

**The Geoffrey Osborne Limited Retirement and Death Benefit Scheme
Implementation Statement
Year Ending 31 March 2023**

Glossary

ESG	Environmental, Social and Governance
Investment Adviser	First Actuarial LLP
LGIM	Legal & General Investment Management
Scheme	The Geoffrey Osborne Limited Retirement and Death Benefit Scheme
Scheme Year	1 April 2022 to 31 March 2023
SIP	Statement of Investment Principles
UNPRI	United Nations Principles for Responsible Investment

Introduction

This Implementation Statement reports on the extent to which, over the Scheme Year, the Trustees have followed their policy relating to the exercise of rights (including voting rights) attaching to the Scheme’s investments. In addition, the Implementation Statement summarises the voting behaviour of the Scheme’s investment managers and includes details of the most significant votes cast and the use of the services of proxy voting advisers.

In preparing this statement, the Trustees have considered guidance from the Department for Work & Pensions which was updated on 17 June 2022.

Relevant Investments

The Scheme's assets are invested in pooled funds and some of those funds held during the Scheme year included an allocation to equities. Where equities are held, the investment manager has the entitlement to vote.

As at the Scheme Year end, the Scheme only held pooled funds that were invested in gilts, and therefore have no voting rights attached to them. However, for the majority of the Scheme Year, the Scheme invested in the following funds which included an allocation to equities, and so we have included these funds in our analysis:

- BlackRock World (ex-UK) Equity Fund
- Nordea Diversified Growth Fund
- Columbia Threadneedle Multi Asset Fund

Note that voting analysis has been undertaken for equity in UK, US and European markets and therefore this excludes the Investec Emerging Markets Equity Fund held during the Scheme year. The Columbia Threadneedle UK Equity-Linked Inflation Fund has also been excluded given it only holds synthetic equity with no attached voting rights.

The Trustees' Policy Relating to the Exercise of Rights

Summary of the Policy

The Trustees' policy in relation to the exercise of rights (including voting rights) attaching to the investments is set out in the SIP. The SIP was updated during the Scheme year to reflect changes made to the Scheme's investment strategy, but wording relating to the exercise of rights was not revised. A summary of this wording is as follows:

- The Trustees believe that good stewardship can help create, and preserve, value for companies and markets as a whole and the Trustees wish to encourage best practice in terms of stewardship.
- The Trustees invest in pooled investment vehicles and therefore accept that ongoing engagement with the underlying companies (including the exercise of voting rights) will be determined by the investment managers' own policies on such matters.
- When selecting a pooled fund, the Trustees consider, amongst other things, the investment manager's policy in relation to the exercise of the rights (including voting rights) attaching to the investments held within the pooled fund.
- When considering the ongoing suitability of an investment manager, the Trustees (in conjunction with their Investment Adviser) will take account of any particular characteristics of that manager's engagement policy that are deemed to be financially material.

- If it is identified that a fund's investment manager is not engaging with companies the Trustees may look to replace that fund. However, in the first instance, the Trustees would normally expect their Investment Adviser to raise the Trustees' concerns with the investment manager.

Has the Policy Been Followed During the Scheme Year?

The Trustees' opinion is that their policy relating to the exercise of rights (including voting rights) attaching to the investments has been followed during the Scheme Year. In reaching this conclusion, the following points were taken into consideration:

- There has been no change to the Trustees' belief regarding the importance of good stewardship.
- The Scheme's invested assets remained invested in pooled funds over the period.
- During the Scheme Year, the Trustees introduced an allocation to the LGIM Over 15 Year Gilts Index Fund. The Trustees considered the ESG characteristics of the fund before selecting it but, because the fund does not include an allocation to equities consideration of the exercise of voting rights was not relevant.
- During the Scheme Year, the Trustees considered the voting records of the investment managers over the period ending 31 March 2022.
- Since the end of the Scheme Year, an updated analysis of the voting records of the investment managers based on the period ending 31 March 2023 has been undertaken as part of the work required to prepare this Implementation Statement. A summary of the key findings from that analysis is provided below.
- All the investment managers used by the Scheme are UNPRI signatories.

The Investment Managers' Voting Records

A summary of the investment managers' voting records is shown in the table below.

Investment Manager	Number of votes	Split of votes:		
		For	Against / withheld	Did not vote/ abstained
BlackRock	170,000	87%	11%	2%
Nordea	48,000	87%	12%	1%
Columbia Threadneedle	27,000	88%	12%	0%

Notes

Nordea and Columbia Threadneedle's voting statistics are based on full voting records over the 12 months to 31 March 2023 rather than votes related solely to the funds held by the Scheme. BlackRock's voting stats are based on full voting records over the 12 months to 31 December 2022.

Use of Proxy Voting Advisers

Investment Manager	Who is their proxy voting adviser?	How is the proxy voting adviser used?
BlackRock	Several Advisers	Proxy advisers provide information but voting is determined by BlackRock
Nordea	ISS and Nordic Investor Services	Proxy advisers provide information but voting is determined by Nordea
Columbia Threadneedle	Glass Lewis, ISS and IVIS	Proxy advisers provide research but voting decisions are taken by Columbia Threadneedle

The Investment Managers' Voting Behaviour

The Trustees have reviewed the voting behaviour of the investment managers by considering the following:

- broad statistics of their voting records such as the percentage of votes cast for and against the recommendations of boards of directors (i.e. “with management” or “against management”);
- the votes they cast in the year to 31 March 2023 on the most contested proposals in nine categories across the UK, the US and Europe;
- the investment managers' policies and statements on the subjects of stewardship, corporate governance and voting.

Further details of the approach adopted by the Trustees for assessing voting behaviour are provided in the Appendix.

The Trustees' key observations are set out below.

Voting in Significant Votes

Based on information provided by the Trustees' Investment Adviser, the Trustees have identified significant votes in nine separate categories. The Trustees consider votes to be more significant if they are closely contested. i.e. close to a 50:50 split for and against. A closely contested vote indicates that shareholders considered the matter to be significant enough that it should not be simply “waved through”. In addition, in such a situation, the vote of an individual investment manager is likely to be more important in the context of the overall result.

The five most significant votes in each of the nine categories based on shares held by the Scheme's investment managers are listed in the Appendix. In addition, the Trustees considered each investment manager's overall voting record in significant votes (i.e. votes across all stocks not just the stocks held within the funds used by the Scheme).

Analysis of Voting Behaviour

BlackRock

In previous years BlackRock have been open to criticism given the manager's voting record did not appear to be consistent with its public statements which had indicated a desire to address climate change issues. The position does now seem to have changed; however, they still seem less supportive of shareholder proposals tackling social issues than their peers.

Overall, the Trustees have no material concerns regarding BlackRock's voting record.

Columbia Threadneedle

The Trustees have no concerns regarding Columbia Threadneedle's voting record.

The manager has been supportive of shareholder proposals brought to tackle a range of ESG issues including climate change and diversity and inclusion efforts.

It is however noted that Columbia Threadneedle do not provide rationale for their voting behaviour online. This makes it harder to tell whether their lack of support for some climate transition proposals was because they were against making changes in this area or because they thought the changes did not go far enough.

Despite this, Columbia Threadneedle have been responsive to our questions regarding voting rationale.

Overall, the Trustees have no material concerns regarding Columbia Threadneedle's voting record.

Nordea

Whilst Nordea is not a signatory to the UK Stewardship Code, the investment manager does gain an A+ rating in respect of UNPRI.

Analysis of the voting record suggests that Nordea seems to be more willing than many of its peers to vote against director proposals on a range of issues and that the manager is supportive of shareholder proposals brought to address ESG issues.

However, unlike some of its peers, Nordea has not opposed the reappointment of auditors who have been in place for more than ten years. The Investment Advisor has reported this disparity versus its peers back to Nordea along with a request for the investment manager to publicly disclose its voting rationale.

The Trustees have no material concerns regarding Nordea's voting record.

Conclusion

Based on the analysis undertaken, the Trustees have no material concerns regarding the voting records of BlackRock, Nordea and Columbia Threadneedle.

The Trustees will keep the voting actions of the investment managers under review, noting that BlackRock's voting records could still be improved relative to some other managers.

Huw Evans

Date: 18 October 2023

Director, BESTrustees Limited acting as Chair of the Trustee of the
Geoffrey Osborne Limited Retirement and Death Benefit Scheme

Significant Votes

The table below records how the Scheme's investment managers voted in the most significant votes identified by the Trustees.

	Meeting Date	Proposal	Votes For (%)	Votes Against (%)	BlackRock	Columbia Threadneedle	Nordea
Audit & Reporting							
W. R. BERKLEY CORPORATION	15/06/2022	Ratify KPMG LLP as Auditors	50	50	For	Not held	Not held
MODERNA INC	28/04/2022	Appoint the Auditors	75	24	For	Not held	Not held
WORLDLINE SA	09/06/2022	Renew Appointment of Deloitte & Associates as Auditor	77	23	For	For	Not held
VERTEX PHARMACEUTICALS INCORPORATED	18/05/2022	Appoint the Auditors	77	23	For	Against	Not held
CITIZENS FINANCIAL GROUP INC	28/04/2022	Appoint the Auditors	79	20	For	Not held	Not held
Shareholder Capital & Rights							
FERRARI NV	13/04/2022	Grant Board Authority to Issue Special Voting Shares	71	29	Against	Not held	Not held
VIVENDI SA	25/04/2022	Authorize Specific Buyback Program and Cancellation of Repurchased Share	71	29	Against	Not held	Not held
EVONIK INDUSTRIES AG	25/05/2022	Approve Creation of EUR 116.5 Million Pool of Authorized Capital with or without Exclusion of Preemptive Rights	75	25	For	Against	Not held
BOUYGUES SA	28/04/2022	Authorise Share Repurchase	77	23	Against	Not held	Not held
UNIVERSAL MUSIC GROUP N.V.	12/05/2022	Issuance of Shares for Long-Term Incentive Plan	78	21	Against	Not held	Not held
Pay & Remuneration							
THE COCA-COLA COMPANY	26/04/2022	Advisory Vote on Executive Compensation	50	49	Against	Against	Against
THE TJX COMPANIES INC.	07/06/2022	Advisory Vote on Executive Compensation	48	49	For	For	Against
ORANGE S.A	19/05/2022	Approve Remuneration Policy of Chairman and CEO, CEO and Vice-CEOs	50	49	Against	Not held	Not held
TRANSDIGM GROUP INCORPORATED	12/07/2022	Advisory Vote on Executive Compensation	51	48	Against	Not held	Not held
HENRY SCHEIN INC.	18/05/2022	Advisory Vote on Executive Compensation	51	48	Against	Not held	Not held
Constitution of Company, Board & Advisers							
INTEL CORPORATION	12/05/2022	Elect Alyssa Henry - Non-Executive Director	50	49	For	Not held	Not held
MOTOROLA SOLUTIONS INC.	17/05/2022	Elect Egon P. Durban - Non-Executive Director	51	49	For	Against	Not held
M&T BANK CORPORATION	25/04/2022	Elect John R. Scannell - Non-Executive Director	51	49	Against	Not held	Not held
CARRIER GLOBAL CORP	14/04/2022	Elect David Gitlin - Chair & Chief Executive	52	48	Against	Not held	Not held
CENTENE CORP	26/04/2022	Right to Call Special Meeting	47	53	For	Against	Against
Merger, Acquisition, Sales & Finance							
BOUYGUES SA	28/04/2022	Authorise Board to Issue Free Warrants with Preemptive Rights During a Public	76	24	Against	Not held	Not held
DASSAULT SYSTEMES SE	19/05/2022	Delegate Power to the Board to Carry Spin-Off Agreements	78	22	Against	Against	Not held
BASF SE	29/04/2022	Approve Issuance of Convertible Bonds and Bonds without Preemptive Rights and	87	9	For	Not held	Not held
ALLIANZ SE	04/05/2022	Issue Bonds	91	9	For	For	For
DEUTSCHE POST AG	06/05/2022	Issue Bonds	92	8	For	Not held	Against
Climate Related Resolutions							
GLENCORE PLC	28/04/2022	Climate Progress Report	76	24	For	Not held	Not held
CENTRICA PLC	07/06/2022	Approve Climate Transition Plan	79	20	Not held	For	Not held
Shell plc	24/05/2022	Approve the Shell Energy Transition Progress	77	19	For	For	Not held
UNITED UTILITIES GROUP PLC	22/07/2022	Approve Climate-Related Financial Disclosures	80	19	For	Not held	Not held
Barclays Plc	04/05/2022	Approve Barclays' Climate Strategy, Targets and Progress 2022	80	19	For	Against	Not held
Other Company Resolutions							
SSP GROUP PLC	16/02/2023	Meeting Notification-related Proposal	83	17	Not held	For	Not held
ROTORK PLC	29/04/2022	Meeting Notification-related Proposal	82	16	Not held	For	Not held
ELEMENTIS PLC	26/04/2022	Meeting Notification-related Proposal	86	14	Not held	For	Not held
SEGRO PLC	21/04/2022	Meeting Notification-related Proposal	86	14	For	Not held	Not held
RECKITT BENCKISER GROUP PLC	20/05/2022	Meeting Notification-related Proposal	87	12	For	For	Not held
Governance & Other Shareholder Resolutions							
ABBVIE INC	06/05/2022	Shareholder Resolution: Submit Severance Agreement (Change-in-Control) to	50	49	Against	Not held	Not held
NORTHROP GRUMMAN CORPORATION	18/05/2022	Shareholder Resolution: Right to Call Special Meetings	50	49	Against	Not held	Not held
APPLIED MATERIALS INC	09/03/2023	Shareholder Resolution: Right to Call Special Meetings	50	50	Against	For	Not held
GLOBAL PAYMENTS INC	28/04/2022	Shareholder Resolution: Right to Call Special Meetings	50	49	Against	Not held	For
INTERCONTINENTAL EXCHANGE, INC.	13/05/2022	Shareholder Resolution: Reduce Ownership Threshold for Shareholders to Call	49	50	Against	For	Not held
Environmental & Socially Focussed Shareholder Resolutions							
PHILLIPS 66	11/05/2022	Shareholder Resolution: Report on Reducing Plastic Pollution	50	49	For	Not held	Not held
STARBUCKS CORPORATION	23/03/2023	Shareholder Resolution: Assessment of Worker Rights	51	47	Against	For	For
AMAZON.COM INC.	25/05/2022	Shareholder Resolution: Report on Efforts to Reduce Plastic Use	49	51	For	For	Not held
MONDELEZ INTERNATIONAL INC	18/05/2022	Shareholder Resolution: Oversee and Report on a Racial Equity Audit	48	51	Against	Not held	Not held
AMERICAN WATER WORKS COMPANY INC.	11/05/2022	Shareholder Resolution: Report on Third-Party Racial Equity Audit	47	50	Against	Not held	Not held

Note

Where the voting record has not been provided at the fund level, we rely on periodic information provided by investment managers to identify the stocks held. This means it is possible that some of the votes listed above may relate to companies that were not held within the Scheme's pooled funds at the date of the vote. Equally, it is possible that there are votes not included above which relate to companies that were held within the Scheme's pooled funds at the date of the vote.

Methodology for Determining Significant Votes

The methodology used to identify significant votes for this statement uses an objective measure of significance: the extent to which a vote was contested - with the most Significant Votes being those which were most closely contested.

The Trustees believe that this is a good measure of significance because, firstly, a vote is likely to be contentious if it is finely balanced, and secondly, in voting on the Trustees' behalf in a finely balanced vote, an investment manager's action will have more bearing on the outcome.

If the analysis was to rely solely on identifying closely contested votes, there is a chance many votes would be on similar topics which would not help to assess an investment manager's entire voting record. Therefore, the assessment incorporates a thematic approach; splitting votes into nine separate categories and then identifying the most closely contested votes in each of those categories.

A consequence of this approach is that the total number of Significant Votes is large. This is helpful for assessing an investment manager's voting record in detail but it presents a challenge when summarising the Significant Votes in this statement. Therefore, for practical purposes, the table on the previous page only includes summary information on each of the Significant Votes.

The Trustees have not provided the following information which DWP's guidance suggests could be included in an Implementation Statement:

- Approximate size of the Scheme's holding in the company as at the date of the vote.
- If the vote was against management, whether this intention was communicated by the investment manager to the company ahead of the vote.
- An explanation of the rationale for the voting decision, particularly where: there was a vote against the board; there were votes against shareholder resolutions; a vote was withheld; or the vote was not in line with voting policy.
- Next steps, including whether the investment manager intends to escalate stewardship efforts.

The Trustees are satisfied that the approach used ensures that the analysis covers a broad range of themes and that this increases the likelihood of identifying concerns about an investment manager's voting behaviour. The Trustees' have concluded that this approach provides a more informative assessment of an investment manager's overall voting approach than would be achieved by analysing a smaller number of votes in greater detail.