

Brit Group Services Limited Retirement Benefits Scheme

Implementation Statement

Barnett Waddingham LLP

September 2022

Purpose of Implementation Statement

This Implementation Statement has been prepared by the Directors of the Brit Pension Trustee Limited (the "Trustee") in its capacity as Trustee to the Brit Group Services Limited Retirement Benefits Scheme (the "Scheme") and sets out:

- How the Trustee's policies on exercising rights (including voting rights) and engagement policies have been followed over the year.
- The voting behaviour of the Trustee, or that undertaken on their behalf, over the year to 31 July 2022.

How voting and engagement policies have been followed

The Scheme invests entirely in pooled funds and, as such, delegates responsibility for carrying out voting and engagement activities to the Scheme's fund managers.

The Trustee reviews the stewardship and engagement activities of the current managers from time to time. No formal review was undertaken during the year and no remedial action was taken during the period.

Each year the Trustee receives and reviews voting information and engagement policies from the asset managers, which they review to ensure alignment with their own policies, alongside preparation of the Implementation Statement.

Having reviewed the above in accordance with their policies, the Trustee is comfortable that the actions of the fund managers are in alignment with the Scheme's stewardship policies.

Voting undertaken on behalf of the Trustee

The Scheme's equity investments are held through a pooled diversified growth fund managed by Ruffer. Ruffer votes on behalf of the Trustee.

The table below provides a summary of the voting activity of undertaken by Ruffer during the year.

Manager	Ruffer
Fund name	Ruffer Total Return Fund
Structure	Pooled
Ability to influence voting behaviour of manager	The pooled fund structure means that there is limited scope for the Trustee to influence the manager's voting behaviour.
Number of company meetings the manager was eligible to vote at over the year	93
Number of resolutions the manager was eligible to vote at over the year	1,459

Percentage of resolutions the manager voted on	100%
Percentage of resolutions voted with management, as a percentage of the total number of resolutions voted on	93.9%
Percentage of resolutions the manager abstained from, as a percentage of the total number of resolutions voted on	0.3%
Percentage of resolutions voted against management, as a percentage of the total number of resolutions voted on	5.8%
Percentage of meetings (for which the manager did vote) voted at least once against management	34.4%
Percentage of resolutions voted contrary to the recommendation of the proxy advisor	6.7%

Source: Ruffer

Data shown in the table above is the most recent available at the time of preparing this report and is in respect of the year to 30 June 2022

There are no voting rights attached to the other assets held by the Scheme and therefore there is no voting information shown above for these assets.

Ruffer employs Institutional Shareholder Services (ISS) as its provider of proxy voting services.

Significant votes

The table below shows a selection of significant votes cast by Ruffer during the year ending 30 June 2022. There is currently no definition for what constitutes a "significant vote", so for this implementation statement the Trustee has delegated to the investment managers to define what a "significant vote" is.

Ruffer Total Return Fund

Ruffer provided 13 votes which they deem to be significant, covering a range of resolution topics. We have included a sample of four votes below.

	Vote 1	Vote 2	Vote 3	Vote 4
Company name	Aena	Equinor ASA	Cigna Corporation	Meta Platforms, Inc
Date of vote	18/03/2022	11/05/2022	27/04/2022	25/05/2022
Approximate size of fund's holding as at the date of the vote (as % of portfolio)	0.83%	0.54%	1.54%	0.29%
Summary of the resolution	Board structure and independence/effectiveness	Approve Company's Energy Transition Plan	Report on Gender Pay Gap	Publish Third Party Human Rights Impact Assessment
How the manager voted	Against	For	Against	For
If the vote was against management, did the manager communicate their intent to the company ahead of the vote?	Yes, Ruffer spoke with Aena's management about their intentions to vote against the CEO and Chairman.	-	No	-
Rationale for the voting decision	Ruffer voted against the re-election of Maurici Lucena Betriu as Director as Aena has not split the CEO and Chairman roles and does not	Ruffer voted for Equinor's transition plan because they are supportive of their efforts to decarbonise. Equinor is at the forefront of	Cigna uses an "equal pay for equal work" statistic and reports that there are no material differences in pay data related to gender or	Facebook has received substantial media backlash over the use of its targeted advertising to discriminate against marginalized groups.

	<p>have a plan to do so. The company's bylaws currently dictate a single person should be both CEO & Chairman. To change this bylaw, they would need an AGM vote and super-majority approval of the board. This doesn't seem like a high bar to enact change and the company has had pressure from minority shareholders to split the roles. But the majority shareholder (the Spanish State) has not shown interest in supporting the change. By voting against the resolution, this put pressure on the Spanish State to look at separating roles.</p>	<p>offshore wind developments, and we have been impressed by their business success in that area. Ruffer engaged with the company and discussed their plan. Equinor are one of few companies who have been profitable in aiming to decarbonise and Ruffer will support that.</p>	<p>race. Although the equal pay for equal work statistic is subjective in that it allows the company to define what it considers an "equal job," the company does report its gender representation statistics and it additionally set a parity goal for leadership positions. As such, shareholders have enough information to assess how effectively company practices are working to eliminate discrimination in pay and opportunity in its workforce. Therefore, Ruffer do not believe that support for this resolution is warranted at this time.</p>	<p>Although the company has recently tightened its restrictions for targeting options, it still appears to be facing scrutiny on the topic. It has faced a number of legal risks due to lawsuits from the ACLU, HUD, FTC, and others. Given the large amount of company revenue that comes from advertisements, a third-party human rights impact assessment on the company's policies and practices related to targeted advertising could help shareholders assess Meta's management of human rights related risks.</p>
Outcome of the vote	The resolution passed with 82.5% votes in favour.	The resolution passed with 96.6% votes in favour.	The resolution failed with 66.8% votes against.	The resolution failed with 76.2% votes against.
Implications of the outcome	ISS recommended that Ruffer vote against the CEO/Chairman's re-election as Aena has not split the CEO and Chairman roles and does not have a plan to do so. Ruffer will continue to do	Ruffer will monitor how the company progresses and improves over time, and will continue to support credible energy transition strategies and initiatives.	Ruffer will continue to vote on shareholder resolutions that affect transparency over Diversity, Ethnicity, and Inclusion Efforts.	Ruffer will continue to vote on shareholder resolutions that affect transparency over Diversity, Ethnicity, and Inclusion Efforts.

	so as they believe these two roles should be separate.			
On which criteria has this vote been assessed to be "most significant"	Ruffer believe that Votes against the election of directors for material holdings are significant. These arise after discussion between members of the research, portfolio management and responsible investment teams.	Ruffer believe this vote will be of particular interest to clients. The management resolution aims to increase the transparency of the company's climate transition planning and outcomes.	Ruffer believe this vote will be of particular interest to clients. Ruffer support management in their effort to provide accurate and transparent information on Gender Pay Gaps.	Ruffer believe this vote will be of particular interest to clients. They support SH resolutions in their effort to get accurate and transparent information on the company's revenue streams.

Source: Ruffer

Fund level engagement

Manager	Ruffer	Insight
Fund name	Ruffer Total Return Fund	Insight Buy and Maintain Bond Fund
Does the manager perform engagement on behalf of the holdings of the fund	Yes	Yes
Has the manager engaged with companies to influence them in relation to ESG factors in the year?	Yes	Yes
Number of engagements undertaken on behalf of the holdings in this fund in the year	25	144
Number of engagements undertaken at a firm level in the year	36	797
Examples of engagements undertaken with holdings in the fund	Ruffer engaged with companies on a number of topics during the year, such as climate impact, board effectiveness and labour rights.	Insight have engaged with companies on a number of topics, such as climate change and governance

Source: fund managers

Data shown in the table above is the most recent available at the time of preparing this report and is in respect of the year to 30 June 2022

The Trustee believes that there is very limited scope for engagement in relation to the Insight Gilt funds, and therefore there is no information shown above for these funds.

Based on the information received, the Trustee believes that the fund managers have acted in accordance with the Scheme's stewardship policies. The Trustee is supportive of the key voting action taken by the fund managers over the period to encourage positive governance changes in the companies in which the funds hold shares.

The Trustee and its investment consultant are working with the fund managers to provide additional information in future in order to enhance their ability to assess the fund managers' actions.

**Prepared by the Trustee of the Brit Group Services Limited Retirement Benefit Scheme
September 2022**