

THE SINGLETON BIRCH RETIREMENT BENEFITS SCHEME

YEAR ENDED 31 MARCH 2024

IMPLEMENTATION STATEMENT

The Singleton Birch Limited Retirement Benefits Scheme (the "Scheme")

1. Introduction

The Trustees of the Scheme (the "Trustees") are required to make publicly available online a statement (the "Implementation Statement") covering the extent to which the Trustees have followed the Scheme's Statement of Investment Principles (the "SIP"). This statement describes the Trustees' voting and engagement policies along with a summary of voting and engagement behaviour related to the Scheme's investments over the 12-month period to 31 March 2024.

2. Stewardship, voting and engagement policies

The Trustees have instructed the Scheme's fiduciary manager to exercise its voting and other rights as shareholder in a manner the fiduciary manager believes to be consistent with best practice in relation to Corporate Governance and in accordance with the Institutional Shareholders' Committee's ("ISC") Statement of Principles on the Responsibilities of Institutional Shareholders and Agents.

The Trustees support six priority engagement themes and encourage its fiduciary manager to vote and engage on all of them: Climate Change; Corporate Governance; Human Capital Management; Human Rights; Inclusion and Diversity, and; Natural Capital and Biodiversity. The Trustees believe that these themes are material to the long-term value of the investments, and that companies which address these issues meaningfully will drive improved financial performance for the Scheme and ultimately benefit the Scheme's members.

The Trustees therefore require its fiduciary manager in its stewardship of the Scheme's assets to pay appropriate regard to these six engagement themes, alongside the investee companies' performance, strategy, capital structure, management of actual or potential conflicts of interest, risks, social, ethical and environmental impact and corporate governance when considering the purchase, retention or sale of investments.

Reporting on the fiduciary manager's voting and engagement activities and how these activities have had a bearing on the purchase, retention and sale of investments is included in the quarterly investment monitoring reports.

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3. Summary of voting and engagement behaviour

The Trustees invest in pooled funds via its fiduciary manager. By the nature of these vehicles, the Trustees oversee the fiduciary manager's voting and engagement activities and policies, rather than directing how individual votes are exercised. The Trustees deem holdings in equities to be relevant in terms of voting behaviours and holdings in equities and corporate debt to be relevant in terms of engagement activities with investee companies.

The Trustees have considered the voting and engagement activity that took place on its behalf during the Scheme year, as described in this section. The Trustees are satisfied that its fiduciary manager has demonstrated high levels of voting and engagement in line with its stewardship policy. In particular, the Trustees' noted the following.

- The fiduciary manager demonstrated very high levels of voting rights being exercised on the Trustee's behalf.
- Challenge to investee company management was demonstrated through the proportion of votes against management led resolutions.
- The fiduciary manager carried out a high level of engagement activities with the management of investee companies across the Trustee's six priority engagement themes, including progress on some issues.

Summary of voting

The table below summarises the fiduciary manager's voting behaviour over the period. The fiduciary manager's voting policies are described in section 4.

Number of meetings eligible to vote at	1,109 meetings	% of resolutions	
Number of resolutions eligible to vote on	14,566 resolutions		
% of resolutions voted on which we are eligible	93.9%	Voted with management	89.3%
% of meetings, in which we voted, that we voted at least one vote against management	54.6%	Voted against management	10.3%
Number of equity holdings as of period end	1,123	Abstained from voting	0.4%

Source: Schroders as at 31 March 2024 for the Diversified Growth Fund.

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Most significant votes

The fiduciary manager's policy (see section 4, below) is to define any vote against management as a "most significant vote". Over the period in question, this amounted to 1,466 votes. The full list of votes by Schroders (including the rationale for votes both with and against management's recommendation) is available at <https://www.schroders.com/en/sustainability/active-ownership/voting/>. The Trustees consider the following sample as representative.

Company: JPMorgan Chase & Co.

Meeting date: 16 May 2023

Proposal: Report on Climate Transition Plan Describing Efforts to Align Financing Activities with GHG Targets

Theme: Climate Change

Management's recommendation: Against

Rationale for voting against management's recommendation: The company is asked to produce a report disclosing how it intends to align its financing activities with its 2030 sectoral GHG emission reduction targets. We welcome additional disclosures that help better understand how the company is implementing its climate strategy. We believe that how we have voted is in the best financial interest of our clients' investments.

Company: Amazon.com, Inc.

Meeting date: 24 May 2023

Proposal: Report on Efforts to Reduce Plastic Use

Theme: Natural Capital and Biodiversity

Management's recommendation: Against

Rationale for voting against management's recommendation: A vote for this proposal is warranted as we believe that the Company should be making meaningful steps towards eliminating use of plastic within the Company and its operations. More disclosure would enable shareholders to have a more comprehensive understanding of progress. We believe how we have voted is in the best financial interests of our clients' investments.

Company: Alphabet Inc.

Meeting date: 2 June 2023

Proposal: Report on Framework to Assess Company Lobbying Alignment with Climate Goals

Theme: Climate Change, Corporate Governance

Management's recommendation: Against

Rationale for voting against management's recommendation: Shareholders would benefit from additional disclosure on how the company's lobbying activities align to its climate goals and how it addresses any misalignment with its trade associations and other indirect lobbying activities.

Company: Jazz Pharmaceuticals plc

Meeting date: 3 August 2023

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Proposal: Elect Director Rick E. Winningham

Theme: Climate Change, Corporate Governance

Management's recommendation: For

Rationale for voting against management's recommendation: Climate: Behind peers on climate risk management and oversight, we believe the way in which we have voted is in the best financial interests of our clients investments.

Company: Oracle Corporation

Meeting date: 15 November 2023

Proposal: Report on Median and Adjusted Gender/Racial Pay Gaps

Theme: Diversity and Inclusion

Management's recommendation: Against

Rationale for voting against management's recommendation: Shareholders could benefit from the median pay gap statistics that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives, and how it is positioning itself to realise the benefits of a diverse workforce. We believe that how we have voted is in the best financial interest of our clients' investments.

Company: Fortescue Ltd.

Meeting date: 21 November 2023

Proposal: Remuneration Report

Theme: Corporate Governance

Management's recommendation: For

Rationale for voting against management's recommendation: Excessive discretion applied in recent years. Additionally we are concerned with the quantum of remuneration linked to 'strategic' goals and targets which are open to interpretation and are not guaranteed to create shareholder value. We would prefer the reward for such move to be triggered by financial outcomes (e.g. referencing ROCE or NTA growth).

Company: Microsoft Corporation

Meeting date: 7 December 2023

Proposal: Report on Risks of Operating in Countries with Significant Human Rights Concerns

Theme: Human rights

Management's recommendation: Against

Rationale for voting against management's recommendation: Shareholders would benefit from further disclosure on how the company mitigates risks in markets in which it operates where there are significant human rights concerns. We believe how we have voted is in the best financial interests of our clients' investments.

Company: Tyson Foods, Inc.

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Meeting date: 8 February 2024

Proposal: Shareholder Proposal Regarding Lobbying Activity Alignment with Science-based Targets and Net Zero Emissions Ambitions

Theme: Climate Change

Management's recommendation: Against

Rationale for voting against management's recommendation: Shareholders would benefit from further information outlining how the company's lobbying activities are aligned to its science-based targets and net zero commitments to better help shareholders understand any potential risks related to lobbying activities that do not align with these commitments, if any. We believe how we have voted is in the best financial interests of our clients' commitments.

Company: Apple Inc

Meeting date: 24 February 2024

Proposal: Shareholder Proposal Regarding Report on Use of Artificial Intelligence

Theme: Corporate Governance

Management's recommendation: Against

Rationale for voting against management's recommendation: Shareholders would benefit from further disclosure and information on how the company is using AI and managing any related risks, including ethical risks, that may result. We believe how we have voted is in the best financial interests of our clients' investments.

Company: Deere & Co.

Meeting date: 29 February 2024

Proposal: Shareholder Proposal Regarding Severance Approval Policy

Theme: Human Capital Management

Management's recommendation: Against

Rationale for voting against management's recommendation: We believe that the proposed changes to the severance policy would strengthen shareholder' rights and mitigate risks regarding excessive severance arrangements. We believe how we have voted is in the best financial interests of our clients' investments.

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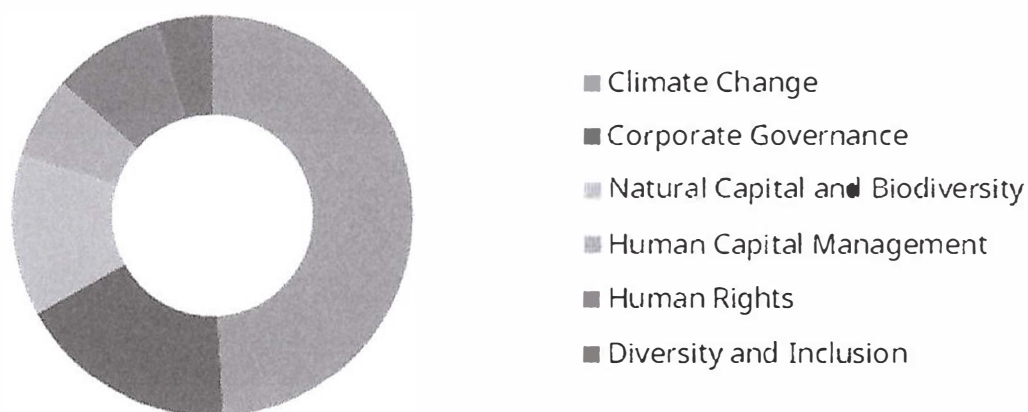
IMPLEMENTATION STATEMENT (CONTINUED)

Summary of Engagements

The fiduciary manager's engagement activities with investee companies include correspondence in writing and by email, phone calls, meetings with company management, collaboration with other investors, participation at events and discussions with other advisers and stakeholders. The table and chart below summarise the number of engagements that have been undertaken in relation to the Scheme's investments over the period, with a case study and examples described on the following pages.

Engagement summary	
Engagements	554
Topics	1,260
Environmental	62%
Social	20%
Governance	18%

Discussion topics split by theme*



Source: Schroders as at 31 March 2024 for the Diversified Growth Fund. *Discussion topics are split by theme as set out in the [Schroder Engagement Blueprint](#); over this period topics include 782 environmental, 254 social and 224 governance.

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Engagement examples

Company	Activity
ASML	<p>The Global and Thematic Equities team held a meeting with regards to ASML's climate change activities. We encouraged the company to publish a detailed transition plan explaining how the company will transition its business and meet its targets. We learnt ASML aims to achieve net zero for Scope 1, 2, and parts of Scope 3 emissions by 2025, primarily through energy reduction and renewable energy use. Challenges remain in Asian markets, but progress has been made in Taiwan. ASML is also addressing Scope 3 emissions in its supply chain, with increasing supplier commitments to sustainability. Product energy efficiency has improved significantly, with further reductions planned. Collaboration with customers like TSMC on renewable energy adoption and with SEMI on industry-wide sustainability efforts is ongoing. While costs are hard to quantify, they are part of ASML's substantial R&D investments. ESG metrics are now linked to 20% of executive long-term incentives. Overall, ASML has made considerable progress on its climate goals, with more work to be done in certain areas. We will continue to monitor progress.</p>
Raia Drogasil	<p>The Global & International team had a meeting with Raia Drogasil regarding the progress on climate targets. Overall, the company is struggling on its Scope 1 and 2 targets and is unlikely to set a Scope 3 target in the next 12-18m. Lack of public policy around climate and general climate investment is also making the job harder and more expensive for the company, so we should not benchmark them versus global peers. But more progress on Scope 1 and Scope 2 would help bring credibility to their climate ambitions. They also said that they are "reviewing" their targets (i.e. planning on cutting certain ones and being more specific on others) which will become apparent when they publish their 2023 sustainability report this year. Clearly, this is not a very helpful development, as we don't want to see companies withdrawing commitments, however the company has assured us that Scope 1 and 2 targets will not be removed, and we will get more information on plans for Scope 3. We have agreed to engage with them again once this report is published.</p>
Kingfisher	<p>The Global & International team engaged with the Kingfisher on executive remuneration. Remuneration had been a point of contention for the CEO specifically, such as not agreeing with some of the conditions to meet his annual bonus and the fact that 50% of it is deferred. Given the resistance to build the shareholding requirements as a % of base (for which they are far below), it was implied there are some personal reasons for not meeting the conditions. We fed back that we need more information and up to date calculations to determine the pace of building that shareholding, especially considering if there is truly so much optimism on the trajectory of the business. The Chair was receptive to our feedback regarding needing better investment communication and better indication of through cycle growth and profitability.</p>

Source: Schroders. Any reference to sectors/countries/stocks/securities are for illustrative purposes only and not a recommendation to buy or sell any financial instrument/securities or adopt any investment strategy.

