



# **Our mission**

We aim to use our influence to ensure:

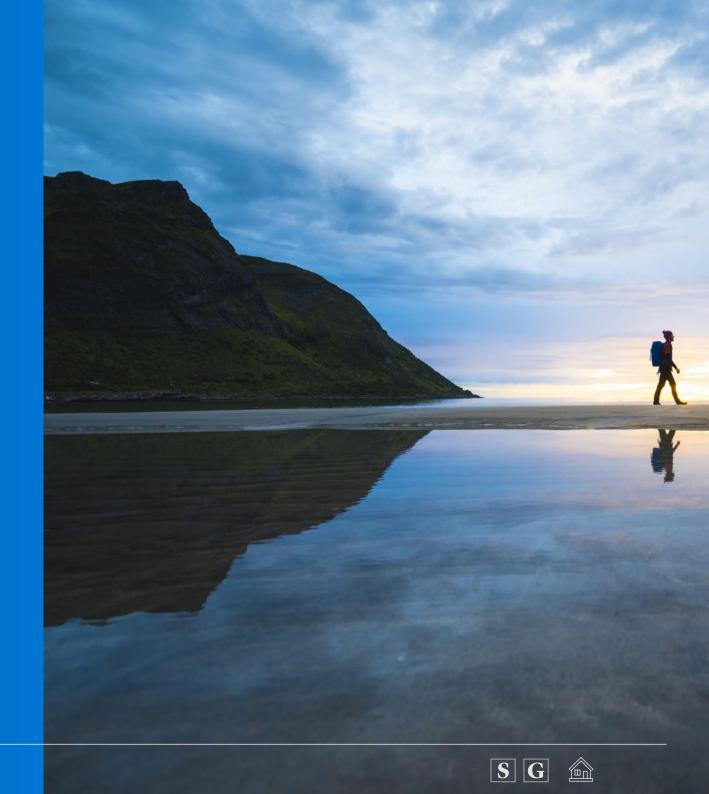


1. Companies integrate environmental, social and governance (ESG) factors into their culture and everyday thinking



2. Markets and regulators create an environment in which good management of ESG factors is valued and supported

In doing so, we seek to fulfil LGIM's purpose: to create a better future through responsible investing.





## Our focus

#### Holding boards to account

To be successful, we believe companies need to have people at the helm who are well-equipped to create resilient long-term growth. We aim to safeguard and enhance our clients' assets by engaging with companies and holding management to account for their decisions. Voting is an important tool in this process, and one which we use extensively.

#### Creating sustainable value

We believe it is in the interest of all stakeholders for companies to build sustainable business models that are also beneficial to society. We work to ensure companies are well-positioned for sustainable growth, and to prevent market behaviour that destroys long-term value. We engage directly and collaboratively with companies to highlight key challenges and opportunities, and support strategies that can deliver long-term success.

#### **Promoting market resilience**

As a long-term investor for our clients, it is essential that markets are able to generate sustainable value. We aim to use our influence and scale to address issues impacting the value of our clients' investments are recognised and appropriately managed. This includes working with key policymakers, such as governments and regulators, and collaborating with asset owners to bring about positive change.









#### **Global Investment Stewardship themes**

Our Investment Stewardship activity is structured around six core themes:

- Climate: Keeping 1.5°C alive
- **Nature:** Supporting a world that lives in harmony with nature, recognising the economic value of natural capital
- **People:** Improving human capital across the corporate value chain
- **Health:** Safeguarding global health to limit negative consequences for the global economy
- Governance: Strengthening accountability to deliver stakeholder value
- **Digitisation:** Establishing minimum standards for how companies manage digitisation-related risks

We believe these themes are financially material to our clients' portfolios, often pose systemic risks and opportunities, and cover areas where we believe LGIM as an asset manager can influence change.

# Action and impact

In this edition, we highlight key engagements across our global stewardship themes, with a focus on our collaborative climate engagements in Asia, our human rights letter campaign, and our reflections on the AGM season in Japan. We also share the latest update from our Global Research and Engagement Groups (GREGs) on water utilities.











### **ESG: Environment: Climate and Nature**



#### Collaborating on climate policy

#### Why does LGIM join collaborations?

We believe that collaborating with like-minded investors on shared goals aligned with our published policies and expectations helps drive market-level change on sustainability themes. We joined the Asia Investor Group on Climate Change (AIGCC) in August 2023 in order to increase our collaborative engagement and policy dialogue in the region, through a well-established climate engagement platform. Our work with Glasgow Financial Alliance for Net Zero (GFANZ) in Asia is an extension of our partnership and involvement with GFANZ globally, with a focus on local policy engagement to tackle regional and subregional issues to seek to overcome hurdles to achieving the climate transition to net zero.

#### Recent collaborations and actions

#### **AIGCC: Korea Working Group**

As members of the AIGCC Korea Working Group, building on our previous engagement,<sup>1</sup> we co-signed a letter to the Korea Financial Services Commission (FSC) regarding the implementation of mandatory sustainability-related disclosures, which has been postponed until 2026. By emphasising the need for the FSC to finalise its sustainability-related disclosure road map and implement a phased approach, in the letter, we asked for:

 a clear roadmap for sustainability related disclosures to be announced by the end of 2024

- mandatory climate-related disclosures for listed companies with total assets greater than 2 trillion Korean won by 2025
- publication of an English translation of the sustainability disclosure standards, and for English translation of company disclosures to be mandatory

#### AIGCC: Singapore climate adaptation policy engagement roundtable

As a co-lead on the Singapore climate adaptation policy engagement stream we were joined by the Confederation of British Industry to discuss its recently published climate-resilience taxonomy for bonds. Other participants included representatives from the Monetary Authority of Singapore, the national climate change secretariat, the Singapore Exchange, and local and international financial institutions.

The aim was to identify common language in financing climate adaptation and resilience, and how financial institutions can use the taxonomy in engagement to go beyond mitigation, and work towards adaptation. As a follow-up, a dialogue between the policy working group and the national climate change secretariat is anticipated.

### Spotlight on Malaysia: Malaysia AIGCC climate and energy policy dialogue,

Climate and energy policy in Malaysia is at a critical point. Having published its first National Adaptation Plan and National Energy Transition Roadmap in 2023, and with a National Gas Roadmap on the horizon, Malaysia stands at a turning point for financing the energy transition whilst protecting nature and biodiversity. As one of the most biodiverse countries in the world, 54% of companies in Bursa Malaysia operate in sectors with higher or moderate dependence on nature.<sup>2</sup> Balancing these key factors in the transition to net zero will be crucial.

- 1. As detailed in our previous Quarterly Engagement Report, here: Q1 2024 Quarterly engagement report (Igim.com)
- 2. AIGCC and PwC's recent report









We participated in three roundtables, bringing together representatives from across the policy stakeholder spectrum, including the Securities Commission Malaysia, Ministry of Energy transition and water transformation, Ministry of Economy, Ministry of Natural resources and environmental sustainability, and Bursa Malaysia, alongside representatives from international and local financial institutions, and Malaysian corporates. The roundtables were on the following topics:

- i) Adaptation how to include investor considerations in Malaysia's national adaptation planning
- Energy transition enhancing and supporting Malaysia's implementation of the National Energy Transition Roadmap, and discussing factors that could be considered in drafting the Natural Gas Roadmap
- iii) Nature and biodiversity barriers and solutions to preserving Malaysia's nature and biodiversity

### Malaysia GFANZ Joint Committee on Climate Change capacity building workshop

We participated in two sessions:

- i) The 'Capacity building workshop' attended by around 250 sustainability and risk practitioners from financial institutions, this session was part of a joint initiative between GFANZ APAC, the Bank Negara Malaysia, and the Securities Commission Malaysia, to educate participants about the challenges and opportunities arising from climate change and the country's transition to net zero. We shared our approach to integrating climate change into investment research, active strategies, and index and quantitative strategies, and to providing stewardship reporting to our clients
- ii) A focus session with Bank Negara on transition planning.

#### **Bursa Malaysia climate disclosure workshop**

Ahead of the recent <u>announcement</u> of Bursa Malaysia's enhanced sustainability reporting framework with new climate change reporting, LGIM was invited to speak at the <u>IR4U's programme</u>, designed for investor relations personnel of listed companies in Malaysia. The agenda included an introduction to the International Sustainability Standards Board (ISSB), climate disclosure, and looking beyond climate (human capital and nature, among other topics). We participated in the second item. The event was attended by over 200 online participants.









#### A challenging climate: Policy dialogue in the US

The SEC's climate disclosure rule has faced legal and regulatory pushback since its adoption in March 2024, including several lawsuits to challenge the rule<sup>3</sup>. In response, the US Securities and Exchange Commission (SEC) issued a 'stay order' while these cases are heard, meaning the rule is temporarily paused.<sup>4</sup>

In addition to these legal challenges, the rule may also face the threat of a Congressional Review Act (CRA) vote in US Congress, which is a tool that can be used to overturn certain federal agency actions, such as the SEC's adoption of the climate disclosure rule.<sup>5</sup>

#### **Collaborative engagement**

With the support of our partners at the <u>Environmental Defense Fund</u>, we met with US policymakers to express our views against the CRA vote and communicate investor perspectives on the importance of the climate disclosure rule. We underscored the rule's value to improve decision-useful information for investors and keep US markets competitive with global investor expectations on climate-related disclosures.

At the time of writing, the CRA has not yet gone to a vote. While we believe it unlikely that this CRA vote would pass all US checks and balances to overturn the rule, we still see value in this form of direct regulatory engagement to communicate our stewardship priorities with policy decision-makers.

#### Climate disclosure: ISSB around the world

#### Why does climate accounting matter for investors?

The financial materiality of climate and sustainability is acknowledged throughout the investment chain. Just as we recognise the need for this information to support investment decision-making, so too do our clients, as asset owners in their allocation of capital, and regulators in their supervision of financial markets.

#### What is LGIM's position?

LGIM has long been supportive of ISSB standards as a member of the ISSB Investor Advisory Group (IAG), through which we provide input and feedback on draft standards and research projects. The ISSB standards are built on existing and established frameworks, such as the Task Force on Climate-related Financial Disclosures (TCFD) and the Sustainability Accounting Standards Board (SASB). They are a milestone towards a global 'baseline' of sustainability disclosures, focused on the needs of investors and financial markets.

We have been calling on policymakers and regulators around the globe for full adoption, most recently in our responses to consultations in <u>Japan</u> and South Korea. We are encouraged by the take-up so far, with more than 20 jurisdictions, accounting for nearly 55% of global GDP and more than 40% of global market capitalisation, taking steps to introduce ISSB standards in their legal or regulatory frameworks.<sup>6</sup>

For more detail, please read our full blog on the topic, here: <u>LGIM Blog: To ISSB or not to ISSB? That is the question</u>

- 3. Source: Legal pushback prompts SEC to stay climate-related disclosure rule | News Brief | Compliance Week
- 4. SEC Adopts Climate Change Disclosure Rules; Court Imposes Temporary Stay | White & Case LLP (whitecase.com)
- 5. Scott Leads Effort to Roll Back SEC's Climate Disclosure Rule | United States Committee on Banking, Housing, and Urban Affairs (senate.gov)
- 6. IFRS Jurisdictions representing over half the global economy by GDP take steps towards ISSB Standards









# Going for gold: Mining companies and climate transition plans

The mining and diversified metals sector is, we believe, essential for the energy transition. From aluminium to zinc, without the critical minerals that mining companies produce, the transition will not happen. As such, it's essential that long-term, responsible investors, such as LGIM, support these companies as they decarbonise. We want to help companies develop and demonstrate robust, credible decarbonisation plans that are aligned to a 1.5°C trajectory.

#### What are our expectations of mining companies?

Our framework assess eight elements:

- i) decarbonisation strategy
- ii) funding allocation
- iii) emissions disclosure (scopes 1, 2, and 3)
- iv) scope 3
- v) the 'just transition'
- vi) lobbying
- vii) governance
- viii) sustainability disclosures

In our <u>blog</u>, we provide more detail, including our expectations on Scope 3 (category 10) emissions, and on methane from coal mining.

#### **Next steps**

As mining companies bring their climate transition plans to vote, we will be assessing them against our expectations in order to decide whether to support management.

#### Japan climate policy: A pivotal year

We believe that government policy and regulations provide crucial support for the climate transition. 2024 is a significant year for Japanese climate policy and we have continued to build on our previous engagements with various regulators and members of parliament.<sup>7</sup>

#### LGIM's actions

We are active associate members of the Japan Climate Leaders' Partnership ('JCLP'), a collaboration bringing together 245 businesses from a range of sectors to research and form policy recommendations on climate change, which are then brought to the Japanese government.8 The JCLP supports the 'early realisation of a decarbonised society'.

We contributed to the formation of the JCLP's policy statement on <u>Japan's Nationally</u> <u>Determined Contribution and 7th Basic Energy Plan</u> released in early July. The statement makes three core proposals:

- i) At least 75% reduction in GHG emissions by 2035 (compared to 2013 levels)
- ii) Renewable energy to account for at least 60% of the electricity mix by 2035
- iii) Improve the policy-making process by increasing participation opportunities for demand-side actors

Following the release of this statement, we also joined a discussion on the growing need for transformative climate-related policy developments with Japan's chief cabinet secretary, Yoshimasa Hayashi.

By continuing our policy engagement, we aim to create a supportive backdrop for the energy transition and to remove the hurdles faced by companies to achieving a net zero future.

Assumptions, opinions, and estimates are provided for illustrative purposes only. There is no guarantee that any forecasts made will come to pass.

- 7. As detailed in our blog: LGIM Blog: Climate policy engagement: spotlight on Japan
- 8. Source: home (english) | JCLP (japan-clp.jp)











Company name	Hindalco Industries Ltd*			
ISIN	INE038A01020			
Market Cap	US\$18.38 billion (Source: ISS, 27 September 2024)			
Sector	Materials: Metals and mining			
Issue identified	The aluminium sector has a significant role to play in the global transition to net zero, and is one of our 20 'climate critical' sectors captured within our Climate Climate Climate Climate Critical' sectors captured within our Climate Climate Climate Critical' sectors captured within our Climate Climate Critical' sectors captured within our Climate Climate Climate Critical' sectors captured within our Climate Climate Climate Critical' sectors captured within our Climate Cl			
Summary of the resolution	the Resolution 5 – Re-elect Kumar Mangalam Birla as director. AGM, 22-08-2024			
How LGIM voted	Against resolution 5 (against management recommendation)			
Rationale for the vote decision	Our vote is applied in line with our Climate Impact Pledge engagement escalation, whereby we vote against the (re-election of the chair of the Board at companies lagging our minimum expectations on climate change. This is the second consecutive year we are applying vote sanctions against the company on this basis. disclosure of a forward-looking, coherent and quantified transition plan is still absent from the report, therefore falling short of our expectations. We also note Hindalco has pushed back its short-term scope 1 and 2 emission intensity reduction target from 2025 to 2027. Despite three engagement meetings and multiple email exchanges, we are still unclear on a) its plans to develop existing disclosure into a coherent transition plan, b) the process, accountability structures and resources in place to develop it over 2024 and c) timings of a planned disclosure.			
Outcome	Not yet available at time of drafting (07 October 2024).			
Why is this vote 'significant'?	We believe that climate change is a financially material risk; our <u>Climate Impact Pledge</u> engagement programme is focused on encouraging companies across 20 'climate critical sectors' to transition to net zero.			











The role of plastics in contributing to climate change and destruction of nature and biodiversity is clear. In addition to being a source of toxic chemicals, plastic production is a significant source of oil demand, and is due to increase three-fold over the next 35 years. Given the dependency of more than half of global GDP on nature and the urgent need to tackle the systemic risk posed by climate change, we believe that plastics present a financially material risk for long-term investors. Plastic pollution is one area covered under our Circular Economy sub-theme, which is outlined in our Nature Framework.

Collaborative initiatives are an important part of our engagement as they enable us to amplify our voice by joining forces with like-minded investors to drive positive change.

Over the quarter, we joined 70 investors representing nearly US\$7 trillion<sup>12</sup> in calling on petrochemical companies to eliminate hazardous chemicals and reduce their dependency on fossil fuels. Organised by Planet Tracker, this <u>collective statement</u> is supported by investors with exposure to plastics and incorporates a number of requests for investee companies, aimed at addressing the financial and environmental risks presented by the plastics industry as a key source of demand for fossil fuels, particularly oil.<sup>13</sup>

Building on our support for the <u>UN Global Plastics Treaty</u> and the <u>Kunming-Montreal Global Biodiversity Framework</u> goal of living in harmony with nature by 2050, we view action on mitigating the harmful effects of petrochemicals as financially material, due to their broader role in global emissions and their destructive impact upon natural capital.



- 9. Source: Petchem Investor Statement Planet Tracker (planet-tracker.org)
- 10. Source: Managing nature risks: From understanding to action | PwC
- 11. Source: Climate Impact Pledge 2024 (Igim.com)
- 12. Source: Petchem Investor Statement Planet Tracker (planet-tracker.org)
- 13. Assumptions, opinions, and estimates are provided for illustrative purposes only. There is no guarantee that any forecasts made will come to pass









#### **Nature policies: Updates**

Over the quarter, in addition to updating our deforestation policy, we also published our policies on water and on natural capital management. Key points include:

**Deforestation:** In our <u>latest policy update</u>, we expanded our coverage to include coffee, cocoa, and rubber.

**Water:** In addition to setting out our company expectations on assessment, target-setting and collaboration, we explained the importance of water to us as investors, and our work across different stakeholder groups to drive progress on protecting this crucial natural commodity.

**Natural Capital Management:** We looked at how companies are evaluating their impacts and dependencies on nature, and the risks and opportunities this presents. Our policy sets out our company expectations, and the collaborative and stakeholder initiatives with which we work.

In addition to the policies on the links above, our Nature Framework sets out our overall approach to this multifaceted, financially material topic.

#### **Deforestation in Brazil: IPDD collaboration**

We are longstanding members of the Investor Policy Dialogue on Deforestation (IPDD) collaboration, which is supported by over 80 financial institutions from over 20 countries representing roughly US\$10 trillion in assets. The IPDD's goal is to stop deforestation in some of the most biodiverse and globally significant locations for nature in the world, by engaging with a range of stakeholders, including government authorities and associations, industry and trade bodies, for example. To

Over the quarter, alongside 15 other signatories with collective assets of over US\$4 trillion, 16 we co-signed a letter to the Brazilian government in support of ratification of the Escazú Agreement, which would strengthen sustainable development and help improve transparency and access to information about civil rights and environmental issues.

Over 40% of tropical deforestation occurs in Brazil.<sup>17</sup> By continuing our collaborative engagement targeted at the policy level, with organisations such as IPDD, we aim to drive improvements in the regulatory backdrop that help mitigate systemic risks, and that support the company-level improvements we want to see, as set out in our deforestation policy.



- 14. Investor Policy Dialogue on Deforestation (IPDD) Initiative » Tropical Forest Alliance
- 15. Description paraphrased from the IPDD's own website, here: Investor Policy Dialogue on Deforestation (IPDD) Initiative » Tropical Forest Alliance
- 16. Source: IPDD, September 2024
- 17. Source: 11 Amazon Rainforest Deforestation Facts to Know About | Earth.Org









#### Global Research and Engagement Groups, GREGs focus: The UK water industry

As a major lender in the UK sterling corporate bond market, we believe we have a responsibility to push for change in the UK water industry.

#### LGIM's actions

Turning a spotlight on our policy dialogue and collaborative engagements, having provided informal feedback to Ofwat's 2022 consultation on the financial resilience of the sector, in August 2024 we attended a roundtable event alongside over 50 other investors, to express our views directly; investor sentiment at the event was overwhelmingly negative. Ofwat is the body responsible for economic regulation of the privatised water and sewerage industry in England and Wales. LGIM further arranged a bilateral call in September with Ofwat to discuss market perceptions of the sector. It is crucial that Ofwat understands not just LGIM's concerns, but the concerns of the financial sector more broadly, when considering their next moves.

We've engaged bilaterally with civil servants at the UK government Department for Environment, Food & Rural Affairs (DEFRA), mainly regarding bond-market perception of the UK water sector and helping to connect Defra with UK investor trade body the Investment Association, and with credit rating agency Moody's. LGIM also joined an investor roundtable in September with the environment secretary and financial secretary to the UK Treasury.

We've joined a collaborative working group that is being led by the Investor Forum, focused on short, medium, and long-term concerns with the UK water system. This collaborative engagement is, crucially, approaching the topic at both a corporate and policy and regulatory level. To date, exploratory meetings have been held with issuers such as United Utilities\*, Severn Trent\*, and Pennon Group\*. Topics discussed with these companies have included UK water infrastructure and investor concerns that have been voiced about sector.



#### **Next steps**

Following the announcement by Thames Water\* shareholders that they considered the draft regulatory proposals as 'uninvestable',18 we have also joined three meetings of an informal bondholder forum at the Investment Association, which has been seeking to engage with Ofwat and the UK government. LGIM has also joined a group of Thames Water bondholders, advised by Akin Gump Strauss Hauer & Feld LLP\* and Jefferies Financial Group\*, which is engaging on behalf of bondholders with the company, Ofwat and government departments.

We intend to continue engaging with our peers, Ofwat and DEFRA and other government departments on the formation of long-term solutions for the UK water industry.

18. Source: Thames Water shareholders signal readiness to take £5bn hit (ft.com)











# People and Health

#### People: Human rights campaign

As set out in our <u>human rights policy</u>, we believe that human rights is financially material for investors, and that managing the business elements of human rights within operations is essential for companies to minimise the risks to their business of human rights violations (including, for example, failing to obtain and maintain the company's social license to operate, reputational damage, trade barriers, supply chain disruptions, consumer or group boycotts, exposure to legal liability).

#### Identify

The aim of our human rights letter campaign is to communicate our expectations, and to seek companies' own views and more information about their approach to these risks, by asking them to complete a survey. While this is a letter campaign, we are keen for it to be a two-way exchange, so that we can better inform our next steps.

Our campaign is focussed on the high-risk sectors outlined in our human rights policy, namely: utilities, energy, mining and minerals, apparel and textiles, technology and automotives. The range of around 400 companies captured is:

- Global: over 40 countries across both developed and emerging markets (the top five countries being the US, China, Canada, India and Japan)
- Mid-large cap, by geography and sector

#### **Engage**

A letter was drafted for each sector, addressed to the chair of the company, sharing why we believe human rights are fundamentally important within that sector, along with our human rights expectations (as set out in our human rights policy). Additionally, we have asked companies to provide information and feedback about their human rights practices through a questionnaire.

Having begun the campaign in the beginning of the third quarter of 2024, we have sent the letters in stages, completing by the end of the quarter.

#### **Next steps**

Based on the collected results in the questionnaires, we plan to conduct further one-on-one, direct engagements. We will also plan to publish our findings and observations. Further, based on the feedback, we will look into further updating our human rights policy with detailed expectations on a number salient human rights topics that we identified that are material to LGIM.











#### Health: Antimicrobial resistance

As set out in our <u>health policy</u>, we believe that antimicrobial resistance (AMR) poses a financially material risk across many sectors, from travel and tourism to healthcare and food producers. If unaddressed, AMR could cost an estimated US\$1 trillion to US\$3.4 trillion in GDP per annum by 2030.<sup>19</sup>

#### World AMR Congress: Cross-industry collaboration

The <u>World AMR Congress</u> took place in September in Philadelphia, USA. For the second consecutive year, LGIM was invited to speak at this high-profile conference.

The Congress gathers academics, medics, healthcare professionals, companies, government officials, international organisations, policymakers and regulators from around the world on annual basis to share research, innovations, new developments and thoughtful and thought-provoking thinking. The conference attracted more than 1,000 attendees. <sup>20</sup>

On the second day, we participated with the FAIRR initiative in a session on *Institutional investors*: *Allies in the fight against AMR*. Similar to last year, we were the only two representatives of institutional investors; we therefore considered it important to explain who we are, why we focus on AMR, the systemic risk it poses to our investments, and what we can contribute in the fight against AMR. We outlined the tools we have at our disposal, such as engagement with companies, voting shares, filing shareholder proposals, and policy engagement. We wanted to make the audience aware of the critical role institutional investors can play in curbing AMR.

We also discussed the Investor Action on AMR (IAAMR) initiative, of which LGIM is a member, and the Public Statement that the Initiative has produced ahead of the UN General Assembly's second high-level meeting on antimicrobial resistance, which took place late in September. The statement outlines seven requests of policymakers, which IAAMR considers essential in tackling the systemic risk of AMR. We also wanted to encourage the various representatives from academia, healthcare professionals, international organisations and other stakeholders in the audience to consider us as partners to engage with in order to enable both them, and us, take stronger action against the spread of AMR.



- 19. Antimicrobial resistance (who.int)
- 20. World AMR Congress | Philadelphia, PA (terrapinn.com)









Company name	General Mills*				
ISIN	370334104				
Market Cap	US\$41 billion (source: ISS, 02 October 2024)				
Sector	Consumer staples: Food products				
Issue identified	Nature: regenerative agriculture and circular economy (plastics)				
Summary of the resolutions	Resolution 4: disclose regenerative agriculture practices within the supply chain.  Resolution 5: Report on efforts to reduce plastic use  AGM: 24 September, 2024.				
How LGIM voted	For resolutions 4 and 5 (i.e. against management recommendation).				
Rationale for the vote decision					
Outcome	Resolution 4: 28.0% in favour Resolution 5: 40.1% in favour				
Why is this vote 'significant'?	Nature is one of our global stewardship subthemes; we believe that mitigating and reversing nature and biodiversity loss is inextricably linked to climate change. Our approach to nature is set out in our <u>nature framework</u> .				











Company name	Darden Restaurants Inc*			
ISIN	US2371941053			
Market Cap	US\$20.46 billion (Source: ISS 25/09/2024)			
Sector	Consumer – Restaurants			
Issue identified	Antimicrobial resistance ('AMR') is a key area of focus within LGIM's approach to health, as set out in our Health Policy. We consider AMR to be a systemic risk.			
Summary of the resolution	Resolution 7 – Comply with World Health Organization Guidelines on Antimicrobial Use Throughout Supply Chains AGM: 18 September 2024.			
How LGIM voted	For Resolution 7 (i.e. against management recommendation).			
Rationale for the vote decision	Resolution 7 asks the company to comply with WHO guidelines on the use of medically important antimicrobials in food-producing animals throughout companies' supply chains. Our <u>Health Policy</u> states our expectation that companies within the restaurant/out-of-home sector (e.g. fast-food companies) should require all their meat suppliers to comply with the WHO guidelines. Globally, most antibiotics are used not for humans, but for animals. The overuse of antibiotics is known to exacerbate AMR. We expect them to be transparent about their AMR strategy, the actions taken to implement it, and steps taken to monitor implementation. We therefore supported this resolution.			
Outcome	10% of shareholders voted in favour of the proposal.			
Why is this vote 'significant'?	This vote is significant as it relates to a key component of our 'Health' theme, antimicrobial resistance. Our <u>Health Policy</u> sets out our expectations and provides further detail on the financial materiality of this issue.			













### **ESG:** Governance

#### Reflections on the 2024 Japan AGM season

As the leaves begin to turn, the evenings close in and the leaves begin to shiver and fall, Autumn lends itself to reflection. As we look back to the Japanese AGM season and forward to our expectations next year, we summarise some of the key trends we observed across climate, social, and governance themes at Japanese AGMs in 2024.

#### **Board composition: Diversity and independence**

The trend of low support for senior board members at companies with issues related to board composition and capital management, which began last year, has continued.

- <u>LGIM's expectations</u>, that a director with >12 years' tenure cannot be considered independent, and that independent directors make up 1/3rd of the board
- While across all companies, one in four do not meet our independence criteria,<sup>21</sup>
   Prime listed companies have improved significantly, with 98.2% meeting these criteria (up from 73.1% in 2021)<sup>22</sup>.
- Regarding diversity, notably, we voted against only 27 Japanese companies<sup>23</sup> for lagging our minimum <u>diversity expectations</u><sup>24</sup>, compared to 75 in 2023; this is likely to be due to the impact of the Tokyo Stock Exchange's <u>listing rules on female 'officers'</u> and growing investor pressure

- 21. Source: SMTB, August 2024
- 22. Source: Japan Association of Corporate Directors, August 2024
- 23. To end June 2024.
- 24. From 2025, we will broaden our scope to vote against TOPIX 500 companies with boards having less than 15% women and require at least one woman on the board of all our investee companies in Japan.









#### **Cross-shareholdings**

Cross-shareholdings remain a major concern, often leading to poor corporate governance, inefficient capital use, and potential anti-competitive behaviour.

We vote against top executives if a company allocates 20% or more of its net assets to cross-shareholdings without clear justification or a strong reduction policy.<sup>25</sup> In June, we voted against 65 companies for this reason, down from 96 last year.<sup>26</sup> We view this threshold as a temporary benchmark, with the expectation of ongoing reduction to eventually zero.

#### Climate-related shareholder resolutions

Support for climate-related proposals has grown, with 10 receiving over 20% backing at Japan's top 500 companies, up from four last year. Against this backdrop, the shareholder proposal that we co-filed at Nippon Steel\* on climate lobbying transparency, as detailed in our previous Quarterly Engagement Report, received 28% support, one of the highest levels of support ever recorded for a climate-related shareholder proposal in Japan. Between the proposal in Japan.

#### **Pushing for progress**

Recent <u>pushes</u> by the Tokyo Stock Exchange and evolving investor behaviour are driving companies toward greater accountability. However, sustained efforts and potentially stronger regulatory measures will be crucial for achieving meaningful, long-term reform.

# Governance and diversity: HKEX corporate governance code update consultation

In June, HKEX (Hong Kong Exchange and Clearing Ltd) published a <u>consultation paper</u> on <u>corporate governance code enhancements</u>. Key proposals included improvement of board effectiveness, strengthening board independence, promoting diversity, enhancing risk management and internal control, and enhancing capital management disclosure. Through our membership of the Asian Corporate Governance Association (ACGA), LGIM participated in this consultation. Our key contributions included:

- 'Over boarding': a maximum of four or five directorships, and counting the role of chair or CEO as two directorships given the extra complexity, oversight, and time commitment it entails<sup>29</sup>
- Director training: that training is more formal and structured. An additional way for directors to develop relevant competencies and awareness is to meet regularly with investors to gain fresh knowledge and different perspectives
- Board diversity: a 30% target would strengthen board diversity expectations in line with LGIM's diversity policy
- Board evaluation: that external evaluations be conducted by independent third parties on the board, board committees, and individual directors

We believe that responding to such consultations is an important mechanism for feeding into the improvement of corporate governance standards around the world. A copy of the final consultation responses submitted by ACGA can be found here: <u>2024-acga-letter-to-hkex-cg-codes (acga-asia.org)</u>.

- 25. Japan Corporate Governance and Responsible Investment Policy (Igim.com)
- 26. Source: LGIM analysis
- 27. Source: LGIM analysis
- 28. Nippon Steel: shareholders deliver Japan's largest ever vote in support of climate lobbying resolution ACCR
- 29. For more information, please see our Global Corporate Governance & Responsible Investment Policy









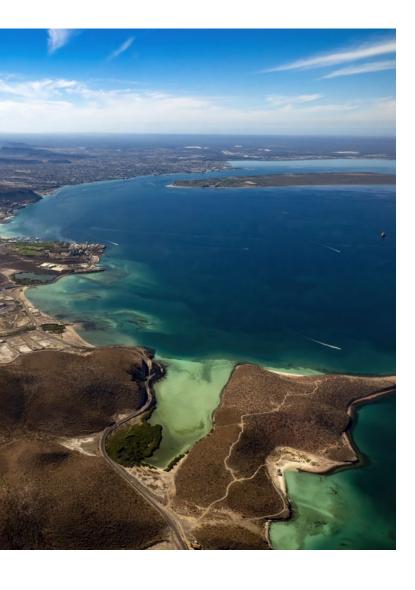
Company name	AeroVironment, Inc.*			
ISIN	008073108			
Market Cap	US\$5.7 billion (Source: ISS, 07 October 2024)			
Sector	Aerospace and defence			
Issue identified	Governance: joint chair/CEO. The roles of chair and CEO are substantially different, requiring distinctly different skills and experience. Therefore, LGIM expects the two roles to be separated. division of responsibilities ensures that a single individual does not have unfettered powers of decision-making at the head of the company, thereby securing a balance of authority and responsibility on the board.			
Summary of the resolution	1a - Elect Director Wahid Nawabi. AGM – 27 September 2024.			
How LGIM voted	Against resolution 1a (i.e. against management recommendation).			
Rationale for the vote decision	LGIM expects companies to separate the roles of Chair and CEO due to risk management and oversight concerns.			
Outcome	97.1% voted in favour of resolution 1a.			
Why is this vote 'significant'?	This vote is significant as it relates to a key expectation of our corporate governance and responsible investment policy, that we expect the roles of chair and CEO to be separated. In our policy, we state that we will vote against the re-election of any director who holds both the chair and CEO positions.			











# Regional updates

Global - Q3 2024 voting summary

Management-proposed resolutions:						
Proposal category	Total for	Total against	Total abstentions	For %	Against %	Abstain %
Management (Total)	11534	3234	81	78%	22%	1%
Routine Business	1953	113	0	95%	5%	0%
Director Election	3948	1277	80	74%	24%	2%
Compensation	749	950	0	44%	56%	0%
Director Related	954	166	1	85%	15%	0%
Capitalization	1566	152	0	91%	9%	0%
Strategic Transactions	468	135	0	78%	22%	0%
Company Articles	367	73	0	83%	17%	0%
Miscellaneous	138	32	0	81%	19%	0%
Audit Related	808	127	0	86%	14%	0%
Non-Routine Business	330	52	0	86%	14%	0%
Takeover Related	150	10	0	93%	6%	0%
No Research	23	128	0	14%	81%	0%
E&S Blended	9	0	0	100%	0%	0%
Social	59	16	0	79%	21%	0%
Mutual Funds	10	0	0	100%	0%	0%
Environmental	2	3	0	40%	60%	0%







### Global - Q3 2024 voting summary

Shareholder-proposed resolutions:						
Proposal category	Total for	Total against	Total abstentions	For %	Against %	Abstain %
Shareholder (total)	77	398	0	16%	83%	0%
Audit Related	0	70	0	0%	100%	0%
Director Election	48	183	0	21%	79%	0%
Miscellaneous	9	100	0	8%	92%	0%
Company Articles	3	8	0	27%	73%	0%
Director Related	4	10	0	29%	71%	0%
Environmental	1	10	0	9%	91%	0%
Social	3	4	0	43%	57%	0%
Corporate Governance	0	1	0	0%	100%	0%
Compensation	8	6	0	57%	43%	0%
E&S Blended	1	3	0	25%	75%	0%
Non-Routine Business	0	2	0	0%	100%	0%
Routine Business	0	1	0	0%	100%	0%

How LGIM Voted	Number of Votes	% Alignment with Management Recommendations
For	11611	99.66%
Against 3632		15.94%
Abstain	81	96.30%

Number of	Values
Resolutions	15346
AGM Resolutions	11040
EGM Resolutions	4306
AGM	1107
EGM	1064
Meetings	2171

Most Popular Resolutions	Number of Resolutions		
Elect Director	4610		
Accept Financial Statements and Statutory Reports	890		
Elect Director (Cumulative Voting or More Nominees Than Board Seats)	749		
Approve Dividends	495		
Ratify Auditors	469		











### # UK - Q3 2024 voting summary

Management-proposed resolutions:						
Proposal category	Total for	Total against	Total abstentions	For %	Against %	Abstain %
Management (Total)	2437	158	0	94%	6%	0%
Capitalization	515	30	0	94%	6%	0%
Strategic Transactions	30	4	0	88%	12%	0%
Compensation	194	51	0	79%	21%	0%
Routine Business	278	1	0	100%	0%	0%
Director Election	938	69	0	93%	7%	0%
Audit Related	282	0	0	100%	0%	0%
Social	48	0	0	100%	0%	0%
Takeover Related	96	0	0	100%	0%	0%
Director Related	6	0	0	100%	0%	0%
No Research	16	0	0	73%	0%	0%
Company Articles	19	1	0	95%	5%	0%
Environmental	2	2	0	50%	50%	0%
Non-Routine Business	1	0	0	100%	0%	0%
Mutual Funds	9	0	0	100%	0%	0%
Miscellaneous	3	0	0	100%	0%	0%







### # UK - Q3 2024 voting summary

Shareholder-proposed resolutions:						
Proposal category	Total for	Total against	Total abstentions	For %	Against %	Abstain %
Shareholder (total)	0	0	0	0%	0%	0%

How LGIM Voted	Number of Votes	% Alignment with Management Recommendations
For	2437	100%
Against	158	1.27%
Abstain	0	0%

Number of	Values
Resolutions	2601
AGM Resolutions	2520
EGM Resolutions	81
AGM	148
EGM	42
Meetings	190

Most Popular Resolutions	Number of Resolutions
Elect Director	1007
Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	226
Authorize Share Repurchase Program	153
Accept Financial Statements and Statutory Reports	148
Advisory Vote to Ratify Named Executive Officers' Compensation	139









### Europe ex UK - Q3 2024 voting summary

Management-proposed resolutions:						
Proposal category	Total for	Total against	Total abstentions	For %	Against %	Abstain %
Management	1358	553	0	71%	29%	0%
Routine Business	345	19	0	95%	5%	0%
Director Related	261	60	0	81%	19%	0%
Compensation	89	147	0	38%	62%	0%
Audit Related	80	27	0	75%	25%	0%
Director Election	328	115	0	74%	26%	0%
Capitalization	86	23	0	79%	21%	0%
Non-Routine Business	37	5	0	88%	12%	0%
Miscellaneous	56	6	0	90%	10%	0%
Company Articles	43	3	0	93%	7%	0%
No Research	6	128	0	4%	96%	0%
Takeover Related	2	5	0	29%	71%	0%
Mutual Funds	1	0	0	100%	0%	0%
Social	3	15	0	17%	83%	0%
Strategic Transactions	14	0	0	100%	0%	0%
E&S Blended	7	0	0	100%	0%	0%







### **Europe ex UK - Q3 2024 voting summary**

Shareholder-proposed resolutions:						
Proposal category	Total for	Total against	Total abstentions	For %	Against %	Abstain %
Shareholder (total)	24	23	0	51%	49%	0%
Director Related	1	4	0	20%	80%	0%
Director Election	18	3	0	86%	14%	0%
Miscellaneous	3	16	0	16%	84%	0%
Company Articles	2	0	0	100%	0%	0%

How LGIM Voted	Number of Votes	% Alignment with Management Recommendations
For	1382	99.93%
Against	576	31.77%
Abstain	0	0%

Number of	Values
Resolutions	1958
AGM Resolutions	1547
EGM Resolutions	411
AGM	117
EGM	80
Meetings	197

Most Popular Resolutions	Number of Resolutions
Elect Director	381
Approve Discharge of Supervisory Board Member XXX/Non-Executive Board Member XXX (INDIVIDUAL RESOLUTION)	122
Accept Financial Statements and Statutory Reports	86
Ratify Auditors	56
Approve Allocation of Income and Dividends	55













### North America - Q3 2024 voting summary

Management-proposed resolutions:						
Proposal category	Total for	Total against	Total abstentions	For %	Against %	Abstain %
Management	1233	793	0	61%	39%	0%
Director Election	861	471	0	64%	35%	0%
Audit Related	139	65	0	67%	32%	0%
Compensation	33	240	0	12%	88%	0%
Director Related	31	2	0	94%	6%	0%
Strategic Transactions	46	1	0	98%	2%	0%
Takeover Related	50	4	0	91%	7%	0%
Capitalization	44	7	0	86%	14%	0%
Routine Business	13	2	0	87%	13%	0%
Company Articles	12	1	0	86%	7%	0%
Miscellaneous	2	0	0	100%	0%	0%
E&S Blended	1	0	0	100%	0%	0%
No Research	1	0	0	100%	0%	0%









### North America - Q3 2024 voting summary

Shareholder-proposed resolutions:						
Proposal category	Total for	Total against	Total abstentions	For %	Against %	Abstain %
Shareholder (total)	10	34	0	22%	74%	0%
Director Related	1	6	0	14%	86%	0%
Environmental	1	10	0	9%	91%	0%
Social	3	4	0	43%	57%	0%
Corporate Governance	0	1	0	0%	100%	0%
Director Election	1	9	0	8%	75%	0%
E&S Blended	1	3	0	25%	75%	0%
Company Articles	1	0	0	100%	0%	0%
Miscellaneous	1	0	0	100%	0%	0%
Compensation	1	0	0	100%	0%	0%
Routine Business	0	1	0	0%	100%	0%

How LGIM Voted	Number of Votes	% Alignment with Management Recommendations
For	1243	99.52%
Against	827	1.33%
Abstain	0	0%

Number of	Values
Resolutions	2084
AGM Resolutions	1914
EGM Resolutions	170
AGM	204
EGM	60
Meetings	264

Most Popular Resolutions	Number of Resolutions
Elect Director	1322
Ratify Auditors	174
Advisory Vote to Ratify Named Executive Officers' Compensation	161
Adjourn Meeting	52
Amend Omnibus Stock Plan	38











### Japan - Q3 2024 voting summary

Management-proposed resolutions:							
Proposal category	Total for	Total against	Total abstentions	For %	Against %	Abstain %	
Management	371	70	1	84%	16%	0%	
Routine Business	22	1	0	96%	4%	0%	
Director Election	270	59	0	82%	18%	0%	
Director Related	41	5	1	87%	11%	2%	
Company Articles	21	0	0	100%	0%	0%	
Compensation	10	4	0	71%	29%	0%	
Audit Related	3	1	0	75%	25%	0%	
Strategic Transactions	3	0	0	100%	0%	0%	
Non-Routine Business	1	0	0	100%	0%	0%	









### Japan - Q3 2024 voting summary

Shareholder-proposed i	resolutions:					
Proposal category	Total for	Total against	Total abstentions	For %	Against %	Abstain %
Shareholder (total)	5	6	0	45%	55%	0%
Director Election	4	5	0	44%	56%	0%
Compensation	1	1	0	50%	50%	0%

Number of	Values
Resolutions	453
AGM Resolutions	406
EGM Resolutions	47
AGM	45
EGM	10
Meetings	55

How LGIM Voted	Number of Votes	% Alignment with Management Recommendations
For	376	100%
Against	76	0%
Abstain	1	0%

Most Popular Resolutions	Number of Resolutions
Elect Director	329
Approve Allocation of Income and Dividends	23
Amend Articles to: (Japan)	21
Appoint Internal Statutory Auditor(s) [and Approve Auditor's/Auditors' Remuneration]	21
Elect Alternate/Deputy Directors	19









### Asia Pacific ex Japan - Q3 2024 voting summary

Management-proposed resolutions:							
Proposal category	Total for	Total against	Total abstentions	For %	Against %	Abstain %	
Management (Total)	5540	1491	2	79%	21%	0%	
Routine Business	1181	83	0	93%	7%	0%	
Director Election	1458	500	2	74%	26%	0%	
Compensation	344	471	0	42%	58%	0%	
Director Related	507	68	0	88%	12%	0%	
Capitalization	870	83	0	91%	9%	0%	
Strategic Transactions	335	124	0	73%	27%	0%	
Company Articles	232	63	0	79%	21%	0%	
Miscellaneous	68	22	0	76%	24%	0%	
Audit Related	277	32	0	90%	10%	0%	
Non-Routine Business	261	44	0	86%	14%	0%	
Takeover Related	1	0	0	100%	0%	0%	
Social	6	1	0	86%	14%	0%	







### Asia Pacific ex Japan - Q3 2024 voting summary

Shareholder-proposed resolutions:							
Proposal category	Total for	Total against	Total abstentions	For %	Against %	Abstain %	
Shareholder (total)	35	332	0	10%	90%	0%	
Audit Related	0	68	0	0%	100%	0%	
Director Election	22	166	0	12%	88%	0%	
Miscellaneous	5	83	0	6%	94%	0%	
Company Articles	0	8	0	0%	100%	0%	
Compensation	6	5	0	55%	45%	0%	
Director Related	2	0	0	100%	0%	0%	
Non-Routine Business	0	2	0	0%	100%	0%	

How LGIM Voted	Number of Votes	% Alignment with Management Recommendations
For	5575	99.43%
Against	1823	18.43%
Abstain	2	0.00%

Number of	Values
Resolutions	7400
AGM Resolutions	4062
EGM Resolutions	3338
AGM	553
EGM	816
Meetings	1369

Most Popular Resolutions	Number of Resolutions
Elect Director	1470
Accept Financial Statements and Statutory Reports	632
Elect Director (Cumulative Voting or More Nominees Than Board Seats)	618
Approve Dividends	389
Approve Cost Auditors and Authorize Board to Fix Their Remuneration	301











### Rest of World - Q3 2024 voting summary

Management-proposed resolutions:								
Proposal category	Total for	Total against	Total abstentions	For %	Against %	Abstain %		
Management (Total)	595	169	78	70%	20%	9%		
Director Election	93	63	78	40%	27%	33%		
Director Related	108	31	0	78%	22%	0%		
Capitalization	51	9	0	85%	15%	0%		
Non-Routine Business	30	3	0	91%	9%	0%		
Company Articles	40	5	0	89%	11%	0%		
Routine Business	114	7	0	94%	6%	0%		
Takeover Related	1	1	0	50%	50%	0%		
Audit Related	27	2	0	93%	7%	0%		
Compensation	79	37	0	68%	32%	0%		
Strategic Transactions	40	6	0	87%	13%	0%		
E&S Blended	1	0	0	100%	0%	0%		
Miscellaneous	9	4	0	69%	31%	0%		
Environmental	0	1	0	0%	100%	0%		
No Research	0	0	0	0%	0%	0%		
Social	2	0	0	100%	0%	0%		









### Rest of World - Q3 2024 voting summary

Shareholder-proposed resolutions:						
Proposal category	Total for	Total against	Total abstentions	For %	Against %	Abstain %
Shareholder	3	3	0	50%	50%	0%
Miscellaneous	0	1	0	0%	100%	0%
Director Election	3	0	0	100%	0%	0%
Audit Related	0	2	0	0%	100%	0%

Number of	Values
Resolutions	850
AGM Resolutions	591
EGM Resolutions	259
AGM	40
EGM	56
Meetings	96

	How LGIM Voted	Number of Votes	% Alignment with Management Recommendations
	For	598	99.83%
	Against	172	27.33%
	Abstain	78	100%

Most Popular Resolutions	Number of Resolutions
Elect Director (Cumulative Voting or More Nominees Than Board Seats)	126
Elect Director	101
Approve Remuneration of Directors and/or Committee Members	72
Elect Member of Audit Committee	63
Authorize Board to Ratify and Execute Approved Resolutions	32







# Global engagement summary



In Q3 2034, we held

493

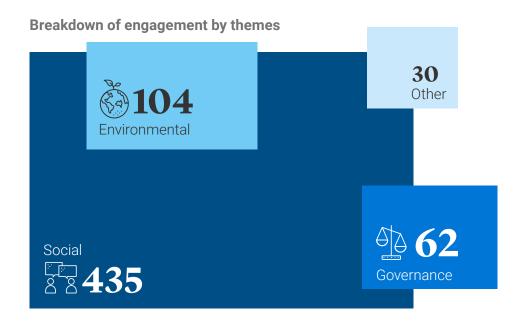


446





### Breaking down the engagement numbers - Q3 2024



#### Top five engagement topics\*





Remuneration

**Engagement type** 





Company meetings



letters



Phone



Other



Circular Economy



Plastics



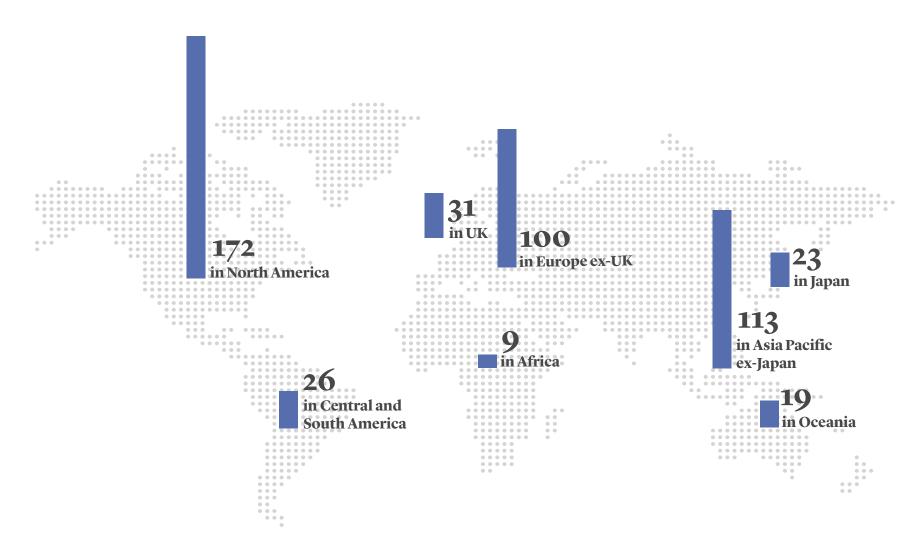






<sup>\*</sup>Note: an engagement can cover more than a single topic

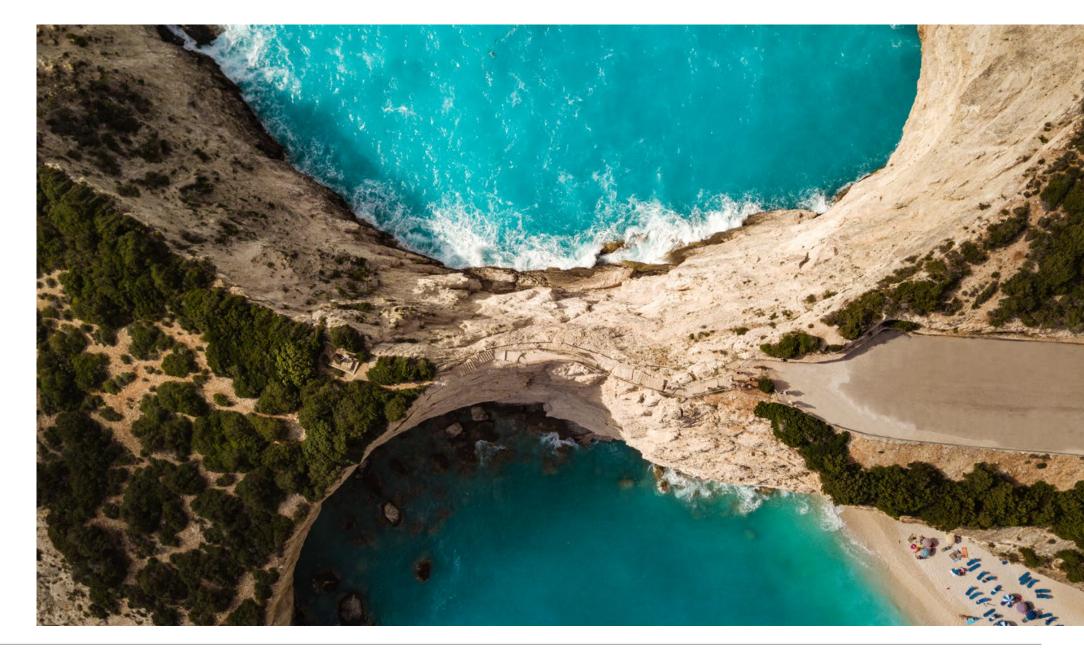
#### Regional breakdown of engagements

















#### Contact us

For further information about LGIM, please visit lgim.com or contact your usual LGIM representative











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