

The Norgine Retirement Benefits Scheme

Engagement Policy Implementation Statement

Financial Year Ending 31st December 2024

Introduction

This statement sets out how, and the extent to which, the Engagement Policy in the Statement of Investment Principles (“SIP”) produced by the Trustees has been followed during the year to 31st December 2024. This statement has been produced in accordance with the Occupational Pension Schemes (Investment and Disclosure) (Amendment and Modification) Regulations 2018, the subsequent amendment in The Occupational Pension Schemes (Investment and Disclosure) (Amendment) Regulations 2019 and the statutory guidance on reporting on stewardship in the implementation statement dated 17 June 2022.

The Trustees can confirm that all policies in the SIP on engagement in relation to the Scheme’s DB assets have been followed during the Scheme Year.

Investment Objectives of the Scheme

The Trustees consider that its broad objective is to invest the Scheme’s assets in such a manner that members’ entitlements can be paid when they fall due. As a key step to achieving this, the Trustees, following consultation with the Company, entered into a bulk purchase annuity policy issued Canada Life Limited (“Canada Life”) in March 2024.

Review of the SIP

During 2024 the Trustees reviewed the SIP in order to reflect the bulk purchase annuity policy issued by Canada Life in March 2024, this version of the SIP was published in April 2024.

The latest SIP can be found online in the following link: [Norgine Retirement Benefits Scheme - Statement of Investment Principles](#).

Policy on ESG, Stewardship and Climate Change

The Trustees believe that good stewardship and environmental, social and governance (“ESG”) issues may have a material impact on investment returns. The Trustees also recognise that long term sustainability issues, particularly, but not limited to, climate change, present risks and opportunities that increasingly may require explicit consideration.

The Scheme now mainly invests in the bulk annuity policy with Canada Life, and in relation to this investment the Trustees recognise that Canada Life has full discretion when evaluating ESG issues, exercising rights and stewardship obligations attached to the Scheme’s investments, including engagement with issuers of debt and equity and other relevant persons about relevant matters such as performance, strategy, capital structure and management of actual or potential conflicts of interest and risks. In addition, Canada Life has full discretion when deciding on the degree to which the above are

integrated into their investment processes. The Trustees are satisfied this corresponds with their responsibilities to the beneficiaries.

The Trustees do not monitor or engage directly with issuers or other holders of debt or equity. It expects Canada Life to exercise ownership rights and undertake monitoring and engagement in line with Canada Life's general policies on stewardship, as provided to the Trustees from time to time, considering the long-term financial interests of the beneficiaries.

For the Scheme's remaining excess assets, the Trustees have selected passive, pooled funds for the investment of the majority of the assets, given the size of the scheme. The Trustees acknowledge that a consequence of this is that monitoring of Environmental, Social and Governance matters is effectively delegated to the relevant national and international agencies governing an underlying company in a particular index at any given point in time. For the same reason, the Trustees do not consider themselves to be in a position to influence investee company policy through the exercise of voting rights.

Engagement

In the relevant year the Trustees have not engaged with the underlying pooled fund managers on matters pertaining to ESG, stewardship or climate change. However, the Trustees, with help from their investment consultant, review the stewardship and ESG policies of the fund managers periodically.

The Trustees expect underlying investment managers, where appropriate, to integrate ESG considerations into their decision-making process and take them into account as part of their analysis of expected future performance and risks.

Further information on the investment managers' approach to responsible investment, voting and engagement with the investee companies is available at the following websites:

Vanguard: <https://corporate.vanguard.com/content/corporatesite/us/en/corp/how-we-advocate/investment-stewardship/index.html>

Berkshire Hathaway: <https://www.berkshirehathaway.com/sustainability/sustainability.html>

Blackrock / iShares: <https://www.ishares.com/uk/individual/en/themes/sustainable-investing>

UBS: <https://www.ubs.com/uk/en/assetmanagement/about/commitment.html>

The information available through the above websites helps to provide reassurance to the Trustees that the Responsible Investment is an important factor in the investment managers' approaches to investing.

Voting Activity

The Trustees have delegated their voting rights to the investment managers, except for Killik & Co, where the Scheme is engaged as an advisory client. As such, the Trustees hold the voting rights for the Berkshire Hathaway Direct Equity, iShares Developed Markets Property Yield UCITS ETF, and iShares UK Property UCITS ETF.

The Trustees did not use the direct services of a proxy voter over the year.

Following the DWP's consultation response and outcome regarding Implementation Statements on 17 June 2022, updated Guidance was produced which is effective for all scheme year ends on or after 1 October 2022.

The updated Guidance requires Trustees to include a description of what they believe to be a significant vote within the Implementation Statement. The voting information is also expected to include details explaining why each vote was categorised as most significant, what the vote was, and why the manager voted in the way it did.

This Statement sets out a summary of the key voting activity of the pooled funds for which voting is possible (i.e. all funds which include equity holdings) in which the Scheme's assets are invested.

To the extent that the Trustees have considered their engagement priorities, they view environmental factors (including climate change) and broad corporate governance considerations as of material importance and these factors have therefore been considered when determining which votes are 'significant' in the context of this statement. The Trustees only consider as significant the top 10 holdings as at the Scheme year-end.

Over the last 12 months, the voting activity on behalf of the Trustees (for the funds where voting activity is relevant due to the possession of voting rights) is shown in the following section. Voting information was not available with respect to the investments held via Killik & Co, i.e. Berkshire Hathaway Direct Equity, iShares Developed Markets Property Yield UCITS ETF, and iShares UK Property UCITS ETF.

Vanguard – Pacific ex-Japan stock Index Fund

Voting undertaken over the prior year is summarised in the table below:

Proxy voter used?	Votes cast			
	Votes in total ¹	Votes with management	Votes against management	Abstentions
Glass Lewis, Equilar – for research, voting decisions made by Vanguard	898	892	6	-
ISS – Research and Proxy Exchange Voting Platform	(of 898 eligible)	(99%)	(0%)	(0%)

¹The voting activity relates to the period 1 January 2024 to 31 December 2024. Figures may not add to 100% due to rounding.

The Manager hasn't provided any vote they deemed significant.

Vanguard – Japan stock Index Fund

Voting undertaken over the prior year is summarised in the table below:

Proxy voter used?	Votes cast			
Glass Lewis, Equilar – for research, voting decisions made by Vanguard ISS – Research and Proxy Exchange Voting Platform	Votes in total	Votes with management	Votes against management	Abstentions
	2,674 (of 2,674 eligible)	2,601 (97%)	73 (2%)	- (0%)

¹The voting activity relates to the period 1 January 2024 to 31 December 2024.
Figures may not add to 100% due to rounding.

The following votes have been deemed most significant in accordance with the Trustees' stewardship priorities and definition of significant votes.

Holding details (% size of holding)	Resolution details	How the manager voted	Reason for manager's vote	Outcome of the vote	Next steps/Plans to escalate	Why is this vote classed as most significant?
Company name: Toyota Motor Corp. (5.4%)	Summary of Resolution: Elect Director Toyoda, Akio Date of vote: 18/06/2024	Against	Concern regarding director independence.	Pass	Information not provided by investment manager	Corporate Governance

Size of holding as at 31 December 2024.

Vanguard - FTSE UK All Share Index Unit Trust Unit

Voting undertaken over the prior year is summarised in the table below:

Proxy voter used?	Votes cast			
Glass Lewis, Equilar – for research, voting decisions made by Vanguard ISS – Research and Proxy Exchange Voting Platform	Votes in total	Votes with management	Votes against management	Abstentions
	10,063 (of 10,059 eligible)	9,987 (99%)	72 (0%)	9 (0%)

¹The voting activity relates to the period 1 January 2024 to 31 December 2024.
Figures may not add to 100% due to rounding.

The Manager hasn't provided any vote they deemed significant.

Vanguard - FTSE Developed Europe ex-UK Common Contractual Fund

Voting undertaken over the prior year is summarised in the table below:

Proxy voter used?	Votes cast			
Glass Lewis, Equilar – for research, voting decisions made by Vanguard ISS – Research and Proxy Exchange Voting Platform	Votes in total	Votes with management	Votes against management	Abstentions
	8,573 (of 8,322 eligible)	7,809 (93%)	513 (6%)	29 (0%)

¹The voting activity relates to the period 1 January 2024 to 31 December 2024.
 Figures may not add to 100% due to rounding.

The following votes have been deemed most significant in accordance with the Trustees' stewardship priorities and definition of significant votes.

Holding details (% size of holding)	Resolution details	How the manager voted	Reason for manager's vote	Outcome of the vote	Next steps/Plans to escalate	Why is this vote classed as most significant?
Company name: LVMH Moet Hennessy Louis Vuitton SE (2.0%)	Summary of Resolution: Approve Compensation Report of Corporate Officers Date of vote: 18/04/2024	Against	Concern regarding compensation/remuneration.	Pass	Information not provided by investment manager	Corporate Governance
Company name: LVMH Moet Hennessy Louis Vuitton SE (2.0%)	Summary of Resolution: Approve Compensation of Bernard Arnault, Chairman and CEO Date of vote: 18/04/2024	Against	Concern regarding compensation/remuneration.	Pass	Information not provided by investment manager	Corporate Governance
Company name: LVMH Moet Hennessy Louis Vuitton SE (2.0%)	Summary of Resolution: Approve Compensation of Antonio Belloni, Vice-CEO Date of vote: 18/04/2024	Against	Concern regarding compensation/remuneration.	Pass	Information not provided by investment manager	Corporate Governance
Company name: LVMH Moet Hennessy Louis Vuitton SE (2.0%)	Summary of Resolution: Approve Remuneration Policy of Chairman and CEO Date of vote: 18/04/2024	Against	Concern regarding structure of compensation/remuneration.	Pass	Information not provided by investment manager	Corporate Governance
Company name: LVMH Moet Hennessy Louis Vuitton SE (2.0%)	Summary of Resolution: Approve Remuneration Policy of Vice-CEO Date of vote: 18/04/2024	Against	Concern regarding structure of compensation/remuneration.	Pass	Information not provided by investment manager	Corporate Governance

Size of holding as at 31 December 2024.

Vanguard - US Equity Index Common Contractual Fund

Voting undertaken over the prior year is summarised in the table below:

Proxy voter used?	Votes cast			
	Votes in total	Votes with management	Votes against management	Abstentions
Glass Lewis, Equilar – for research, voting decisions				

made by Vanguard ISS – Research and Proxy Exchange Voting Platform	6,893 (of 6,997 eligible)	6,846 (99%)	47 (0%)	0 (0%)
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¹The voting activity relates to the period 1 January 2024 to 31 December 2024.
Figures may not add to 100% due to rounding.

The following votes have been deemed most significant in accordance with the Trustees' stewardship priorities and definition of significant votes.

Holding details (% size of holding)	Resolution details	How the manager voted	Reason for manager's vote	Outcome of the vote	Next steps/Plans to escalate	Why is this vote classed as most significant?
Company name: Meta Platforms, Inc. (2.2%)	Summary of Resolution: Amend Omnibus Stock Plan Date of vote: 29/05/2024	Against	Concern regarding alignment of equity grant practices with long-term investment returns.	Pass	Information not provided by investment manager	Corporate Governance
Company name: Meta Platforms, Inc. (2.2%)	Summary of Resolution: Elect Director Peggy Alford Date of vote: 29/05/2024	Withhold	Concern regarding problematic equity incentive plans.	Pass	Information not provided by investment manager	Corporate Governance
Company name: Meta Platforms, Inc. (2.2%)	Summary of Resolution: Elect Director Marc L. Andreessen Date of vote: 29/05/2024	Withhold	Concern regarding problematic equity incentive plans.	Pass	Information not provided by investment manager	Corporate Governance
Company name: Meta Platforms, Inc. (2.2%)	Summary of Resolution: Elect Director Andrew W. Houston Date of vote: 29/05/2024	Withhold	Concern regarding problematic equity incentive plans.	Pass	Information not provided by investment manager	Corporate Governance
Company name: Meta Platforms, Inc. (2.2%)	Summary of Resolution: Elect Director Tony Xu Date of vote: 29/05/2024	Withhold	Concern regarding problematic equity incentive plans.	Pass	Information not provided by investment manager	Corporate Governance

Size of holding as at 31 December 2024.