

**Comshare Retirement and Death Benefits Plan  
Implementation Statement  
Year Ending 30 September 2023**

**Glossary**

ESG	Environmental, Social and Governance
Investment Adviser	First Actuarial LLP
Scheme	Comshare Retirement and Death Benefits Plan
Scheme Year	1 October 2022 to 30 September 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 Trustee has followed its 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 Trustee has 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 include an allocation to equities. Where equities are held, the investment manager has the entitlement to vote.

At the end of the Scheme Year, the Scheme invested in the following funds which included an allocation to equities:

- Pictet Dynamic Asset Allocation Fund
- Blackrock ACS World ESG Equity Tracker Fund
- BlackRock Dynamic Diversified Growth Fund
- Blackrock Aquila Life Market Advantage Fund

## The Trustee's Policy Relating to the Exercise of Rights

### Summary of the Policy

The Trustee's policy in relation to the exercise of rights (including voting rights) attaching to the investments is set out in the SIP, and a summary is as follows:

- The Trustee believes that good stewardship can help create, and preserve, value for companies and markets as a whole and the Trustee wishes to encourage best practice in terms of stewardship.
- The Trustee invests in pooled investment vehicles and therefore accepts 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 Trustee considers, 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 Trustee (in conjunction with its Investment Adviser) will take account of any particular characteristics of that manager's engagement policy that are deemed to be financially material.
- The Trustee will normally select investment managers who are signatories to the UNPRI.
- If it is identified that a fund's investment manager is not engaging with companies the Trustee may look to replace that fund. However, in the first instance, the Trustee would normally expect its Investment Adviser to raise the Trustee's concerns with the investment manager.

### Has the Policy Been Followed During the Scheme Year?

The Trustee's opinion is that its 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 Trustee's 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 Trustee introduced an allocation to the BlackRock Sustainable Sterling Short Duration Credit Fund. The Trustee 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.
- In addition, during the Scheme Year, the Trustee introduced an allocation to the Blackrock ACS World ESG Equity Tracker Fund. The Trustee considered the ESG characteristics of the fund before selecting it and this included consideration of the investment manager's approach towards the exercise of voting rights.
- During the Scheme Year, the Trustees considered the voting records of the investment managers over the period ending 30 September 2022.
- Since the end of the Scheme Year, an updated analysis of the voting records of the investment managers based on the period ending 30 June 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 is UNPRI signatories.

*\*Note the voting analysis was over the year ending 30 June 2023 because this was the most recent data available at the time of preparing this statement. The Trustee is satisfied that the analysis provides a fair representation of the investment managers' voting approach over the Scheme Year.*

## 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
<b>BlackRock</b>	170,000	88%	12%	0%
<b>Pictet</b>	43,000	88%	11%	1%

### Notes

*These voting statistics are based on each manager's full voting record over the 12 months to 30 June 2023 rather than votes related solely to the funds held by the Scheme.*

## Use of Proxy Voting Advisers

Investment Manager	Who is their proxy voting adviser?	How is the proxy voting adviser used?
<b>BlackRock</b>	Several Advisers	Proxy advisers provide information but voting is determined by BlackRock
<b>Pictet</b>	ISS	Research, recommendations and and vote execution provided by ISS but Pictet retains discretion to vote differently to recommendations

## The Investment Managers' Voting Behaviour

The Trustee has 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 30 June 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.

The Trustee has also compared the voting behaviour of the investment managers with their peers over the same period.

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

The Trustee's key observations are set out below.

### Voting in Significant Votes

Based on information provided by the Trustee's Investment Adviser, the Trustee has identified significant votes in nine separate categories. The Trustee considers 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 Trustee 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

BlackRock appear to have reverted somewhat to a stance of being more supportive of directors and less supportive of shareholders tackling ESG issues than many of their peers.

In BlackRock's defence, it is likely that the success of voting choice has left BlackRock with a divergent client bank. Those that wanted to take a stronger stance on ESG issues are likely to have taken up the option to let someone else take voting decisions on their behalf. The remaining clients who BlackRock continue to represent may naturally be more supporting of directors and BlackRock's voting approach may suit them.

#### Pictet

Pictet continues to adopt the "Sustainable Proxy Voting Guidelines" published by the proxy voting services company ISS. Consequently, it is reasonable to expect Pictet to vote in a way that supports sustainability.

There is evidence that this is the case and, in particular, the manager's voting record suggests that it is willing to vote against director proposals on a range of issues and is supportive of shareholder proposals brought to address ESG matters.

However, the Trustee note that, unlike some of its peers, Pictet has not opposed the reappointment of Auditors and generally takes a more supportive approach to voting on the reappointment of auditors.

The Trustee has no concerns regarding Pictet’s voting record. Nevertheless, Trustee’s Investment Adviser continues to report back to Pictet that considering a policy supporting the regular rotation of auditors might have merit.

**Conclusion**

Based on the analysis undertaken, the Trustee has no material concerns regarding the voting records of Pictet.

The Trustee will keep the voting actions of the investment Blackrock under review, noting that Blackrock’s voting records could be improved relative to some other managers.

..... Date: .....

Signed on behalf of the Trustee of the Comshare Retirement and Death Benefits Plan

## Significant Votes

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

Company	Meeting Date	Proposal	Votes For (%)	Votes Against (%)	BlackRock	Pictet
<b>Audit &amp; Reporting</b>						
TOPPS TILES PLC	18/01/2023	Appoint Mazars as the Auditors	63	37	For	Not held
VEOLIA ENVIRONNEMENT SA	27/04/2023	Appoint the Auditors	72	28	For	Not held
SANOFI	25/05/2023	Appoint the Auditors	85	15	For	Not held
PETS AT HOME GROUP PLC	07/07/2022	Re-appoint KPMG LLP as Auditors	86	14	For	Not held
ASHMORE GROUP PLC	14/10/2022	Appoint the Auditors	87	13	For	Not held
<b>Shareholder Capital &amp; Rights</b>						
TOPPS TILES PLC	18/01/2023	Issue Shares with Pre-emption Rights	63	37	For	Not held
FERREXPO PLC	25/05/2023	Issue Shares with Pre-emption Rights	34	64	For	Not held
CNH INDUSTRIAL NV	14/04/2023	Issue Special Voting Shares	67	33	Against	Not held
LINCOLN NATIONAL CORPORATION	25/05/2023	Issuance of Shares for Existing Incentive Plan	70	30	For	Not held
JUPITER FUND MANAGEMENT PLC	10/05/2023	Issue Shares for Cash	71	29	For	Not held
<b>Pay &amp; Remuneration</b>						
BIOGEN INC.	26/06/2023	Advisory Vote on Executive Compensation	52	48	For	Not held
PEARSON PLC	28/04/2023	Approve Remuneration Policy	54	46	For	Not held
LIONTRUST ASSET MANAGEMENT	22/09/2022	Approve the Remuneration Report	53	46	For	Not held
AMERICAN EXPRESS COMPANY	02/05/2023	Advisory Vote on Executive Compensation	53	45	Against	Against
UNILEVER PLC	03/05/2023	Approve the Remuneration Report	40	55	Against	Not held
<b>Constitution of Company, Board &amp; Advisers</b>						
ZALANDO SE	24/05/2023	Elect Kelly Bennett - Vice Chair (Non Executive)	56	44	For	Not held
BIOGEN INC.	26/06/2023	Elect Eric K. Rowinsky - Non-Executive Director	60	39	Against	Not held
MOTOROLA SOLUTIONS INC.	16/05/2023	Elect Egon P. Durban - Non-Executive Director	61	38	For	Not held
TOPPS TILES PLC	18/01/2023	Re-elect Darren Shapland - Chair (Non Executive)	62	38	For	Not held
ECOLAB INC.	04/05/2023	Elect John J. Zillmer - Non-Executive Director	62	38	Against	Not held
<b>Merger, Acquisition, Sales &amp; Finance</b>						
BALTIC CLASSIFIEDS GROUP PLC	28/09/2022	Approve Waiver of Rule 9 of the Takeover Code	66	34	For	Not held
LVMH (MOËT HENNESSY - LOUIS VUITTON) SE	20/04/2023	Approve Issuance of Debt Securities Giving Access to New Shares of Debt	80	19	Against	Not held
MERCK KGAA	28/04/2023	Issue Bonds/Debt Securities	88	12	For	Not held
HERMES INTERNATIONAL	20/04/2023	Approve Demerger	90	10	Against	Not held
LUCECO PLC	10/05/2023	Approve Waiver of Rule 9 of the Takeover Code	88	7	For	Not held
<b>Climate Related Resolutions</b>						
GLENCORE PLC	26/05/2023	Approve the Company's 2022 Climate Report	68	30	Against	Not held
UNITED UTILITIES GROUP PLC	22/07/2022	Approve Climate-Related Financial Disclosures	80	19	For	Not held
UBS GROUP AG	05/04/2023	Say on Climate	81	15	For	Not held
TOTALENERGIES SE	26/05/2023	Say on Climate	86	11	For	Not held
AVIVA PLC	04/05/2023	Approve Climate-Related Financial Disclosure	97	3	For	Not held
<b>Other Company Resolutions</b>						
TOPPS TILES PLC	18/01/2023	Meeting Notification-related Proposal	63	37	For	Not held
INVESTEC PLC	04/08/2022	Investec plc: Approve Political Donations	70	29	For	Not held
LIONTRUST ASSET MANAGEMENT	22/09/2022	Meeting Notification-related Proposal	66	24	For	Not held
HSBC HOLDINGS PLC	05/05/2023	Meeting Notification-related Proposal	76	23	For	Not held
SSP GROUP PLC	16/02/2023	Meeting Notification-related Proposal	83	17	For	Not held
<b>Governance &amp; Other Shareholder Resolutions</b>						
WELLS FARGO & COMPANY	25/04/2023	Simple Majority Voting	50	49	Against	Not held
SYNOPLYS INC	12/04/2023	Right to Call Special Meetings	50	50	Against	Not held
MCDONALD'S CORPORATION	25/05/2023	Annual Report on Lobbying Activities	50	49	Against	Not held
APPLIED MATERIALS INC	09/03/2023	Right to Call Special Meetings	50	50	Against	Not held
MCKESSON CORPORATION	22/07/2022	Adopt Policy on 10b5-1 Plans	49	50	Against	Not held
<b>Environmental &amp; Socially Focussed Shareholder Resolutions</b>						
STARBUCKS CORPORATION	23/03/2023	Assessment of Worker Rights Commitments	51	47	Against	Not held
THE KROGER CO.	22/06/2023	Racial and Gender Pay Gaps	52	48	For	Not held
WELLS FARGO & COMPANY	25/04/2023	Annual Report on Prevention of Workplace Harassment and Discrimination	52	43	Against	Not held
QUEST DIAGNOSTICS INCORPORATED	17/05/2023	Greenhouse Gas Reduction and Transition Plan	48	52	Against	Not held
THE BOEING COMPANY	18/04/2023	Pay Equity Disclosure	47	52	Against	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 Trustee believes 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 Trustee's 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 Trustee has 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 is 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 Trustee has 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.

The Trustee's primary objective remains to ensure that the assets are sufficient to pay benefits over the long term. The Trustee regularly reviews the appropriateness of the Scheme's assets to ensure that they remain consistent with this primary objective. The Trustee's view is that over the long term environmental factors have the potential to have a material impact on the Scheme. Environmental factors are one of the themes used by the Trustee when assessing an investment manager's voting records.