

**Corps of Commissionaires Retirement Benefit Scheme  
Implementation Statement  
Year Ending 05 April 2023**

**Glossary**

ESG	Environmental, Social and Governance
Investment Adviser	First Actuarial LLP
LGIM	Legal & General Investment Management
Scheme	Corps of Commissionaires Retirement Benefit Scheme
Scheme Year	6 April 2022 to 05 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, LGIM 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 Dynamic Diversified Fund

*\* 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 is satisfied that the analysis provides a fair representation of the investment managers' voting approach over the Scheme Year.*

## The Trustees' Policy Relating to the Exercise of Rights

### Summary of the Policy

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

- The exercise of rights is delegated to investment managers.
- The Trustees take an investment manager's policies into account when selecting and monitoring funds. This includes policies relating to the exercise of rights.
- On an annual basis, the Trustees expect to receive information from investment managers setting out how they have exercised the rights attaching to investments made.
- The Trustees will request additional information from an investment manager and/or engage with that investment manager if the Trustees have concern about the way the investment manager is acting in relation to the exercise of rights.

### 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:

- The Scheme's assets remained invested in pooled funds over the course of the Scheme Year meaning the exercise of rights continues to be delegated to LGIM (the investment manager selected by the Trustees).
- In preparing this statement, the Trustees have reviewed LGIM's voting record. To assist with this review, the Trustees' Investment Adviser provided an assessment of LGIM's voting data which was based on information provided by the investment manager.
- During the Scheme Year, the Trustees did not have any concerns regarding the manner in which LGIM exercised rights and the analysis of LGIM's voting record, which was referred to by the Trustees in the preparation of this Statement, also did not reveal any concerns.

As noted above, to assist with the preparation of this Statement, the Trustees reviewed LGIM's voting record over the Scheme Year. A summary of the key findings from that analysis is provided below.

## 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>LGIM</b>	150,000	76%	23%	1%

### Notes

*These voting statistics are based on the manager's full voting record over the 12 months to 31 March 2023 rather than votes related solely to the fund 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>LGIM</b>	ISS and IVIS	ISS and IVIS provide research and ISS administer votes. However, all voting is determined by guidelines set by LGIM.

## LGIM's Voting Behaviour

The Trustees have reviewed the voting behaviour of LGIM 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;
- LGIM's policies and statements on the subjects of stewardship, corporate governance and voting.

The Trustees have also compared the voting behaviour of LGIM 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 LGIM are listed in the Appendix. In addition, the Trustees considered LGIM's overall voting record in significant votes (i.e. votes across all stocks not just the stocks held within the fund used by the Scheme).

## Analysis of Voting Behaviour

LGIM'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.

## Conclusion

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

The Trustees will keep the voting actions of LGIM under review.

.....*Patricia Stringfellow*..... Date: ...17 August 2023.....

Signed on behalf of the Trustees of the Corps of Commissionaires Retirement Benefit Scheme

## Significant Votes

The table below records how LGIM voted in the most significant votes identified by the Trustees.

Company	Meeting Date	Proposal	Votes For (%)	Votes Against (%)	LGIM
<b>Audit &amp; Reporting</b>					
MODERNA INC	28/04/2022	Appoint the Auditors	75	24	Against
VERTEX PHARMACEUTICALS INCORPORATED	18/05/2022	Appoint the Auditors	77	23	For
PARTNERS GROUP AG	25/05/2022	Appoint the Auditors	84	16	Against
DEUTSCHE TELEKOM	07/04/2022	Ratify Deloitte GmbH as Auditors for Fiscal Year 2022 and for the Review of the Interim Financial Statements for Fiscal Year 2022 and First Quarter of Fiscal Year 2023	86	14	For
TYLER TECHNOLOGIES INC	12/05/2022	Ratify Ernst & Young LLP as Auditors	88	12	Against
<b>Shareholder Capital &amp; Rights</b>					
FERRARI NV	13/04/2022	Grant Board Authority to Issue Special Voting Shares	71	29	Against
VIVENDI SA	25/04/2022	Authorize Specific Buyback Program and Cancellation of Repurchased Share	71	29	Against
BOUYGUES SA	28/04/2022	Authorise Share Repurchase	77	23	Against
UNIVERSAL MUSIC GROUP N.V.	12/05/2022	Issuance of Shares for Long-Term Incentive Plan	78	21	Against
DASSAULT SYSTEMES SE	19/05/2022	Authorize Capital Increase of Up to EUR 10 Million in Connection with Contribution in Kind	79	21	Against
<b>Pay &amp; Remuneration</b>					
THE COCA-COLA COMPANY	26/04/2022	Advisory Vote on Executive Compensation	50	49	Against
THE TJX COMPANIES INC.	07/06/2022	Advisory Vote on Executive Compensation	48	49	Against
ORANGE S.A	19/05/2022	Approve Remuneration Policy of Chairman and CEO, CEO and Vice-CEOs	50	49	Against
BIOGEN INC.	15/06/2022	Advisory Vote on Executive Compensation	52	48	Against
YUM! BRANDS INC.	19/05/2022	Advisory Vote on Executive Compensation	52	48	Against
<b>Constitution of Company, Board &amp; Advisers</b>					
INTEL CORPORATION	12/05/2022	Elect Alyssa Henry - Non-Executive Director	50	49	Against
LEGRAND SA	25/05/2022	Elect Edward A. Gilhuly - Non-Executive Director	57	43	Against
ECOLAB INC.	05/05/2022	Elect John J. Zillmer - Non-Executive Director	58	41	Against
CREDIT SUISSE GROUP	29/04/2022	Discharge the Board for Fiscal 2020	36	60	Against
BIOGEN INC.	15/06/2022	Elect Eric K. Rowinsky - Non-Executive Director	60	39	Against
<b>Merger, Acquisition, Sales &amp; Finance</b>					
BOUYGUES SA	28/04/2022	Authorise Board to Issue Free Warrants with Preemptive Rights During a Public Tender Offer	76	24	Against
DASSAULT SYSTEMES SE	19/05/2022	Delegate Power to the Board to Carry Spin-Off Agreements	78	22	Against
ALLIANZ SE	04/05/2022	Issue Bonds	91	9	For
DEUTSCHE POST AG	06/05/2022	Issue Bonds	92	8	For
FRESENIUS SE	13/05/2022	Approve Issuance of Warrants/Bonds	95	5	For
<b>Climate Related Resolutions</b>					
GLENCORE PLC	28/04/2022	Climate Progress Report	76	24	Against
M&G PLC	25/05/2022	Approve Climate Transition Plan and Climate-Related Financial Disclosure	78	20	Against
CENTRICA PLC	07/06/2022	Approve Climate Transition Plan	79	20	For
Royal Dutch Shell	24/05/2022	Approve the Shell Energy Transition Progress	77	19	Against
Barclays Plc	04/05/2022	Approve Barclays' Climate Strategy, Targets and Progress 2022	80	19	Against
<b>Other Company Resolutions</b>					
MONDI PLC	05/05/2022	Meeting Notification-related Proposal	88	12	For
ASTRAZENECA PLC	29/04/2022	Meeting Notification-related Proposal	88	12	For
HIKMA PHARMACEUTICALS PLC	25/04/2022	Meeting Notification-related Proposal	88	12	For
ENERGEAN PLC	26/05/2022	Meeting Notification-related Proposal	89	11	For
SMURFIT KAPPA GROUP PLC	29/04/2022	Meeting Notification-related Proposal	89	11	For
<b>Governance &amp; Other Shareholder Resolutions</b>					
NORTHROP GRUMMAN CORPORATION	18/05/2022	Shareholder Resolution: Right to Call Special Meetings	50	49	For
APPLIED MATERIALS INC	09/03/2023	Shareholder Resolution: Right to Call Special Meetings	50	50	For
FISERV INC.	18/05/2022	Shareholder Resolution: Submit Severance Agreement (Change-in-Control) to Shareholder Vote	51	49	For
MCKESSON CORPORATION	22/07/2022	Shareholder Resolution: Adopt Policy on 10b5-1 Plans	49	50	For
TESLA INC	04/08/2022	Shareholder Resolution: Adopt Proxy Access Right	51	48	For
<b>Environmental &amp; Socially Focussed Shareholder Resolutions</b>					
PHILLIPS 66	11/05/2022	Shareholder Resolution: Report on Reducing Plastic Pollution	50	49	For
STARBUCKS CORPORATION	23/03/2023	Shareholder Resolution: Assessment of Worker Rights Commitments <sup>2</sup>	51	47	For
AMAZON.COM INC.	25/05/2022	Shareholder Resolution: Report on Efforts to Reduce Plastic Use	49	51	For
AMERICAN WATER WORKS COMPANY INC.	11/05/2022	Shareholder Resolution: Report on Third-Party Racial Equity Audit	47	50	For
EXXON MOBIL CORPORATION	25/05/2022	Shareholder Resolution: Report on Scenario Analysis Consistent with International Energy Agency's Net Zero by 2050	46	45	For

### 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.