Implementation Statement, covering the Scheme Year from 1 February 2022 to 31 January 2023 (the "Scheme Year")

The Trustee of the Williams & Griffin Limited Retirement Benefits Scheme (the "Scheme") is required to produce a yearly statement to set out how, and the extent to which, the Trustee has followed the voting and engagement policies in its Statement of Investment Principles ("SIP") during the Scheme Year. This is provided in Section 1 below.

The Statement is also required to include a description of the voting behaviour during the Scheme Year by, and on behalf of, Trustees (including the most significant votes cast by Trustees or on their behalf) and state any use of the services of a proxy voter during that year. This is provided in Section 3 below.

In preparing the Statement, the Trustee has had regard to the guidance on Reporting on Stewardship and Other Topics through the Statement of Investment Principles and the Implementation Statement, issued by the Department for Work and Pensions ("DWP's guidance") in June 2022.

1. Introduction

No changes were made to the voting and engagement policies in the SIP during the Scheme Year.

The Trustee has, in its opinion, followed the Scheme's voting and engagement policies during the Scheme Year.

2. Voting and engagement

The Trustee has delegated to the investment managers the exercise of rights attaching to investments, including voting rights, and engagement.

However, the Trustee takes ownership of the Scheme's stewardship by monitoring and engaging with managers and escalating as necessary, as detailed below.

Following the introduction of DWP's guidance, the Trustee agreed to set stewardship priorities to focus engagement with their investment managers on specific ESG factors. The Trustee will report on them in the next Implementation Statement, once the transition of investments to Legal & General has been completed.

The Trustee reviews case studies of the managers' votes and engagements which relate to the Trustee's stewardship priorities as part of its ongoing monitoring. This helps the Trustee to better understand its managers' different approaches to voting and engagement and form a view on their appropriateness for the Scheme.

The Trustee is conscious that responsible investment, including voting and engagement, is rapidly evolving and therefore expects most managers will have areas where they could improve. Therefore, the Trustee aims to have an ongoing dialogue with managers to clarify expectations and encourage improvements.

3. Description of voting behaviour during the Scheme Year

All of the Trustee's holdings in listed equities are within pooled funds and the Trustee has delegated to its investment managers the exercise of voting rights. Therefore, the Trustee is not able to direct how votes are exercised and the Trustee itself has not used proxy voting services over the Scheme Year. However, the Trustee monitors managers' voting and engagement behaviour on an annual basis.

In this section we have sought to include voting data in line with the Pensions and Lifetime Savings Association (PLSA) guidance, PLSA Vote Reporting template and DWP's guidance, on the Scheme's funds that hold equities as follows:

- Aviva GM UK Equity Pension AP fund;
- Aviva GM European Equity Pension AP fund;
- Aviva GM Overseas Equity Pension AP fund;
- Aviva Life & Pensions UK Limited FLAS With-Profits fund ("Aviva With-Profits fund").

On 16 June 2022, the Aviva GM Global Equity Fund was closed and the funds were switched proportionately to the Aviva GM Overseas Equity Fund and Aviva GM UK Equity Fund. Aviva were unable to provide voting data for the Global Equity Fund in the period between 31 January 2022 and 16 June 2022, so we have not been able to report on voting data for this fund in this statement.

The Trustee requested information from Aviva in relation to the funds the Scheme invests in that don't hold listed equities, to ask if there were any voting opportunities over the period. Aviva confirmed that there were no voting opportunities in relation to the Aviva GM Sterling Bond Pension AP fund and the Aviva GM Property Pension AP fund.

3.1 Description of the voting processes

For assets with voting rights, the Trustee relies on the voting policies which its managers have in place.

Aviva

Voting decisions are based off Aviva's Voting Policy which is reviewed on an annual basis and updated subject to Board approval. Final decisions are made by the Stewardship function (i.e ESG analysts) in conjunction with portfolio managers who inform the decision-making process by bringing their knowledge and assessment of company strategy and any special circumstances.

To support Aviva in making voting decisions, it uses governance and other research from a number of sources. These include the Investment Association's IVIS service and ISS. Aviva uses research for data analysis only and does not automatically follow any voting recommendations.

Given the number of companies Aviva owns in its portfolios (including index funds), Aviva seeks to prioritise engagement by size of holding and where it is most likely to benefit Aviva's clients. This allows Aviva to consider additional context from the company, which occasionally results in Aviva changing a vote.

Aviva maintains a database to record its voting and engagement with companies, which allows Aviva to review the effectiveness of its work. For Aviva's priority engagements, its intention is to review these on a quarterly or half yearly basis.

There will be times when, despite engagement with companies, Aviva's concerns have not been adequately addressed. Under these circumstances, the matter may be escalated into a more focused project of intervention aimed at securing changes to the board, management, practices or strategy. As part of our escalation process, Aviva may ask to discuss issues with executive and/or non-executive directors, work with other institutions and investors to press for change or exercise Aviva's voting rights against the board. As a last resort Aviva may requisition a general meeting of a company or a resolution at an Annual General Meeting, or support others who are doing so. Aviva may also make public statements where it believes this is appropriate. However, Aviva expects this to happen only in the most extreme cases.

Aviva subscribes to proxy advisory services for independent research and recommendations including recommendations based on its own policy (where certain resolutions will be referred to us for further consideration). These providers include the IVIS service, ISS-Ethix and MSCI. Aviva use research for data analysis only, as it has our own robust voting policy which is applied to all Aviva holdings. Aviva also takes into consideration the views of the fund manager and the conversations with the company through its voting specific engagement.

Whilst Aviva does not consult clients ahead of each vote (given the significant practical challenges this will create), it is always keen to understand client views on particular issues/companies and is happy to provide details of how it voted after the event. Aviva has also been involved in a pilot enabling end investors to have a voice and be empowered to be part of the voting process. More broadly, Aviva has been working with its client experience project team and is going to institutionalise a standard question, asking clients about their stewardship preferences and priorities. This will be invaluable in shaping Aviva's voting policy and engagement plans to continue to meet client aims and expectations.

There may also be occasions where voting exceptions have been specifically agreed with Aviva's clients in segregated funds, but generally it retains responsibility for ensuring voting is carried out in a manner consistent with their own approach to stewardship. If a pooled fund investor asked Aviva to vote a certain way, it would not be able to do this unless it was consistent with Aviva's view / the vote direction was in the best interests of all investors in that fund.

Aviva may also contact clients if there is a conflict of interest situation - for example, in relation to the exercise of voting rights for shares in Aviva's parent company Aviva plc (Aviva's default position is not to vote these holdings as Aviva Investors will exercise no discretion).

3.2 Summary of voting behaviour

A summary of voting behaviour over the Scheme Year is provided in the table below. Aviva was unable to provide part-period data to the disinvestment date (June 2023) for the Global Equity Fund, so we have omitted it from the below.

Fund name	Aviva GM UK Equity Pension AP Fund	Aviva With-Profits Fund	Aviva GM Overseas Equity Pension AP Fund	Aviva GM European Equity Pension AP Fund
Total size of fund at end of the Scheme Year	£2.8m	£2,491m	£149m	-*
Value of Scheme assets at end of the Scheme Year (£ / % of total assets)	£0.4m	£4.6m	£0.3m	£0.2m
Number of equity holdings at end of the Scheme Year	384	3,717	3,978	-*
Number of meetings eligible to vote	497	5,164	5,590	551
Number of resolutions eligible to vote	7,745	54,761	61,208	9,531
% of resolutions voted	99.7%	96.4%	96.5%	80.5%
Of the resolutions on which voted, % voted with management	92.4%	71.6%	73.9%	70.2%
Of the resolutions on which voted, % voted against management	5.9%	25.8%	23.6%	23.7%
Of the resolutions on which voted, % abstained from voting	1.7%	2.5%	2.4%	6.1%
Of the meetings in which the manager voted, % with at least one vote against management	55.3%	74.0%	72.4%	79.3%
Of the resolutions on which the manager voted, % voted contrary to recommendation of proxy advisor	5.9%	18.3%	17.0%	25.0%

*Aviva was unable to provide this data and so it has been omitted from the draft Statement.

9.3 Most significant votes

Commentary on the most significant votes over the Scheme Year, from the Scheme's asset managers who hold listed equities, is set out below.

The Trustee did not inform its managers which votes it considered to be most significant in advance of those votes. The Trustee will consider the practicalities of informing managers ahead of the vote and will report on it in next year's Implementation Statement.

Given the large number of votes which are cast by managers during every Annual General Meeting season, the timescales over which voting takes place as well as the resource requirements necessary to allow this, the Trustee did not identify significant voting ahead of the reporting period. Instead, the Trustee has retrospectively created a shortlist of most significant votes by requesting each manager provide a shortlist of votes, which comprises a minimum of ten most significant votes, and suggested the managers could use the PLSA's criteria[1] for creating this shortlist. By informing its managers of its stewardship priorities and through its regular interactions with the managers, the Trustee believes that its managers will understand how it expects them to vote on issues for the companies they invest in on its behalf.

The Trustee has interpreted "significant votes" to mean those that:

- might have a material impact on future company performance;
- have a high media profile or are seen as being controversial;
- are shareholder resolutions which received material support;

The Trustee has reported on one of these significant vote per fund only as the most significant votes. If members wish to obtain more investment manager voting information, this is available upon request from the Trustee.

Aviva

Aviva determines the 'most significant' votes for the Scheme year using a range of criteria, including:

- the impact on the company (both short and long term) if the resolution was or wasn't approved;
- the materiality of the shareholder resolutions;
- the level of public and / or media interest in certain companies and resolutions; and,
- how significant the holdings are in relation to the fund and to Aviva Investors (acknowledging that the larger the aggregate / percentage holding, the more ability we have in affecting change).

Aviva GM UK Equity Pension AP Fund

	GlaxoSmithKline Plc – 4 May 2022	**J Sainsbury Plc – 7 July 2022**
Summary of resolution	Approve remuneration policy.	Shareholder resolution on living wage accreditation.
Approximate size of the Fund's holdings as at the date of the vote	4.04%	0.11%
Company management recommendation/Fund manager vote	For/Against	Against/For
Rationale	The company was seeking approval to increase the bonus opportunity from 2x to 3x salary. The additional quantum would materialise on outperformance of the Company's new strategic targets. However, this did not offset concerns on excessive quantum, or the increased emphasis on short -term performance. Further, the demerger of GSK and Haleon will decrease the Company's individual size and scope, which does not rationalise increase variable pay quantum going forward.	Workers in the sector are one of the largest groups of low-paid workers in the UK. There is a strong business case for adopting higher base rates of pay including increased service quality, productivity, and a reduction of costs in the long term i.e., leads to better recruitment, and retention. The letter from the Board Chair states that the majority of Sainsbury's contractors are already paid at, or above the Living Wage, but we would like this to be evidenced, and so far this is the piece that has not been forthcoming. Rather than simply encouraging its suppliers to pay the living wage we think this should be a contract prerequisite or alternatively, we would like the company to assess what it would cost, to make up the difference itself. In this respect, we are also comfortable with the timescales detailed in the

[1] Vote reporting template for pension scheme implementation statement – Guidance for Trustees (plsa.co.uk). Trustees are expected to select "most significant votes" from the long-list of significant votes provided by their investment managers.

		proposals and do not feel these are too burdensome for the company to meet.
Was the vote communicated to the company ahead of the vote?	Yes	Yes
Outcome of the vote	Resolution passed (38.2% against)	Resolution failed (17% support)

Aviva With-Profits Fund

	Visa Inc – 24 January 2023	Carrefour SA – 3 June 2022
Summary of resolution	Advisory vote to ratify named Executive Officers' Compensation.	Approve the company's climate transition plan.
Approximate size of the Fund's holdings as at the date of the vote	0.36%	0.01%
Company management recommendation/Fund manager vote	For/Against	For/Against
Rationale	The focus of the vote was on long-term incentive awards that are not sufficiently performance based. More pertinently, Aviva also highlighted the company's excessive provision of corporate aircraft usage perquisite to the CEO.	The plan lacked pertinent details which would outline how emissions will be reduced.
Was the vote communicated to the company ahead of the vote?	Yes	No
Outcome of the vote	Resolution passed (89.7% support)	Resolution passed (87.4% support)

Aviva GM Overseas Equity Pension AP fund

	Credit Suisse Group AG – 29 April 2022	Rentokil Initial Plc – 6 October 2022
Summary of resolution	Shareholder resolution to amend articles, RE: Climate Change Strategy Disclosures. Adoption of an additional article within its articles of association to improve the company's reporting on climate risks.	Approve acquisition of Terminix Global Holdings, Inc.
Approximate size of the Fund's holdings as at the date of the vote	0.02%	0.14%
Company management recommendation/Fund manager vote	Against/For	For/For
Rationale	Shareholders would benefit from additional disclosure with respect to the company's strategy set to align the financing activities with the Paris agreement as well as the reduction of exposure to coal, oil, and gas assets. This additional disclosure will allow shareholders to better assess the company's management of climate-related risk and should serve to further align the company's	Support was considered warranted for the proposed acquisition and related share issuance based on sensible strategic rationale, cost synergies and reasonable valuation. The deal will make Rentokil the leader in the North

	disclosures with its states policies and commitments. We note that Credit Suisse recently published a new energy target and new disclosures in its TCFD report. However, the metric used by Credit Suisse to model its lending activities underplays transition risk and financial support to fossil fuel companies, as it is based on drawn amounts. Credit Suisse's disclosures and targets also do not include capital markets activities, despite these representing ~77% of its financing to top oil and gas expanders between 2016 & 2021. The bank does not currently have plans to expand the scope of its targets and disclosures as opposed to some of its peers (e.g., HSBC). Also, there are concerns as to how it assesses clients transition plans. This includes providing further information on how it assesses companies' coal transition strategies, as its policy exempts companies with a 'credible' transition plan across all its pillars. Credit Suisse uses a Client Energy Transition Framework (CETF) to categorise clients according to their energy transition readiness. However, the CETF continues to be opaque, and its effectiveness is difficult to gauge.	American pest control market (c50% of the global market). Rentokil is the only global player with a strong track record of execution and consolidation.
Was the vote communicated to the company ahead of the vote?	Yes	N/A
Outcome of the vote	Resolution failed (22.8% support)	Resolution passed (99.9% support)

Aviva GM European Equity Pension AP Fund

	TotalEnergies SE – 25 May 2022	Airbus SE – 12 April 2022
Summary of resolution	Approve company's sustainability and climate transition plan.	Approve implementation of Remuneration Policy.
Approximate size of the Fund's holdings as at the date of the vote	1.85%	0.80%
Company management recommendation/Fund manager vote	For/Abstain	For/Against
Rationale	An abstention was warranted on this occasion as we still lack conviction that current disclosure of targets and emissions meet the goal of limiting global warming to 1.5 degrees, particularly when benchmarked to certain peers. In terms of key areas to see improvement, we are looking for TotalEnergies to set out more rigorous specific absolute scope 3 targets covering its global business activities (including quantifiable emissions reduction before FY30); a clearer roadmap on how it plans to evolve its energy mix beyond 2030 until 2050, clearly evidence how it will reach the 2050 forecast energy mix aligned with the 2050 IEA net zero energy mix; disclose estimated methane emissions figures connected to JVs (given the impact that global	We were unable to support the remuneration implementation report as disclosure of long-term incentive targets was limited.

	methane emissions have on atmospheric temperature rises); and to demonstrate a more transparent and constructive culture of engagement as the board's rationale for not including the draft shareholder resolution filed (seeking to ensure alignment of its short, medium and long-term emission reduction targets with a 1.5C scenario) in its AGM agenda (as it contravened French legal rules setting the prerogatives of the Company's governance bodies) is not considered compelling enough and inhibitive to constructive shareholder dialogue.	
Was the vote communicated to the company ahead of the vote?	Yes	Yes
Outcome of the vote	Resolution passed (88.9% support)	Resolution passed (92.95% support)