

Riverside Group Pension Scheme Implementation Statement Year Ending 31 March 2025

Glossary

ESG	Environmental, Social and Governance
Investment Adviser	First Actuarial LLP
L&G	Legal & General Investment Management
Scheme	Riverside Group Pension Scheme
Scheme Year	1 April 2024 to 31 March 2025
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 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 Trustee has considered guidance from the Department for Work & Pensions which was updated on 17 June 2022, as well as the expectations set out in the General Code of Practice.

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:

- L&G Future World Global Equity Index Fund
- The Partners Fund

The Partners Fund typically has an allocation of about 10-15% to cash and listed equities and the Scheme's allocation to the Partners Fund is about 5% of total assets. This means that exposure to listed equities via the fund represents less than 1% of Scheme assets.

The Trustee does not consider this exposure to listed equity in the Partners Fund to be significant in the context of the overall portfolio of Scheme assets and therefore Partners has been excluded from the Trustee's voting analysis.

Although the Trustee can only analyse the voting records of investment managers with the entitlement to vote, the ESG policies of all investment managers are considered. Further information on this can be found in the later sections of this statement.

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.
- 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 an investment Manager's own policies on such matters. Consequently, the Trustee recognises that its ability to directly influence the action of companies is limited.
- The Trustee considers an investment manager's policies on engagement and voting in making decisions about appointing and retaining investment managers.

- The Trustee recognises that members might wish the Trustee to engage with the underlying companies in which the Scheme invests with the objective of improving corporate behaviour to benefit the environment and society. When considering the use of a potential investment manager, the Trustee takes into account whether an investment manager's corporate stewardship approach is likely to be consistent with the views of the members. However, this only forms part of the selection process and the Trustee's priority is to select investment managers which are best suited to help meet the Trustee's investment objectives.
- The Trustee expects that each investment manager should discharge its responsibilities in respect of investee companies in accordance with that investment manager's own corporate governance policies and current best practice, such as the UK Stewardship Code and the UN Principles for Responsible Investment.
- The Trustee expects that, where appropriate, each investment manager should take ESG considerations into account when exercising the rights attaching to investments and in taking decisions relating to the selection, retention and realisation of investments.
- The Trustee will review the stewardship policies of the investment managers on an annual basis.

Has the policy been followed during the Scheme Year?

The Trustee's 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 Trustee's belief regarding the importance of good stewardship.
- The Scheme's invested assets remained invested in pooled funds over the period.
- The Trustee did not select any new funds during the period.
- During the Scheme Year, the Trustee considered the voting records of L&G over the period ending 31 March 2024.
- Since the end of the Scheme Year, an updated analysis of L&G's voting records based on the period ending 31 March 2025* 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 investment managers used by the Scheme are signatories to the UNPRI.
- All investment managers used by the Scheme are signatories to the UK Stewardship Code.
- The Trustee receives reporting on the ESG characteristics of all investment managers, including the level of risk relating the relevant asset class.
- The Trustee undertakes ESG training and discuss any ESG concerns for each investment manager.

**Note the voting analysis was over the year ending 31 March 2025 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 Manager voting approach over the Scheme Year.*

The investment manager's voting record

A summary of the investment Manager's voting record is shown in the table below.

Investment Manager	Number of votes	Split of votes:		
		For	Against / withheld	Did not vote/ abstained
L&G	120,000	76%	23%	1%

Notes

These voting statistics are based on the manager's full voting record over the 12 months to 31 March 2025 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?
L&G	Several advisers	Uses ISS for research and voting administration. May also use research from Glass Lewis and IVIS (part of the Investment Association). However, voting decisions ultimately remain in-house.

The investment manager voting behaviour

The Trustee has reviewed the voting behaviour of L&G by considering the following:

- broad statistics of their voting record 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 2025 on the most contested proposals in nine categories across the UK, the US and Europe;
- L&G policies and statements on the subjects of stewardship, corporate governance and voting.

The Trustee has also compared L&G’s voting behaviour 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 L&G are listed in the Appendix. In addition, the Trustee considered L&G’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

L&G

The Trustee notes that L&G's voting record continues to compare very favourably with its peers. As in previous years, analysis of L&G's voting record identifies clear evidence that the manager is willing to vote against company directors on a broad range of issues. It is unsurprising that the manager has committed to remaining a member of NZAM, irrespective of the review's outcome.

While L&G has come under some criticism from the campaign group Make My Money Matter, the Trustee is satisfied that L&G is among the most proactive on tackling climate-related proposals. Indeed, the manager has opposed several climate-related proposals based on an assessment that proposals put forward by a company's management did not go far enough and has supported shareholder proposals designed to tackle a range of ESG issues.

Partners

The exposure to listed equities via the Partners Fund represents less than 1% of total Scheme assets. Therefore, the Trustee has concluded that this exposure to listed equities is not significant in the context of the Scheme's overall assets and therefore the Trustee has excluded this fund from the voting analysis.

The Trustee has noted that Partners are signatories to the UK Stewardship Code and gain a 78% rating from UNPRI for Policy, Governance and Strategy.

Conclusion

Based on the analysis undertaken, the Trustee has no material concerns regarding the voting records of the Scheme's investment managers.

Approved by the Trustee Board on behalf of the Trustee of the Riverside Group Pension Scheme

Date: 29 July 2025

Significant votes

The table below records how L&G voted in the most significant votes identified by the Trustee.

Company	ISIN	Meeting Date	Proposal	Votes For (%)	Votes Against (%)	L&G
Audit & Reporting						
SWISS LIFE HOLDING	CH0014852781	15/05/2024	Appoint the Auditors	80	19	Against
TOTAL ENERGIES SE	FR0000120271	24/05/2024	Appoint EY as the Auditors of Sustainability Reporting	75	19	For
SALESFORCE.COM INC	US7946613024	27/06/2024	Appoint the Auditors	81	18	Against
COMPAGNIE FINANCIERE RICHEMONT SA	CH0012731458	11/09/2024	Appoint the Auditors	79	18	Against
GEBERT AG	CH0008038223	17/04/2024	Appoint PwC as Auditors	82	18	Against
Shareholder Capital & Rights						
ENERGEAN PLC	GB00BG12Y042	23/05/2024	Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment	76	24	For
ORANGE S.A	FR0000133308	22/05/2024	Approve Issue of Shares for Employee Saving Plan	19	78	Against
RIO TINTO PLC	GB0007188757	04/04/2024	Authorise Share Repurchase	79	20	For
Pay & Remuneration						
ALCON AG	CH0432492467	08/05/2024	Approve the Remuneration Report	49	49	Against
PALO ALTO NETWORKS	US6974351057	10/12/2024	Advisory Vote on Executive Compensation	50	49	Against
WARNER BROS DISCOVERY INC	US25468Y1073	03/06/2024	Advisory Vote on Executive Compensation	53	46	Against
3M COMPANY	US88579Y1010	14/05/2024	Advisory Vote on Executive Compensation	45	54	Against
CONAGRA BRANDS INC.	US2058871029	18/09/2024	Advisory Vote on Executive Compensation	45	55	Against
Constitution of Company, Board & Advisers						
UBER TECHNOLOGIES INC	US90353T1007	06/05/2024	Elect David I. Trujillo - Non-Executive Director	56	44	Against
ALEXANDRIA R E EQUITIES INC	US0152711091	14/05/2024	Elect James P. Cain - Non-Executive Director	57	43	Against
CBOE GLOBAL MARKETS INC	US12503M1080	16/05/2024	Right to Call Special Meeting	60	39	Against
THE COCA-COLA COMPANY	US1912161007	01/05/2024	Elect Thomas S. Gayner - Non-Executive Director	61	39	Against
CME GROUP INC.	US1677601072	09/05/2024	Elect Phyllis M. Lockett - Non-Executive Director	64	36	Against
Merger, Acquisition, Sales & Finance						
SYMRISE AG	DE000SYM9999	15/05/2024	Authority to issue bonds with warrants and/or convertible bonds; create a conditional capital and related amendments to the articles of association	86	14	For
RHEINMETALL AG	DE0007030009	14/05/2024	Issue warrants/convertible bonds	92	8	For
REDEIA CORPORATION	ES0173093115	03/06/2024	Issue Bonds	93	6	For
IBERDROLA SA	ES0144580018	17/05/2024	Authorisation to Issue Bonds Exchangeable and/or Convertible Into Shares and Warrant	93	5	For
SOCIETE GENERALE SA	FR0000130809	22/05/2024	Issue Bonds/Debt Securities	96	4	For
Climate Related Resolutions						
REPSOL SA	ES0173516115	09/05/2024	Advisory Vote on the Company's Energy Transition Strategy	70	21	Against
TOTAL ENERGIES SE	FR0000120271	24/05/2024	Opinion on the Sustainability & Climate - Progress Report 2024	94	4	Against
UNILEVER PLC	GB00B10RZP78	01/05/2024	Say on Climate	91	2	For
HOLCIM LTD	CH0012214059	08/05/2024	Approve Climate Report	95	2	For
NATIONAL GRID PLC	GB00B08SNH34	10/07/2024	Approve the Climate Transition Plan	94	1	For
Other Company Resolutions						
ENERGEAN PLC	GB00BG12Y042	23/05/2024	Meeting Notification-related Proposal	78	22	For
BAE SYSTEMS PLC	GB0002634946	09/05/2024	Approve Political Donations	87	13	For
SEGO PLC	GB0008141045	18/04/2024	Notice of General Meetings	89	10	For
KERRY GROUP PLC	IE0004906560	02/05/2024	Notice of General Meetings	90	10	For
Governance & Other Shareholder Resolutions						
ABBVIE INC	BRABBVDR001	03/05/2024	Simple Majority Voting	49	51	For
HUMANA INC.	US4448591028	18/04/2024	Introduce Majority Voting for Director Elections	51	49	For
DEXCOM INC	US2521311074	22/05/2024	Transparency in Lobbying	51	48	For
WARNER BROS DISCOVERY INC	US25468Y1073	03/06/2024	Right to Call Special Meetings	52	48	For
CIGNA CORPORATION	US1255091092	24/04/2024	Right to Call Special Meetings	48	51	For
Environmental & Socially Focussed Shareholder Resolutions						
AMERICAN TOWER CORPORATION	US0299122012	22/05/2024	Disclosure of Racial and Gender Pay Gaps	49	51	For
NETFLIX INC	US64110L1061	06/06/2024	Report on Netflix's Use of Artificial Intelligence	43	56	For
QUEST DIAGNOSTICS INCORPORATED	US74834L1008	16/05/2024	Climate Change Targets	42	57	For
CINTAS CORPORATION	US1729081059	29/10/2024	Shareholder Resolution: Political Disclosure	39	60	For
GENERAL MILLS INC	US3703341046	24/09/2024	Report on the use of plastic	39	58	For

Note

Where an investment manager's voting record has not been provided for each fund, reliance is placed on periodic stock holding information to identify votes relevant to the fund. This means it is possible that some of the votes listed above may relate to companies that were not held within a pooled fund 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 a fund 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 were 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 number of Significant Votes is large. This is helpful for assessing a 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 proposals; 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 Trustee 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 a 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.

Voting categories

Our analysis is based on voting data provided by PIRC covering all companies listed within the UK (if included in the FTSE all share index) the US (if included in the S&P 500) and Europe (if included in a Eurofirst index).

For each vote, the data includes a description and the result (recording proportions in favour, opposed and abstained). Based on the descriptions, we group each vote into one of nine categories; seven of which relate to director proposals whilst the final two categories cover shareholder proposals.

We have designed these categories with the aim of covering the main topics of stewardship for pension Trustees. PIRC categorise their votes into a long list of sub-categories that, at the start of our voting analysis, we have divided into our own categories.

These are split between director and shareholder proposals which helps to differentiate between fund managers' overarching proxy voting policies. Shareholder proposals are brought about by a certain % of shareholders, while director proposals are typically standard at each AGM and are brought by management. For example, PIRC often support shareholder proposals and oppose director proposals (where appropriate), while US-based investment managers, such as Vanguard, do the opposite.

For director proposals, we have aimed to broadly cover the main topical issues, and we believe that each section differentiates itself enough from the next to warrant being its own section. Therefore, any manager differences can easily be distinguished.

For shareholder proposals, these are mainly brought about to tackle a range of ESG issues. It then intuitively follows that both categories should in some way be geared towards Environmental, Social and Governance. Governance has its own category as this covers a broader range of issues at a company, whereas Social and Environmental issues are typically more specific resolutions.

Investment manager voting policies

For more information concerning L&G's voting policies and rationale, please visit the below links.

[L&G](https://am.landg.com/en-uk/institutional/responsible-investing/investment-stewardship/) – <https://am.landg.com/en-uk/institutional/responsible-investing/investment-stewardship/>

Investment Manager UNPRI Scores

The Trustee expects that each investment manager should discharge its responsibilities in respect of investee companies in accordance with current best practice. This applies to all investment managers held by the Scheme.

The Trustee considers the UN Principles for Responsible Investment (UNPRI) to be an example of a strong best practice framework. All investment managers used by the Scheme are signatories to the UNPRI and the scores obtained by each investment manager are set out below.

Investment Manager	Policy, Governance and Strategy	Asset Class Specific
L&G	★★★★★	★★★★★ <i>Passive Equity</i>
M&G	★★★★★	★★★★★ <i>Fixed Income</i>
JPM	★★★★☆	★★★★★ <i>Infrastructure</i>
Partners	★★★★☆	★★★★★ <i>Private Equity / Infrastructure</i>
Aviva	★★★★★	★★★★☆ <i>Infrastructure</i>
Schroder	★★★★★	★★★★★ <i>Fixed Income</i>

UNPRI Score Key	Score Required
★★★★★	>90%
★★★★☆	>65% <= 90%
★★★☆☆	>40% <= 65%
★★☆☆☆	>25% <= 40%
★☆☆☆☆	0 <= 25%

For more information on the UNPRI scoring methodology and ratings scale, please visit the below link:

[How investors are assessed on their reporting | Reporting guidance | PRI](#)