

**Mercury Provident Pension Scheme
Implementation Statement
Year Ending 31 December 2024**

Glossary

ESG	Environmental, Social and Governance
Investment Adviser	First Actuarial LLP
LGIM	Legal & General Investment Management
Scheme	Mercury Provident Pension Scheme
Scheme Year	1 January 2024 to 31 December 2024
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 its 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.

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. The SIP was updated during the Scheme Year to reflect the Kings Langley segregation, but wording relating to the exercise of rights was not revised. A summary of the wording 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.
- When selecting a fund, the Trustee considers amongst other things, the investment manager's policy in relation to the exercise of the rights (including voting rights) attaching to the investments held within the fund.
- When considering the ongoing suitability of an investment manager, the Trustee (in conjunction with its Investment Adviser) will take account of any particular characteristics of that manager's engagement policy that are deemed to be financially material.
- The Trustee will normally select investment managers who are signatories to the UN Principles for Responsible Investment (UNPRI).
- If it is identified that a fund's investment manager is not engaging with companies the Trustee may look to replace that fund. However, in the first instance, the Trustee would normally expect its Investment Adviser to raise the Trustee's concerns with the investment manager.

Has the policy been followed during the Scheme Year?

The Trustee's opinion is that its 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 the investment manager over the period ending 31 December 2023.
- Since the end of the Scheme Year, an updated analysis of the voting records of the investment manager based on the period ending 31 December 2024 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.
- The investment manager used by the Scheme is a signatory to the UNPRI.

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
LGIM	120,000	76%	23%	1%

Notes

These voting statistics are based on the manager's full voting record over the 12 months to 31 December 2024 rather than votes related solely to the funds held by the Scheme.

Use of proxy voting advisers

Investment Manager	Who is their proxy voting adviser?	How is the proxy voting adviser used?
LGIM	ISS and IVIS	ISS and IVIS provide research and ISS administer votes. However, all voting is determined by guidelines set by LGIM.

The investment manager's voting behaviour

The Trustee has reviewed the voting behaviour of the investment manager by considering the following:

- Broad statistics of its 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 it cast in the year to 31 December 2024 on the most contested proposals in nine categories across the UK, the US and Europe;
- The investment manager's policies and statements on the subjects of stewardship, corporate governance and voting.

The Trustee has also compared the voting behaviour of the investment manager with its 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 the Scheme's investment manager are listed in the Appendix. In addition, the Trustee considered the investment manager'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

The Net Zero Asset Managers initiative ("NZAM") brings together asset managers committed to the goal of achieving net-zero greenhouse gas emissions by 2050 as per the Paris Climate Agreement. In January 2025, following announcements of some managers exiting the agreement, NZAM announced a review of their overarching policies, which is ongoing.

The Trustee has considered its investment manager's approach to NZAM as part of this analysis. The Trustee notes that LGIM's voting record continues to compare very favourably with its peers. As in previous years, analysis of LGIM'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 LGIM have come under some criticism from the campaign group Make My Money Matter, the Trustee is satisfied that LGIM are 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.

Conclusion

Based on the analysis undertaken, the Trustee has no concerns regarding the voting records of LGIM.

The Trustee will keep the voting actions of the investment manager under review.

Signed: Date:

For and on behalf of the Trustee of the Mercury Provident Pension Scheme

Significant votes

The table below records how the Scheme's investment manager voted in the most significant votes identified by the Trustee.

Company	Meeting Date	Proposal	Votes For (%)	Votes Against (%)	LGIM
Audit & Reporting					
AKER BP ASA	30/04/2024	Allow the Board to Determine the Auditor's Remuneration	79	21	Against
HAYS PLC	20/11/2024	Re-appoint PricewaterhouseCoopers LLP as Auditor of the Company	80	20	For
OCADO GROUP PLC	29/04/2024	Allow the Board to Determine the Auditor's Remuneration	81	19	For
SWISS LIFE HOLDING	15/05/2024	Appoint the Auditors	80	19	Against
TOTALENERGIES SE	24/05/2024	Appoint EY as the Auditors of Sustainability Reporting	75	19	For
Shareholder Capital & Rights					
FERREXPO PLC	23/05/2024	Issue Shares with Pre-emption Rights	30	70	For
EVOKE PLC	13/05/2024	Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment	72	28	For
HAYS PLC	20/11/2024	Issue Shares with Pre-emption Rights	74	26	For
WIZZ AIR HOLDINGS PLC	25/09/2024	Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment	75	25	For
ENERGEAN PLC	23/05/2024	Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment	76	24	For
Pay & Remuneration					
ALCON AG	08/05/2024	Approve the Remuneration Report	49	49	Against
PALO ALTO NETWORKS	10/12/2024	Advisory Vote on Executive Compensation	50	49	Against
3M COMPANY	14/05/2024	Advisory Vote on Executive Compensation	45	54	Against
CONAGRA BRANDS INC.	18/09/2024	Advisory Vote on Executive Compensation	45	55	Against
SYNTHOMER PLC	09/05/2024	Approve the Remuneration Report	55	45	Against
Constitution of Company, Board & Advisers					
UBER TECHNOLOGIES INC	06/05/2024	Elect David I. Trujillo - Non-Executive Director	56	44	Against
ALEXANDRIA R E EQUITIES INC	14/05/2024	Elect James P. Cain - Non-Executive Director	57	43	Against
GIVAUDAN SA	21/03/2024	Re-elect Tom Knutzen - Non-Executive Director	59	40	Against
CBOE GLOBAL MARKETS INC	16/05/2024	Right to Call Special Meeting	60	39	Against
THE COCA-COLA COMPANY	01/05/2024	Elect Thomas S. Gayner - Non-Executive Director	61	39	Against
Merger, Acquisition, Sales & Finance					
HIKMA PHARMACEUTICALS PLC	25/04/2024	Approval of Buyback Waiver	56	43	Against
HOCHSCHILD MINING PLC	13/06/2024	Approve of the Rule 9 Waiver	63	37	Against
DASSAULT SYSTEMES SE	22/05/2024	Delegate Power to the Board to Decide One or More Demergers	78	22	Against
SYMRISE AG	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
APAX GLOBAL ALPHA LIMITED	01/05/2024	Approve the Winding up of the Company	11	89	Against
Climate Related Proposals					
Shell plc	21/05/2024	Say on Climate	73	21	Against
REPSOL SA	09/05/2024	Advisory Vote on the Company's Energy Transition Strategy	70	21	Against
FERROVIAL S.A.	11/04/2024	Say on Climate	90	7	Against
TOTALENERGIES SE	24/05/2024	Opinion on the Sustainability & Climate - Progress Report 2024	94	4	Against
AVIVA PLC	02/05/2024	Approve Climate-Related Financial Disclosure	95	2	For
Other Company Proposals					
QUILTER PLC	23/05/2024	Approve Political Donations	73	27	For
BOUYGUES SA	25/04/2024	Approve the Board to Issue Equity Warrants Free of Charge During the Period of a Public Offer for the Company's Shares	73	27	Against
ENERGEAN PLC	23/05/2024	Meeting Notification-related Proposal	78	22	For
MONDI PLC	03/05/2024	Meeting Notification-related Proposal	85	15	For
BAE SYSTEMS PLC	09/05/2024	Approve Political Donations	87	13	For
Governance & Other Shareholder Proposals					
PROLOGIS INC	09/05/2024	Simple Majority Voting	50	50	For
ABBVIE INC	03/05/2024	Simple Majority Voting	49	51	For
HUMANA INC.	18/04/2024	Introduce Majority Voting for Director Elections	51	49	For
CORPAY, INC	06/06/2024	Introduce an Independent Chair Rule	49	51	For
DEXCOM INC	22/05/2024	Transparency in Lobbying	51	48	For
Environmental & Socially Focussed Shareholder Proposals					
AMERICAN TOWER CORPORATION	22/05/2024	Disclosure of Racial and Gender Pay Gaps	49	51	For
NETFLIX INC	06/06/2024	Report on Netflix's Use of Artificial Intelligence	43	56	For
QUEST DIAGNOSTICS INCORPORATED	16/05/2024	Climate Change Targets	42	57	For
CINTAS CORPORATION	29/10/2024	Political Disclosure	39	60	For
GENERAL MILLS INC	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.

Investment manager voting policies

For more information concerning an investment manager's voting policies and rationale, please visit the below links:

[LGIM](https://blog.lgim.com/categories/esg-and-long-term-themes/lgims-voting-intentions-for-2024/) – <https://blog.lgim.com/categories/esg-and-long-term-themes/lgims-voting-intentions-for-2024/>