risks relating to ESG issues. The Trustees have delegated the ongoing monitoring and management of ESG risks and those related to climate change to the Plan’s investment managers. The Trustees require the Plan’s investment managers to take ESG and climate change risks into consideration within their decision-making, recognising that how they do this will be dependent on factors including the characteristics of the asset classes in which they invest.

The Trustees have delegated responsibility for the exercise of rights (including voting rights) attached to the Plan’s investments to the investment managers and encourage them to engage with investee companies and vote whenever it is practical to do so on financially material matters including those deemed to include a material ESG and/or climate change risk in relation to those investments.

Manager selection exercises

One of the main ways in which this updated policy is expressed is via manager selection exercises: the Trustees seek advice from XPS on the extent to which their views on ESG and climate change risks may be taken into account in any future investment manager selection exercises.

During the reporting year, there have been no such manager selection exercises.

Ongoing governance

The Trustees, with the assistance of XPS, monitor the processes and operational behaviour of the investment managers from time to time, to ensure they remain appropriate and in line with the Trustees’ requirements as set out in this statement. Further, the Trustees have set XPS the objective of ensuring that any selected managers reflect the Trustees’ views on ESG (including climate change) and stewardship.

Beyond the governance work currently undertaken, the Trustees believe that their approach to, and policy on, ESG matters will evolve over time based on developments within the industry and, at least partly, on a review of data relating to the voting and engagement activity conducted annually.

Adherence to the Statement of Investment Principles

During the reporting year the Trustees are satisfied that they followed their policy on the exercise of rights (including voting rights) and engagement activities to an acceptable degree.

Voting activity

The main asset class where the investment managers will have voting rights is equities. Equities form part of the strategy for the Standard Life Global Equity Unconstrained Fund, the Schroders Diversified Growth Fund, and the Pictet Dynamic Asset Allocation Fund, all of which the Plan invests in. Therefore, a summary of the voting behaviour and most significant votes cast by each of the relevant investment manager organisations is shown below.

Aberdeen Standard Investments Limited

Voting Information
Standard Life Global Equity Unconstrained Fund
The fund manager has not provided a stewardship code data at present.
The manager voted on 100% of resolutions of which they were eligible out of 641 eligible votes.
Investment Manager Client Consultation Policy on Voting
The fund manager will consult with clients who have a segregated mandate in place.
Investment Manager Process to determine how to Vote
Aberdeen Standard Investments (ASI) use their Listed Company Stewardship Guidelines as a framework for engagement and proxy voting. They seek to understand each company's individual circumstances, and so evaluate how it can best be governed and overseen. As such, ASI strive to apply the guidelines in response to the needs of that individual company at that particular time.

How does this manager determine what constitutes a 'Significant' Vote?

ASI view all votes as significant and vote all shares globally for which they have voting authority, therefore they are unable to respond directly to this part of the request.

Instead, ASI believe that they go beyond guidelines and endeavour to disclose all of their voting decisions for all of their active and passive equity holdings. ASI provide full transparency of their voting activity on their publicly available website and fund specific voting reports on request. Each individual scheme will have their own views about which are the most significant votes - influenced by their sponsor, industry, membership and many other factors. If there are any voting themes, categories or specific company votes which the scheme is particularly interested in, please contact the relationship team who would be happy to provide more information.

In addition, ASI's voting policy can also be found on their website:

<https://vds.issgovernance.com/repo/2024/policies/Listed Company Stewardship Guidelines.pdf>

Does the manager utilise a Proxy Voting System? If so, please detail

ASI utilises the services of ISS for all their voting requirements.

Top 5 Significant Votes during the Period

Company	Voting Subject	How did the Investment Manager Vote?	Result
Mastercard Incorporated	Advisory Vote to Ratify Named Executive Officers' Compensation	For	N/A Aberdeen Standard have not been able to provide this information

The actual Long Term Award plan is structured to be 50:50 performance: time-based. The 2019 pay out was 54%time-based only as some of the maximum performance levels were not met. Furthermore, the plan has been adjusted for 2020 increase the allocation for performance shares from 50% up to 60% (and hence time-based falls to 40%) which further moves this in the direction ASI are looking for.

NICE Ltd	Re-elect David Kostman as Director	For	N/A Aberdeen Standard have not been able to provide this information
Mr. Kostman is the Chairman and has just hit the 12-year tenure limit and would rather not vote against him at this point given his leadership skills and the strong oversight he has brought to the company. ASI have discussed board refreshment with the company and believe they are committed to turning over the board. ASI will assess Mr. Kostman again next year.			
EVO Payments, Inc	Elect Director Gregory S. Pope	For	N/A Aberdeen Standard have not been able to provide this information
Whilst ASI do not agree with the supermajority voting and classified board structure of the company, they believe that it is more appropriate to engage with the company on this issue than to vote against these directors.			
Alstom SA	Elect Caisse de Depot et Placement du Quebec as Director	For	N/A Aberdeen Standard have not been able to provide this information
ASI were content to support this resolution as, after the acquisition of Bombardier, Caisse de Depot et Placement du Quebec will hold a substantial portion of the combined company.			
Facebook, Inc	Approve Remuneration of Executive Directors and/or Non-Executive Directors	For	N/A Aberdeen Standard have not been able to provide this information
Given the variety of issues the company is dealing with, and the reputational risk as well as expertise required to guide the company, ASI believe the compensation is commensurate.			

Schroders Investment Management Limited

Voting Information

Schroders Diversified Growth Fund

The fund manager has not provided a stewardship code data at present.

The manager voted on 94.1% of resolutions of which they were eligible out of 3,297 eligible votes.

Investment Manager Client Consultation Policy on Voting

In order to maintain the necessary flexibility to meet client needs, local offices at Schroders may determine a voting policy regarding the securities for which they are responsible, subject to agreement with clients as appropriate, and/or addressing local market issues. Clients in the UK will need to contact their usual client services person(s) on whether this is available for the type of investment(s) they hold with Schroders.

Investment Manager Process to determine how to Vote

Schroders evaluate voting issues arising at their investee companies and, where they have the authority to do so, vote on them in line with their fiduciary responsibilities in what Schroders deem to be the interests of their clients. Schroders utilise company engagement, internal research, investor views and governance expertise to confirm their intention. Further information can be found in their Environmental, Social and Governance Policy for Listed Assets policy: <https://www.schroders.com/en/sysglobalassets/global-assets/english/campaign/sustainability/integrity-documents/schroders-esg-policy.pdf>

How does this manager determine what constitutes a 'Significant' Vote?

Schroders consider "most significant" votes as those against company management.

Schroders are not afraid to oppose management if they believe that doing so is in the best interests of shareholders and their clients. For example, if Schroders believe a proposal diminishes shareholder rights or if remuneration incentives are not aligned with the company's long-term performance and creation of shareholder value. Such votes against will typically follow an engagement and they will inform the company of their intention to vote against before the meeting, along with their rationale. Where there have been ongoing and significant areas of concerns with a company's performance, Schroders may choose to vote against individuals on the board.

However, as active fund managers Schroders usually look to support the management of the companies

that they invest in. Where Schroders do not do this, they classify the vote as significant and will disclose the reason behind this to the company and the public.

Does the manager utilise a Proxy Voting System? If so, please detail

Schroders receive research from both ISS and the Investment Association’s Institutional Voting Information Services (IVIS) for upcoming general meetings, however this is only one component that feeds into their voting decisions. In addition to relying on their policies, Schroders will also be informed by company reporting, company engagements, country specific policies, engagements with stakeholders and the views of portfolio managers and analysts.

It is important to stress that Schroders own research is also integral to their final voting decision; this will be conducted by both their financial and ESG analysts. For contentious issues, their Corporate Governance specialists will be in deep dialogue with the relevant analysts and portfolio managers to seek their view and better understand the corporate context.

Schroders continue to review their voting practices and policies during their ongoing dialogue with their portfolio managers. This has led Schroders to raise the bar on what they consider ‘good governance practice.’

Top 5 Significant Votes during the Period

Company	Voting Subject	How did the Investment Manager Vote?	Result
Acuity Brands, Inc.	Advisory Vote to Ratify Named Executive Officers' Compensation	Against Management	N/A Schroders have not been able to provide this information
Concerns overcompensation structure.			
Visa Inc.	Advisory Vote to Ratify Named Executive Officers' Compensation	Against Management	N/A Schroders have not been able to provide this information
The minimum vesting period is less than three years.			

TP ICAP Plc	Approve Reduction of Capital	Against Management	N/A Schroders have not been able to provide this information
Split Vote - Investor not supporting deal.			
Brewin Dolphin Holdings Plc	Approve Remuneration Report	Against Management	N/A Schroders have not been able to provide this information
Personal targets in bonus above 40%, continued increase in potential.			
Toly Bread Co. Ltd.	Approve Draft and Summary of Employee Share Purchase Plan	Against Management	N/A Schroders have not been able to provide this information
Not in the best interest of shareholders.			

Pictet Asset Management Ltd

Voting Information
Pictet Dynamic Asset Allocation
The fund manager has not provided stewardship code data at present
The manager voted on 100% of resolutions of which they were eligible out of 263 eligible votes.
Investment Manager Client Consultation Policy on Voting
As per Pictet Asset Management's proxy voting guidelines listed in the Active Ownership Policy, where voting rights are delegated to fund managers, Pictet Asset Management would not consult with clients before voting. However, for segregated accounts, including mandates and third-party (i.e., sub-advisory) mutual

funds managed by Pictet Asset Management, clients who delegate the exercise of voting rights to managers have the choice between Pictet Asset Management's voting guidelines or their own voting guidelines.

Investment Manager Process to determine how to Vote

Pictet Asset Management typically use the recommendations of ISS to inform voting decisions, but Pictet Asset Management reserves the right to deviate from third party voting recommendations on a case-by-case basis in order to act in the best interests of our clients. Such divergences may be initiated by Investment teams or by the ESG team and will be supported by detailed written rationale.

How does this manager determine what constitutes a 'Significant' Vote?

Pictet Asset Management consider a vote to be significant due to the subject matter of the vote, for example a vote against management, if the company is one of the largest holdings in the portfolio, and/or fund managers hold an important stake in the company.

Does the manager utilise a Proxy Voting System? If so, please detail

To assist Pictet Asset Management in performing their proxy voting responsibilities, Pictet Asset Management uses the services of third-party specialists (ISS) to provide research and to facilitate the execution of voting decisions at all relevant company meetings worldwide.

ISS are tasked with collecting meeting notices for all holdings and researching the implications of every resolution according to voting guidelines as defined by Pictet Asset Management.

Pictet Asset Management's proxy voting policy is based on generally accepted standards of best practice in corporate governance including board compensation, executive remuneration, risk management, shareholder rights. Because the long-term interests of shareholders are the paramount objective, fund managers do not always support the management of companies and may vote against management from time to time.

ISS are used on a continuous basis and all recommendations are communicated to relevant Investment teams and fund managers in-house ESG team. Therefore, ISS recommendations have been followed with minor exceptions on direct holdings within the Investment trust space.

Top 5 Significant Votes during the Period

Company	Voting Subject	How did the Investment Manager Vote?	Result
BHP Group	Adopt Interim Cultural Heritage Protection Measures.	Against Management.	The resolution was withdrawn as it was conditional on the passing of a prior item which was not carried.
<p>Pictet supported this resolution because shareholders would benefit from better management of immediate risk to Indigenous cultural heritage protections in Australia while legislative review processes are underway.</p>			
Sanofi	Approval of compensation of Olivier Brandicourt CEO until August 31st 2019.	Against Management.	The resolution was rejected.
<p>Pictet voted against this remuneration report because the ten-year service under the defined-benefit pension scheme granted to new the CEO upon his arrival at the company was a practice lying well below market standards in France with insufficient information provided for shareholders to enable assessment of the reasonableness of the award. Pictet believe the company does not disclose the level of achievement of performance conditions attached to the bonus per criterion as a percentage for the individual criteria. The company does not justify the interest of maintaining such a long-term performance-based component for a CEO that was likely to retire few months later. Furthermore, under LTIP's structure an overachieved criterion can offset one underachieved</p>			
Hexagon AB	Re-elect Ola Rollen, Gun Nilsson (Chair), Ulrika Francke, John Brandon, Henrik Henriksson, Sofia Schorling Hogberg and Marta Schorling Andreen as Directors; Elect Patrick Soderlund as New Director; Ratify Ernst & Young as Auditors.	Against Management.	The resolution was approved.

A vote AGAINST this proposal is warranted because: - Less than half of the proposed board is independent. - Less than half of the audit committee is independent. - The audit committee chairman is not independent.			
LVMH	Approve Compensation of Bernard Arnault, Chairman and CEO.	Against Management.	The resolution was approved.
Pictet voted against due to the lack of disclosure on the level of achievement of the performance conditions of the annual variable remuneration and the long-term incentive vested this year. Furthermore, the performance criteria of the long-term incentive granted does not seem particularly challenging.			
Dassault Systemes	Approve Compensation of Bernard Charles, Vice-Chairman and CEO.	Against Management.	The resolution was approved.
Pictet voted against as: (i) the level of disclosure on bonus remains low; and (ii) information on the performance achieved for LTIPs vested is low which is additionally problematic as the quantum is significant.			

Signed:  Chair of Trustees

Date: 30/9/24