

Annual Implementation Statement – for scheme year ending 5 April 2023

Valspar UK Pension Plan

Introduction

This document is the Annual Implementation Statement (“the statement”) prepared by the Trustee of the Valspar UK Pension Plan (the “Plan”) covering the scheme year to 5 April 2023.

The purpose of this statement is to:

- set out the extent to which, in the opinion of the Trustees, the engagement policy under the Plan’s Statement of Investment Principles (“SIP”) has been followed during the year
- describe the voting behaviour by, or on behalf of, the Trustees over the year.

A copy of this implementation statement will be made available on the following website <https://www.valsparpaint.co.uk/valspar-uk-pension-plan/>.

This statement does not cover the Plan’s Additional Voluntary Contribution (AVC) investments.

Trustees’ voting and engagement policy

The Trustees have delegated all day-to-day investment decisions to the Plan’s sole investment manager – Legal & General Investment Management (“Legal & General”). The Plan’s assets are entirely passively managed and invested in Legal & General pooled arrangements.

Due to the passive nature of the Plan’s investments, the Trustees recognise that no material decisions are taken by the investment manager on the holdings to be included in the portfolio. However, the Trustees expect that the extent to which social, environmental or ethical issues may have a fundamental impact on the portfolio will be taken into account by the investment manager in the exercise of their delegated duties.

The Plan’s investment manager is signed up to the UK FRC Stewardship Code. The Trustees encourage Legal & General to discharge their responsibilities in respect of investee companies in accordance with the Stewardship Code published by the Financial Reporting Council. The Trustees will monitor the activities of its manager on a regular basis but appreciates that its applicability may be limited for certain asset classes such as bonds.

The Trustees receive regular updates from the investment consultant on the investment manager’s performance and whether there have been any changes to the investment manager’s research ratings. This is discussed at Trustees’ meetings together with whether the manager is performing in line with the Plan’s objectives.

In addition, the Trustees review Legal & General’s annual Active Ownership report and quarterly Environmental, Social and Governance (ESG) Impact reports, the latest being for 2022 and Q1 2023, respectively. Over the year, Legal & General focused on the following key themes: policy, advocacy and collaboration; environment; diversity. The Trustees are satisfied that the manager is engaging with investee companies in a manner aligned with the Plan’s long-term investment objectives.

The Trustees’ policy is to delegate responsibility for the exercising of rights (including voting rights) attaching to investments to the investment managers.

Summary of voting over the year

The Plan’s equity investments are managed by Legal & General via pooled funds, all on an index-tracking basis. Given the indexed nature of the mandates, Legal & General are limited by the equities they must hold in the portfolio, but the Trustees believe they have a strong engagement process.

A summary of the voting on behalf of the Plan is provided in the table below. As the voting data as at 5 April 2023 is not available, the data provided below is as at 31 March 2023.

| Fund | Number of votes eligible to cast | % of votes exercised | % of votes with management | % of votes against management | % abstained |
|---|----------------------------------|----------------------|----------------------------|-------------------------------|-------------|
| Legal & General UK Equity Fund | 10,870 | 99.9% | 94.5% | 5.5% | 0.0% |
| Legal & General World (ex-UK) Equity Fund | 36,202 | 99.8% | 77.6% | 21.7% | 0.8% |

Totals may not sum due to rounding.

As a hedged Share Class of the Legal & General World (ex-UK) Equity Fund, voting for the Legal & General World (ex-UK) Equity Fund GBP Hedged fund was as described above.

Voting information on the Plan's bond funds is not provided as the vast majority of loan and debt securities do not come with voting rights.

Significant votes

The table below demonstrates the most significant votes cast on behalf of the Plan over the year to 31 March 2023. The significant votes chosen are those for the companies who make up the largest holdings within each equity fund:

| Fund | Significant votes cast |
|---|---|
| Legal & General UK Equity Fund | <p>Company: Royal Dutch Shell Plc</p> <p>Size of holding: 6.7%</p> <p>Management resolution: Resolution 20 – Approve the Shell Energy Transition Progress Update</p> <p>How the manager voted: Legal & General voted AGAINST the above resolution.</p> <p>Rationale for the voting decision:</p> <p>Climate change: A vote against is applied, though not without reservations. Legal & General acknowledge the substantial progress made by the company in strengthening its operational emissions reduction targets by 2030, as well as the additional clarity around the level of investments in low carbon products, demonstrating a strong commitment towards a low carbon pathway. However, Legal & General remain concerned about the disclosed plans for oil and gas production, and would benefit from further disclosure of targets associated with the upstream and downstream businesses.</p> <p>Outcome: PASSED. 79.9% of shareholders supported the resolution.</p> |
| Legal & General World (ex-UK) Equity Fund | <p>Company: Alphabet Inc.</p> <p>Size of holding: 1.2%</p> <p>Management resolution: Resolution 7 - Report on Physical Risks of Climate Change</p> <p>How the manager voted: Legal & General voted FOR the above resolution.</p> |

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| | <p>Rationale for the voting decision:</p> <p>Climate change: A vote in favour is applied as Legal & General expects companies to be taking sufficient action on the key issue of climate change.</p> <p>Outcome: FAILED. 17.7% of shareholders supported the resolution.</p> |
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As a hedged Share Class of the Legal & General World (ex-UK) Equity Fund, voting over the year and significant votes for the Legal & General World (ex-UK) Equity Fund GBP Hedged fund was as described above.

The Trustees of the Valspar UK Pension Plan
26 October 2023