

**Portmeirion Potteries Limited Retirement Benefit Scheme
Implementation Statement
Year Ending 5 April 2023**

Glossary

ESG	Environmental, Social and Governance
Investment Adviser	First Actuarial LLP
LGIM	Legal & General Investment Management
Scheme	Portmeirion Potteries Limited Retirement Benefit Scheme
Scheme Year	6 April 2022 to 5 April 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 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:

- LGIM Future World Global Equity Index Fund
- LGIM Future World Global Equity Index Fund – GBP Hedged
- Schroder Life Intermediated Diversified Growth Fund
- BNY Mellon Real Return Fund
- Insight Broad Opportunities Fund*

*Insight Broad Opportunities Fund gains access to equity markets via derivatives and so does not have voting rights associated with its equity exposure. The fund does gain access to areas such as infrastructure via funds known as investment companies. These take the legal structure of a UK listed company and as such there are voting rights attaching to these investments. However, we do not regard these voting rights as being material or significant and have therefore not analysed Insight's voting record.

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, and a summary 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.
- The Trustees expect the Scheme's investment managers to have effective ESG policies (including the application of voting rights) in place, and look to discuss the

investment managers' ESG policies with them when the managers attend Trustee meetings.

- The Trustees will normally select investment managers who are signatories to the UNPRI.
- In cases where the Trustees' are dissatisfied with a manager's approach to ESG and voting rights, they will take this into account when reviewing them.

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.
- The Trustees did not select any new funds during the period.
- 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.

**Note the voting analysis was over the year ending 31 March 2023 because this was the most recent data available at the time of preparing this statement. The Trustees are 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
Newton	31,000	82%	16%	2%
LGIM	150,000	76%	23%	1%
Schroders	78,000	82%	12%	6%

Notes

These voting statistics are based on each manager's full voting record over the 12 months to 31 March 2023 rather than votes related solely to the funds held by the Scheme.

Use of Proxy Voting Adviser

Investment Manager	Who is their proxy voting adviser?	How is the proxy voting adviser used?
Newton	ISS	Only used in the case of a conflict of interest
LGIM	ISS and IVIS	ISS and IVIS provide research and ISS administer votes. However, all voting is determined by guidelines set by LGIM.
Schroders	ISS and IVIS	Proxy advisers provide research and administer votes but voting is determined by Schroders.

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.

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

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

LGIM

The manager's willingness to vote against management is consistent with the broad range of policies covered within its corporate governance documentation; each policy provides a set of criteria which can be used to justify a vote against management.

It should also be noted that LGIM has supported shareholder proposals designed to tackle ESG issues and has held directors to account regarding their energy transition proposals (proposals setting out how greenhouse gas emissions will be reduced).

The Trustees have no concerns regarding LGIM's voting record.

Newton (Fund manager of the BNY Mellon Real Return Fund)

From the director proposals which have been analysed, Newton has demonstrated a willingness to vote against management on a broad range of issues. They have taken a particularly strong stance on executive pay.

Newton has also shown a willingness to use its voting rights to support shareholders bringing proposals, including votes related to ESG issues.

The Trustees have no concerns regarding Newton's voting record.

Schroders

The manager demonstrates that it is prepared to vote against management on a range of issues and opposes management in closely contested votes to a greater extent than many of its peers.

Schroders has also consistently been supportive of closely contested shareholder proposals brought to tackle a range of issues including climate change, gender inequality, diversity and human rights.

Schroders supports directors looking to transition companies to a low carbon economy but has opposed such plans in instances where Schroders does not feel company management is going far enough.

The Trustees have no concerns regarding Schroder's voting record.

Conclusion

Based on the analysis undertaken, the Trustees have no material concerns regarding the voting records of LGIM, Newton and Schroders.

The Trustees will keep the voting actions of the investment managers under review.

Rosemary Kennell..... Date: 22 September 2023

Signed on behalf of the Trustees of the Portmeirion Potteries Limited Retirement Benefit Scheme

Significant Votes

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

Company	ISIN	Meeting Date	Proposal	Votes For (%)	Votes Against (%)	LGIM	Schroders	Newton
Audit & Reporting								
W. R. BERKLEY CORPORATION	US0844231029	15/06/2022	Ratify KPMG LP as Auditors	50	50	Against	Not held	Not held
MODERNA INC	US60770K1079	28/04/2022	Appoint the Auditors	75	24	Against	Not held	Not held
WORLDLINE SA	FR0011981968	09/06/2022	Renew Appointment of Deloitte & Associates as Auditor	77	23	Against	For	Not held
VERTEX PHARMACEUTICALS INCORPORATED	US92532F1003	18/05/2022	Appoint the Auditors	77	23	For	Not held	Not held
BLUFIELD SOLAR INCOME FUND LIMITED	GG008B0RD898	29/11/2022	Allow the Board to Determine the Auditor's Remuneration	78	22	Not held	Not held	For
Shareholder Capital & Rights								
TULLOW OIL PLC	GB0001500809	25/05/2022	Issue Shares for Cash	56	44	For	Not held	Not held
FERRARI NV	NL0011585146	13/04/2022	Grant Board Authority to Issue Special Voting Shares	71	29	Against	Against	Not held
VIVENDI SA	FR0000127771	25/04/2022	Authorize Specific Buyback Program and Cancellation of Repurchased Share	71	29	Against	Not held	Not held
PLUS500 LTD	IL0011284465	03/05/2022	Approve Additional Allotment of Shares to Jacob Frenkel	74	26	Not held	For	Not held
EVONIK INDUSTRIES AG	DE000EVNK013	25/05/2022	Approve Creation of EUR 116.5 Million Pool of Authorized Capital with or without	75	25	Against	Not held	Not held
Pay & Remuneration								
THE COCA-COLA COMPANY	US1912161007	26/04/2022	Advisory Vote on Executive Compensation	50	49	Against	Against	Not held
THE TJX COMPANIES INC.	US8725401090	07/06/2022	Advisory Vote on Executive Compensation	48	49	Against	Against	Not held
ORANGE SA	FR0000133308	19/05/2022	Approve Remuneration Policy of Chairman and CEO, CEO and Vice-CEOs	50	49	Against	Against	Not held
TRANSIDGM GROUP INCORPORATED	US8936411003	12/07/2022	Advisory Vote on Executive Compensation	51	48	Against	Not held	Not held
HENRY SCHEIN INC.	US8064071025	18/05/2022	Advisory Vote on Executive Compensation	51	48	Against	Against	Not held
Constitution of Company, Board & Advisers								
INTEL CORPORATION	US4581401001	12/05/2022	Elect Alyssa Henry - Non-Executive Director	50	49	Against	For	Not held
M&T BANK CORPORATION	US55261F1049	25/04/2022	Elect John R. Scannell - Non-Executive Director	51	49	Against	For	Not held
CARRIER GLOBAL CORP	US14448C1045	14/04/2022	Elect David Giffin - Chair & Chief Executive	52	48	Against	Not held	Not held
CENTENE CORP	US1513581017	26/04/2022	Right to Call Special Meeting	47	53	Against	Not held	Not held
HEIDELBERGCEMENT AG	DE0006047004	12/05/2022	Elect Dr. Bernd Scheffle - Chair (Non Executive)	53	47	Against	Not held	Not held
Merger, Acquisition, Sales & Finance								
BOUYGUES SA	FR0000120503	28/04/2022	Authorise Board to Issue Free Warrants with Preemptive Rights During a Public	76	24	Against	Against	Not held
ALLIANZ SE	DE0008404005	04/05/2022	Issue Bonds	91	9	For	Not held	Not held
DEUTSCHE POST AG	DE0005552004	06/05/2022	Issue Bonds	92	8	For	For	Not held
BRENTAG SE	DE000A1DAH00	09/06/2022	Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights	93	7	For	Not held	Not held
PUMA SE	DE0006969603	11/05/2022	Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of EUR 1.5 Billion; Approve Creation of EUR 15.1 Million Pool of Capital to Guarantee Conversion	94	6	For	Not held	Not held
Climate Related Resolutions								
GLENCORE PLC	JE0084T3BW64	28/04/2022	Climate Progress Report	76	24	Against	Not held	Not held
M&G PLC	GB008KFB1C65	25/05/2022	Approve Climate Transition Plan and Climate-Related Financial Disclosure	78	20	Against	Not held	Not held
CENTRICA PLC	GB008033F229	07/06/2022	Approve Climate Transition Plan	79	20	For	For	Not held
Shell plc	GB008033MLX29	24/05/2022	Approve the Shell Energy Transition Progress	77	19	Against	For	Not held
Barclays Plc	GB0031348658	04/05/2022	Approve Barclays' Climate Strategy, Targets and Progress 2022	80	19	Against	For	Not held
Other Company Resolutions								
INVESTEC PLC	GB008178BQ50	04/08/2022	Investec plc: Approve Political Donations	70	29	For	For	Not held
LIONTRUST ASSET MANAGEMENT	GB0007388407	22/09/2022	Meeting Notification-related Proposal	66	24	Against	Not held	Not held
HOSTELWORLD GROUP PLC	GB008YNN4225	11/05/2022	Approve Political Donations	83	17	Not held	For	Not held
SSP GROUP PLC	GB008GBN7C04	16/02/2023	Meeting Notification-related Proposal	83	17	For	For	Not held
NCC GROUP PLC	GB00801Q6K86	02/11/2022	Approve Political Donations	83	15	For	For	Not held
Governance & Other Shareholder Resolutions								
ABBVIE INC	BRAB8VBD0001	06/05/2022	Shareholder Resolution: Submit Severance Agreement (Change-in-Control) to	50	49	Not held	For	Not held
NORTHROP GRUMMAN CORPORATION	US6668071029	18/05/2022	Shareholder Resolution: Right to Call Special Meetings	50	49	For	Not held	Not held
APPLIED MATERIALS INC	US0382221051	09/03/2023	Shareholder Resolution: Right to Call Special Meetings	50	50	For	For	Not held
GLOBAL PAYMENTS INC	US37940X1028	28/04/2022	Shareholder Resolution: Right to Call Special Meetings	50	49	For	For	Not held
FISERV INC.	US3377381088	18/05/2022	Shareholder Resolution: Submit Severance Agreement (Change-in-Control) to	51	49	For	Not held	Not held
Environmental & Socially Focussed Shareholder Resolutions								
PHILLIPS 66	US7185461040	11/05/2022	Shareholder Resolution: Report on Reducing Plastic Pollution	50	49	For	For	Not held
STARBUCKS CORPORATION	US8552441094	23/03/2023	Shareholder Resolution: Assessment of Worker Rights	51	47	For	Not held	Not held
AMAZON.COM INC.	US0231351067	25/05/2022	Shareholder Resolution: Report on Efforts to Reduce Plastic Use	49	51	For	For	For
AMERICAN WATER WORKS COMPANY INC.	US0304201033	11/05/2022	Shareholder Resolution: Report on Third-Party Racial Equity Audit	47	50	For	Not held	Not held
WASTE MANAGEMENT INC	US94106L1098	10/05/2022	Shareholder Resolution: Report on Civil Rights Audit	54	45	For	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.